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SoftMedx Healthcare Limited

京玖醫療健康有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the AGM of SoftMedx Healthcare Limited (the “Company”) will be held at Unit B, 20/F, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong, at 2:00 p.m. on Tuesday, 9 January 2024:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

1. To receive and consider the audited consolidated financial statements and reports of the directors (the “Directors”) and auditors of the Company for each of the six years ended 31 December 2017 to 2022;
2. (a) To re-elect Mr. Lin Pinzhuo as an independent non-executive Director;
(b) To re-elect Mr. Yiu Chun Wing as an independent non-executive Director;
3. To authorise the board of Directors to fix the Directors’ remuneration;
4. To re-appoint the auditors of the Company and to authorise the board of Directors to fix its remuneration;
5. “THAT:
(a) subject to paragraph (c) below, pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below)

of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “Shares”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (a) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of (aa) 20 per cent. of the total number of Shares in issue on the date of the passing of this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of Shares in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; or (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; “Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. “THAT:

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the total number of the Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; or (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

7. “THAT the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 5 above in respect of the number of Shares referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as special resolutions (with or without modifications):

“THAT the proposed amendments to the existing articles of association of the Company (the “Proposed Amendments”), details of which are set out in the section headed “APPENDIX III — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION” in the circular of the Company dated 4 December 2023, be and are hereby approved and confirmed; and any one or more of the directors of the Company or the company secretary of the Company be and is/are hereby authorised to execute all such documents and do all such other acts and things as he may, or in his absolute discretion, consider necessary, desirable or expedient to effect the Proposed Amendments and any of the foregoing.”

Yours faithfully
For and on behalf of the Board
SoftMedx Healthcare Limited
Cheung Wai Kwan
Executive Director

Hong Kong, 4 December 2023

Notes:

- (1) A member being entitled to attend and vote at the above meeting is entitled to appoint a proxy or, if the member is a holder of more than one share, more proxies to attend and vote instead of the member. A proxy needs not be a member of the Company.
- (2) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if the joint holders was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of them so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority or the completed form of proxy must be lodged with the Company's share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for holding the meeting.
- (4) Return of the form of proxy or instrument appointing a proxy will not preclude a member from attending the meeting and voting in person at the meeting if the member so desires. If a member attends the meeting after having deposited the form or the instrument, that form or instrument will be deemed being revoked.
- (5) For determining the entitlement of the Shareholders to attend and vote at AGM, the register of members of the Company will be closed from Thursday, 4 to Tuesday, 9 January 2024 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company not later than 4: 30 p.m. on Wednesday, 3 January 2024.

As at the date of this notice, the Board comprises Mr. Cheung Wai Kwan and Mr. Wang Jianguo as executive Directors; and Ms. Hu Xuezhen, Mr. Lin Pinzhuo and Mr. Yiu Chun Wing as independent non-executive Directors.