THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in IVD Medical Holding Limited (the "Company"), you should at once hand this circular, together with the proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1931)

PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND, PROPOSED RE-ELECTION OF DIRECTORS, PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Thursday, 16 May 2024 at 12:00 noon is set out on pages 18 to 23 of this circular.

This circular together with the proxy form for use at the annual general meeting are published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.ivdholding.com).

Whether or not you are able to attend the annual general meeting, please complete and sign the proxy form in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the annual general meeting or any adjournment thereof if they so wish, and in such event, the instrument appoint a proxy shall be deemed to be revoked.

CONTENTS

		Page
Definitions		1
Letter from the Board	1	3
Appendix I –	Details of the Directors Proposed for Re-election	9
Appendix II –	Explanatory Statement on the Repurchase Mandate	15
Notice of Annual Ger	neral Meeting	18

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Annual General Meeting" or

"AGM"

the annual general meeting of the Company to be held on 16 May 2024 (or any adjournment thereof). Notice of the AGM is set out on pages 18 to 23 of this circular

"Articles" the articles of association of the Company

"Board" the board of Directors

"China" or the "PRC" the People's Republic of China, and for the purpose of

this circular only, excluding Hong Kong, the Macau Special Administrative Region of China and Taiwan

"close associate(s)" has the meaning ascribed to it under the Listing Rules

"Common Control Confirmation" the common control confirmation executed by Mr. Ho

Kuk Sing, Mr. Leung King Sun and Mr. Lin Xianya on 27 May 2016, whereby they confirmed the existence of their

common control arrangement

"Company" IVD Medical Holding Limited, a company incorporated

in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock

Exchange (stock code: 1931)

"controlling shareholder(s)" has the meaning ascribed to it under the Listing Rules

"core connected person(s)" has the meaning ascribed to it under the Listing Rules

"Director(s)" the director(s) of the Company

"Group" the Company and its subsidiaries

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong" the Hong Kong Special Administrative Region of the

PRC

"Issue Mandate" a general mandate proposed to be granted to the Directors

to issue new Shares, contained in item 13 of the notice of

the AGM

"Latest Practicable Date" 2 April 2024, being the latest practicable date prior to the

printing of this circular for ascertaining certain

information in this circular

D	\mathbf{E}	IN	IIT	'IO	NS

"Listing Rules" the Rules Governing the Listing of Securities on the

Stock Exchange

"Nomination Committee" the nomination committee of the Company

"Repurchase Mandate" a general mandate proposed to be granted to the Directors

to repurchase Shares, contained in item 12 of the notice

of the AGM

"RMB" Renminbi, the lawful currency of the PRC

"SFC" the Securities and Futures Commission

"SFO" the Securities and Futures Ordinance (Chapter 571 of the

Laws of Hong Kong)

"Share(s)" ordinary share(s) of US\$0.0005 each in the issued capital

of the Company

"Shareholder(s)" holder(s) of Share(s)

"Stock Exchange" The Stock Exchange of Hong Kong Limited

"subsidiary(ies)" has the meaning ascribed to it under the Listing Rules

"substantial shareholder(s)" has the meaning ascribed to it under the Listing Rules

"Takeovers Code" the Codes on Takeovers and Mergers and Share Buy-

backs of Hong Kong

"US\$" US dollars, the lawful currency of the United States of

America

"%" per cent.

Certain Chinese names of institutions or other entities included in this circular have been translated into English and included as unofficial translations for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail over the English translations. Except the above, in the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

References to time and dates in this circular are to Hong Kong time and dates.



華檢醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1931)

Executive Directors:

Mr. Ho Kuk Sing

(Chairman of the Board and Chief Executive Officer)

Mr. Lin Xianya

Mr. Chan Siu Kei Ken

Mr. Law Kim Fai

Non-executive Directors:

Ms. Yao Haiyun Mr. Liu Fei

Independent Non-executive Directors:

Mr. Zhong Renqian

Mr. Leung Ka Sing

Mr. Wong Sze Lok

Registered Office:

Conyers Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive PO Box 2681, Grand Cayman KY1-1111, Cayman Islands

Headquarters and Principal Place

of Business in China: Room 602, Building 6 Lane 299, Bisheng Road Zhangjiang Hi-Tech Park

Pudong New Area District

Shanghai, China

Principal Place of Business in Hong Kong:

Room 1703, Grandtech Centre 8 On Ping Street, Sha Tin

Hong Kong

10 April 2024

To the Shareholders

Dear Sir/Madam,

PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND, PROPOSED RE-ELECTION OF DIRECTORS, AND

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the forthcoming AGM.

2. PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND

The Board has recommended the declaration and payment of a final dividend in the amount of HK6.209 cents per Share for the year ended 31 December 2023. On the basis of 1,354,590,080 Shares in issue as at the Latest Practicable Date, the final dividend, if declared and paid, will amount to approximately HK\$84,106,498 in aggregate.

Subject to the approval of the Shareholders at the AGM, it is expected that the final dividend will be paid in cash in Hong Kong dollars on Wednesday, 29 May 2024 to the qualifying Shareholders whose names appear on the register of members of the Company at the close of business at 4:30 p.m. on Wednesday, 22 May 2024.

Please also refer to the paragraph headed "Closure of Register of Members" below.

3. THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS

The annual report incorporating the audited consolidated financial statements of the Company and the reports of the Directors and the auditors of the Company for the year ended 31 December 2023 have been published. The audited consolidated financial statements of the Company have been reviewed by the audit committee of the Company.

4. RE-APPOINTMENT OF AUDITORS

The Board recommended that, subject to the approval of the Shareholders at the AGM, Ernst & Young be re-appointed as auditors of the Company.

5. RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles, Ms. Yao Haiyun (a non-executive Director), Mr. Zhong Renqian and Mr. Leung Ka Sing (each an independent non-executive Director) will retire by rotation and will hold office until the conclusion of the AGM. All of them, being eligible, have offered themselves for re-election at the AGM.

Mr. Liu Fei was appointed as a non-executive Director by the Board with effect from 8 March 2024. Mr. Chan Siu Kei Ken and Mr. Law Kim Fai were appointed as executive Directors and Mr. Wong Sze Lok was appointed as an independent non-executive Director by the Board on 28 March 2024. In accordance with Article 83(3) of the Articles, they shall hold office until the AGM and shall then be eligible for re-election. All of them, being eligible, have offered themselves for re-election at the AGM.

Biographies of the above Directors who are proposed for re-election at the AGM are set out in Appendix I to this circular.

The Nomination Committee reviewed the structure, size and diversity of the Board, as well as the Company's nomination policy and the Board diversity policy to ensure that the Board's composition complies with the Listing Rules and reflects an approximate mix of skills, experience and diversity that are relevant to the Group's objectives and strategy, and suits the need of and balance of the Group. Individuals proposed for re-election (including independent non-executive Directors) are selected with reference to the requirements of the Articles, and the rotation cycle of Directors' re-election. The Nomination Committee considered and assessed the suitability of the retiring Directors proposed for re-election at the AGM on his/her individual qualities (including background, knowledge, skills, experiences and integrity), his/her contribution to the Board, his/her capacity and commitment to provide sufficient time and attention to the Company's affairs, and the benefits he/she could bring to the Company. Among others factors, the Nomination Committee noted that: (i) Mr. Chan Siu Kei Ken has extensive experience in financial auditing, accounting and management; (ii) Mr. Law Kim Fai's extensive experience in accounting and company secretarial matters with respect to listed companies in Hong Kong; (iii) Ms. Yao Haiyun's in-depth experience in finance and accounting of listed companies; (iv) Mr. Liu Fei's extensive knowledge in research and development and in management in the field of medical business, especially his experiences in IVD (in vitro diagnostics) business; (v) Dr. Zhong Renqian's decades of experience in teaching and medical research in the fields of clinical laboratory and diagnostics, and his distinctive insight and guidance to the Board in medical science and technology; (vi) Mr. Leung Ka Sing's vast experience in chemistry, food science and safety management and occupational health and safety, and in the public sector; and (vii) Mr. Wong Sze Lok has extensive experience in auditing and corporate governance. The Nomination Committee considers that these Directors proposed for re-election provide a diversity of skills, expertise and background to the Board, which would benefit the future development of the Company.

The Nomination Committee also noted that the retiring Directors (other than Mr. Liu Fei, Mr. Chan Siu Kei Ken, Mr. Law Kim Fai and Mr. Wong Sze Lok, who were appointed in March 2024) have shown devotion and commitment to the Board by bringing in fresh perspectives and providing constructive comments at Board and Board Committee meetings. Each of them has a 100% attendance rate at such meetings during the year ended 31 December 2023.

Each of Mr. Zhong Renqian, Mr. Leung Ka Sing and Mr. Wong Sze Lok has confirmed to the Company his independence as regards to factors referred to in Rule 3.13 of the Listing Rules, that he does not (in the past or present) have any financial or other interests in the business of the Group or any connection with any core connected person of the Company other than his roles in the Company, and that there are no other factors that may affect his independence. Having considered their confirmation, and (for Mr. Zhong Renqian and Mr. Leung Ka Sing) their past performance and participation in the Group's affairs, the Nomination Committee was satisfied with their independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

The Nomination Committee has recommended to the Board for the re-election of these retiring Directors. Having considered the recommendation from the Nomination Committee, the Board is of the view that the diverse background and skill sets, invaluable knowledge and experience of each of these retiring Directors proposed for re-election are valuable to, and will continue to generate diversity and contribution to, the Company and the Shareholders as a whole. The Board considers it is in the interests of the Company and its Shareholders to re-elect these retiring Directors (namely, Mr. Chan Siu Kei Ken, Mr. Law Kim Fai, Ms. Yao Haiyun, Mr. Liu Fei, Mr. Zhong Renqian, Mr. Leung Ka Sing and Mr. Wong Sze Lok) at the AGM.

Each of Mr. Leung Ka Sing and Mr. Wong Sze Lok (both being members of the Nomination Committee) has abstained from voting on his own nomination when it was considered by the Nomination Committee. Each of the retiring Directors proposed for re-election has abstained from voting on resolutions regarding his own re-election when it was considered by the Board.

6. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 19 May 2023, ordinary resolutions were passed to grant general mandates to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of Shares then in issue and to repurchase Shares of not exceeding 10% of the total number of Shares then in issue, and to extend the aforesaid mandate to allot, issue or deal with shares by the number of Shares so repurchased. These general mandates are due to expire at the conclusion of the AGM.

At the AGM, approval will be sought from Shareholders for:

(i) the Issue Mandate – to authorise the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of Shares in issue at the date of passing of the relevant resolution contained in item 13 of the notice of AGM (being a total of 270,918,016 Shares on the basis that there being no change in the total number of Shares in issue from the Latest Practicable Date to the date of the AGM).

An ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the AGM.

(ii) the Repurchase Mandate – to authorise the Directors to repurchase on the Stock Exchange (or any other stock exchange) Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution contained in item 12 of the notice of the AGM (being a total of 135,459,008 Shares on the basis that there being no change in the total number of Shares in issue from the Latest Practicable Date to the date of the AGM).

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,354,590,080 Shares. The Board wishes to state that as of the Latest Practicable Date, it has no immediate plan to issue any new Shares pursuant to the Issue Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information for considering the proposal to grant the Directors the Repurchase Mandate is set out in Appendix II to this circular.

7. AGM

A notice convening the AGM is set out on pages 18 to 23 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by way of a poll except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A proxy form for use at the AGM is published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.ivdholding.com). To be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or any adjournment thereof (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

8. CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 9 May 2024 (the AGM record date) will be entitled to attend and vote at the AGM. For the purpose of determining shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 10 May 2024 to Thursday, 16 May 2024, both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 9 May 2024.

Subject to the approval by the Shareholders at the AGM, qualifying shareholders whose names appear on the register of members of the Company at the close of business at 4:30 p.m. on Wednesday, 22 May 2024 shall be entitled to the proposed final dividend. For the purpose of determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 22 May 2024 to Thursday, 23 May 2024, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 21 May 2024.

9. RECOMMENDATION

The Directors consider that the resolutions as set out in the notice of AGM are all in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions at the AGM.

Yours faithfully,
For and on behalf of the Board
IVD Medical Holding Limited
Ho Kuk Sing

Chairman, Chief Executive Officer and Executive Director

Set out below are biographical details of the Directors proposed for re-election at the AGM.

1. Mr. Chan Siu Kei Ken (陳兆基)

Mr. Chan, aged 40, joined the Group when he was appointed as an executive Director on 28 March 2024. He is responsible for the overall management and operations of the Group.

Mr. Chan has extensive experience in financial auditing, accounting and management. Mr. Chan was the finance director of a wholly-owned subsidiary of an enterprise whose shares are listed on the Main Board of the Stock Exchange. Mr. Chan has been a director of Optimum Accounting Services Limited since February 2017.

Mr. Chan obtained a Bachelor of Business (Accountancy) from Queensland University of Technology in Australia in March 2005 and a Master of Corporate Governance from The Hong Kong Polytechnic University in September 2016. Mr. Chan is a member of the Certified Practising Accountant Australia, a member of the Chartered Governance Institute in the United Kingdom, a member of the Institute of Chartered Secretaries and Administrators in the United Kingdom and the Hong Kong Institute of Chartered Secretaries.

Mr. Chan has entered into a service agreement with the Company for a term from 28 March 2024 to 27 March 2027 subject to termination by either party giving not less than three months' written notice to the other. His engagement is subject to the provisions of the Articles with regard to vacation of office, removal and retirement by rotation of Directors. Under his service contract with the Company, he is entitled to receive remuneration of HK\$50,000 per month and is eligible to receive discretionary bonuses, other benefits and allowances, and participate in the provident fund (if applicable). Mr. Chan's remuneration was recommended by the Remuneration Committee and approved by the Board in accordance with the Company's remuneration policy for Directors, with reference to the prevailing market conditions, his time commitment and specific roles and responsibilities, as well as the operating conditions of the Group.

2. Mr. Law Kim Fai (羅劍輝)

Mr. Law, aged 53, joined the Group when he was appointed as an executive Director on 28 March 2024. He is responsible for the overall management and operations of the Group. He is also a member of the Remuneration Committee, the chief financial officer, a joint company secretary, an authorised representative under Rule 3.05 of the Listing Rules and an authorized representative in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622, Laws of Hong Kong).

Mr. Law has extensive working experience in accounting and company secretarial matters in a number of listed companies in Hong Kong, and he has held positions such as qualified accountant, company secretary, authorised representative and/or finance director in a number of companies whose shares were listed on the Stock Exchange.

Mr. Law obtained a Bachelor of Business in Business Administration from the Royal Melbourne Institute of Technology in Australia in April 1994 and a Master of Business Administration (Electronic Commerce) from Charles Sturt University in Australia in November 2002. Mr. Law is a fellow member of the Hong Kong Institute of Certified Public Accountants, and a member of the Hong Kong Chartered Governance Institute, a member of the Chartered Governance Institute in the United Kingdom and a fellow member of Association of International Accountants.

Mr. Law has entered into a service agreement with the Company for a term from 28 March 2024 to 27 March 2027 subject to termination by either party giving not less than three months' written notice to the other. His engagement is subject to the provisions of the Articles with regard to vacation of office, removal and retirement by rotation of Directors. Under his service contract with the Company, he is entitled to receive remuneration of HK\$100,000 per month and is eligible to receive discretionary bonuses, other benefits and allowances, and participate in the provident fund (if applicable). Mr. Law's remuneration was recommended by the Remuneration Committee and approved by the Board in accordance with the Company's remuneration policy for Directors, with reference to the prevailing market conditions, his time commitment and specific roles and responsibilities, as well as the operating conditions of the Group.

3. Ms. Yao Haiyun (姚海雲)

Ms. Yao, aged 48, joined the Group when she was appointed as a non-executive Director on 19 October 2021. She is primarily responsible for providing advice on strategies to the Group.

Ms. Yao has over 25 years of experience in finance and accounting work. She entered the finance department of Shinva Medical Instrument Co., Ltd ("Shinva", a controlling shareholder of the Company whose shares are listed and traded on the Shanghai Stock Exchange (SSE stock code: 600587)) in 1995. Ms. Yao served various roles in the finance department of Shinva for the approximately 13 years thereafter, participating in the pre-listing process of Shinva, and its post-listing financial compliance process. Through such processes, Ms. Yao accumulated working experiences relating to finance and accounting of listed companies. Ms. Yao served in the finance department of various subsidiaries and related entities of Shinva for over a decade since 2008. She has been the person-in-charge of finance of Xinhua Surgical Instrument Co., Ltd. (新華手術器械有限公司) from July 2010, person-incharge of finance of Shandong Shinva United Orthopedic Equipment Co., Ltd. (山東新華聯合 骨科器材股份有限公司) from May 2015, and deputy head of finance department of Shandong Shinva Medical Instrument Co., Ltd (山東新華醫療器械股份有限公司) since July 2021. She acted as the person-in-charge of finance of Shinva GE Medical Systems Co., Ltd. (新華通用 電氣醫療系統有限公司), and was also the person-in-charge of finance of Shandong Shinva Health Industry Co., Ltd. (山東新華健康產業有限公司), of Zibo Huanuo Health Industry Equity Investment Partnership (Limited Partnership) (淄博華諾健康產業股權投資 合夥企業 (有限合夥)), of Zibo Huakang Equity Investment Management Co., Ltd. (淄博華康股權投資管 理有限公司) concurrently from May 2014 to April 2019. She was also responsible for the finance work related to the initial formation of Karlmed GmbH and Shandong Shinsun Biotechnology Co., Ltd (山東新華普陽生物技術有限公司) from May 2014 to April 2019.

Ms. Yao has also been appointed as a director of Vastec Medical Equipment (Shanghai) Co., Ltd. and Vastec Medical Limited (both are subsidiaries of the Company).

Ms. Yao graduated from Hefei University of Technology in the PRC, majoring in accounting and statistic, in July 1995. She has been conferred the Intermediate Level of Accounting Speciality by the Ministry of Finance of the PRC in May 2002.

Ms. Yao has been appointed for an initial period of three years commencing from 1 July 2022 subject to termination by either party giving not less than three months' written notice to the other. Her engagement is subject to the provisions of the Articles with regard to vacation of office, removal and retirement by rotation of Directors. She is not entitled to any Director's fee from the Company for her office in the Company.

4. Mr. Liu Fei (劉飛)

Mr. Liu, aged 37, was appointed as a non-executive Director on 8 March 2024. He is primarily responsible for providing advice on the strategies to the Group.

Mr. Liu has over a decade of working experience in research and development and in management. He joined Shinva in July 2009. He served in different positions in Shinva, including working in the infection control business department from July 2009 to September 2018, as the factory head of the Oral Technology Factory of Shinva from September 2018 to December 2023. Since December 2023, he has been the general manager of the in vitro diagnostics business department of Shinva, the chairman of the board of directors of Changchun Bioxun Biotech Co., Ltd. (長春博迅生物技術有限公司), the chairman of the board of directors and legal representative of Shandong Shinsun Biotechnology Co., Ltd. (山東新華普陽生物技術有限公司), and a director of Beijing Wetech Biological and Technological Co., Ltd. (北京威泰科生物技術有限公司).

Mr. Liu graduated from Qingdao University of Technology in China in June 2009, majoring in mechanical design, manufacturing and automation. He obtained the qualification of senior engineer in China in March 2021.

Mr. Liu has entered into a letter of appointment with the Company for a term until the conclusion of the AGM, subject to termination by either party giving not less than three months' written notice to the other. If Mr. Liu is re-elected at the AGM, the Company and Mr. Liu will renew the letter of appointment for a period of three years commencing from the date of the AGM. His engagement is subject to the provisions of the Articles with regard to vacation of office, removal and retirement by rotation of Directors. He is not entitled to any Director's fee from the Company for his office in the Company.

5. Dr. Zhong Rengian (仲人前)

Dr. Zhong, aged 61, was appointed as an independent non-executive Director on 21 June 2019. He is responsible for overseeing the management of the Group independently. He is a member of the Audit Committee.

Dr. Zhong is experienced in teaching and medical research in the fields of clinical laboratory and diagnostics. He previously served as the president of the Shanghai Immunology Association (上海市免疫學會), the vice president of the Laboratory Medicine Committee of Chinese Research Hospital Association (中國研究型醫院學會), the president of the Laboratory Medicine Committee of Shanghai Medical Association (上海市醫學會檢驗醫學專科分會), the vice president of the Laboratory Medicine Committee of Medical Science and Technology Committee of Chinese Army (中國人民解放軍醫學科學技術委員會) and the vice president of the Committee of Tumor Biomarker of Chinese Anti-cancer Association (中國抗癌協會腫瘤標 誌專業委員會).

Dr. Zhong received his bachelor's degree, master's degree and doctorate degree in Medicine from Second Military Medical University (中國人民解放軍第二軍醫大學) in July 1984, August 1987 and July 1991, respectively. Dr. Zhong held various positions in the Clinical Immunology Research Centre of Shanghai Changzheng Hospital (上海長征醫院) (also known as the Second Affiliated Hospital of the Second Military Medical University (第二軍醫大學第二附屬醫院)) from July 1991 to July 2017, including as an assistant researcher, associate researcher and director of laboratory diagnostics. He holds various patents relating to laboratory medicine and clinical immunology and various regional awards in the PRC in recognition of his achievement in medical science and technology.

Dr. Zhong has entered into a letter of appointment with the Company for a term of three years commencing from 1 July 2022, subject to termination by either party giving not less than three months' written notice to the other. His engagement is subject to the provisions of the Articles with regard to vacation of office, removal and retirement by rotation of Directors. Under his letter of appointment with the Company, Dr. Zhong is entitled to a fee of RMB120,000 per annum. His remuneration is determined with reference to his roles, duties and responsibilities, his performance and background, as well as the comparable market practices with reference to the Group's emolument policy for the Directors, and are subject to revision in future by the decision of the Board based on the recommendation of the Remuneration Committee. He received a total remuneration of approximately RMB120,000 for the year ended 31 December 2023.

6. Mr. Leung Ka Sing (梁嘉聲)

Mr. Leung, aged 73, was appointed as an independent non-executive Director on 21 June 2019. He is responsible for overseeing the management of the Group independently. He is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Mr. Leung has over 41 years of experience in chemistry, food science and safety management and occupational health and safety. From August 1980 to May 1986, he served as a technical director of Instrumentation Laboratory (Far East) Ltd., specialising in technical marketing and support in atomic spectroscopy. From June 1986 to July 1996, he served as a chemist in the Government Laboratory, specialising in quality management and the inspection of food and radiochemistry. From July 1996 to December 2001, he was seconded to the Labour Department where he served as a senior chemist, specialising in occupational health and safety, and from December 2001 to October 2006, he served as a senior chemist in the Food and Environmental Hygiene Department, specialising in food safety control. From October 2006 to July 2010, he was transferred back to the Government Laboratory, where he served as a senior chemist, specialising in chemical safety and food science. He was an Adjunct Associate Professor of the Department of Applied Biology and Chemical Technology of The Hong Kong Polytechnic University from July 2010 to June 2023, where he undertook the education and research of food safety and technology. He has been an Adjunct Associate Professor of the Department of Food Science and Nutrition of The Hong Kong Polytechnic University since June 2023. Mr. Leung has participated in numerous international meetings in the fields of food safety and risk management since 2003.

Mr. Leung graduated from the University of Hong Kong with a doctorate degree in Philosophy in November 1981, a master's degree in Philosophy in November 1975 and a bachelor's degree in Science in November 1972. He has been a member of various overseas professional committees. He became a member and a Chartered Chemist of The Royal Society of Chemistry since July 1984, an academician of The Royal Society of Chemistry since July 2002 and a Certified Food Scientist of The International Food Science Certification Commission since January 2013.

Mr. Leung has entered into a letter of appointment with the Company for a term of three years commencing from 1 July 2022, subject to termination by either party giving not less than three months' written notice to the other. His engagement is subject to the provisions of the Articles with regard to vacation of office, removal and retirement by rotation of Directors. Under his letter of appointment with the Company, he is entitled to a fee of RMB120,000 per annum. His remuneration is determined with reference to his roles, duties and responsibilities, his performance and background, as well as the comparable market practices with reference to the Group's emolument policy for the Directors, and are subject to revision in future by the decision of the Board based on the recommendation of the Remuneration Committee. He received a total remuneration of approximately RMB120,000 for the year ended 31 December 2023.

7. Mr. Wong Sze Lok (黃思樂)

Mr. Wong, aged 51, joined the Group when he was appointed as an independent non-executive Director on 28 March 2024. He is responsible for overseeing the management of the Group independently. He is the chairman of the Audit Committee and the Remuneration Committee, and a member of the Nomination Committee.

Mr. Wong has extensive experience in auditing and corporate governance. Mr. Wong currently serves as an independent non-executive director of Aowei Holding Limited (HKSE stock code: 1370), Cocoon Holdings Limited (HKSE stock code: 428), TBK & Sons Holdings Limited (HKSE stock code: 1960), and China e-Wallet Payment Group Limited (HKSE stock code: 802), respectively; and he also serves as a company secretary of Unitas Holdings Limited (HKSE stock code: 8020) and Wai Hung Group Holdings Limited (HKSE stock code: 3321), respectively. He served as an independent non-executive director of Grand Field Group Holdings Limited (HKSE stock code: 115) until July 2021, and served as the chief financial officer of Amax International Holdings Limited (now known as Century Entertainment International Holdings Limited, HKSE stock code: 959) until February 2022. Mr. Wong served as the senior manager of Crowe Horwath Corporate Consultancy Limited from January 2007 to July 2012.

Mr. Wong obtained a Bachelor of Arts in Accountancy from The Hong Kong Polytechnic University in November 1996, a Master of Management from Macquarie University in Australia in November 2004, and a Certificate of Higher Education in Law from the University of Essex in the United Kingdom in December 2021. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of The Institute of Chartered Accountants in England and Wales and a Certified Information Systems Auditor.

Mr. Wong has entered into a letter of appointment with the Company for a term from 28 March 2024 to 27 March 2027 subject to termination by either party giving not less than three months' written notice to the other. His engagement is subject to the provisions of the Articles with regard to vacation of office, removal and retirement by rotation of Directors. Pursuant to the letter of appointment, Mr. Wong is entitled to receive a Director's fee of HK\$30,000 per month and is eligible to receive other benefits and allowances under his letter of appointment, and participate in the provident fund (if applicable). Mr. Wong's remuneration was recommended by the Remuneration Committee and approved by the Board in accordance with the Company's remuneration policy for Directors, with reference to the prevailing market conditions, his time commitment and specific roles and responsibilities, as well as the operating conditions of the Group.

Save as disclosed in this circular, each of the above Directors proposed for re-election has confirmed that (i) he/she has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, (ii) he/she does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company, (iii) he/she has no interests in any Shares within the meaning of Part XV of the SFO; and (iv) there is no other information with respect to his/her respective re-election which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The Company is not aware of any cross-directorship or significant links of any independent non-executive Directors proposed for re-election with other Directors through involvements in other companies or bodies of any retiring Director proposed for re-election.

So far as the Company is aware of, there are no other matters concerning the re-election of the above Directors that need to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This explanatory statement contains information required by the Listing Rules in relation to the grant of the Repurchase Mandate.

1. ISSUED SHARES

As at the Latest Practicable Date, the total number of Shares in issue were 1,354,590,080. Subject to the passing of the relevant ordinary resolution set out in item 12 of the notice of the AGM and on the basis that there being no change to the total number of Shares in issue prior to the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 135,459,008 Shares, representing 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from its Shareholders to enable the Directors to repurchase the Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net asset per Share and/or earnings per Share, and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASE

The Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and the Articles of the Company, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period (as compared with the position of the Company as disclosed in the audited financial statements for the year ended 31 December 2023 contained in the Company's 2023 Annual Report). The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital and/or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest	Lowest
	HK\$	HK\$
2023		
April	1.46	1.19
May	1.64	1.32
June	1.47	1.29
July	1.39	1.18
August	1.27	1.11
September	1.29	1.12
October	1.81	1.3
November	1.86	1.65
December	1.95	1.75
2024		
January	1.85	1.68
February	2.15	1.70
March	2.25	1.76
April (up to the Latest Practicable Date)	1.99	1.99

6. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, none of their respective close associates, have any present intention to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell Shares to the Company, or that they have undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make purchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

Neither this explanatory statement nor the proposed share repurchase (if any) under the Repurchase Mandate has any unusual features.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rules 26 and 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, (i) by virtue of the Common Control Confirmation, Mr. Ho Kuk Sing, Mr. Leung King Sun and Mr. Lin Xianya and their respective wholly-owned investment holding companies (the "Founding Group"), namely KS&KL Investment Co. Limited, King Sun Limited and Lucan Investment Limited, held an aggregate of 465,185,899 Shares, representing approximately 34.23% of the total number of Shares in issue, and (ii) Huatuo International Development Co., Limited ("Huatuo International") was interested in 443,654,371 Shares, representing approximately 32.75% of the total number of Shares in issue.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the aggregate shareholding of the Founding Group and Huatuo International would be increased to approximately 38.16% and 36.39%, respectively, of the total number of Shares in issue. Such increase may give rise to an obligation of the Founding Group and/or Huatuo International to make a mandatory general offer under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as would result in such mandatory offer obligation arising. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the public shareholding of the Company falling below the minimum public float requirement and will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

8. REPURCHASE IN THE PAST SIX MONTHS

The Company had not purchased its Share (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.



華檢醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1931)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of IVD Medical Holding Limited (the "Company") will be held at 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Thursday, 16 May 2024 at 12:00 noon for the following purposes:

ORDINARY RESOLUTIONS

- 1. To receive and approve the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.
- 2. To approve the declaration and payment of a final dividend of HK6.209 cents per ordinary share for the year ended 31 December 2023.
- 3. To re-elect Mr. Chan Siu Kei Ken as an executive director of the Company.
- 4. To re-elect Mr. Law Kim Fai as an executive director of the Company.
- 5. To re-elect Ms. Yao Haiyun as a non-executive director of the Company.
- 6. To re-elect Mr. Liu Fei as a non-executive director of the Company.
- 7. To re-elect Dr. Zhong Renqian as an independent non-executive director of the Company.
- 8. To re-elect Mr. Leung Ka Sing as an independent non-executive director of the Company.
- 9. To re-elect Mr. Wong Sze Lok as an independent non-executive director of the Company.
- 10. To authorise the board of directors of the Company to fix the remuneration of the directors.
- 11. To re-appoint Ernst & Young as auditors and to authorise the board of directors of the Company to fix the auditors' remuneration.

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs, in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company, unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (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 to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

13. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company (including without limitation, warrants, bonds and debentures convertible into shares of the Company) and to make or grant offers, agreements and options during the Relevant Period (as defined below), which would or might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;

- (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 to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."

14. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT conditional upon the passing of the resolutions set out in 12 and 13 of the notice convening this meeting (the "Notice"), the general mandate referred to in the resolution set out in item 13 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 12 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution)."

By Order of the Board

IVD Medical Holding Limited

Ho Kuk Sing

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 10 April 2024

Notes:

- 1. All resolutions at the meeting will be taken by way of a poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands in which case every shareholder present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands) pursuant to the Listing Rules and the Articles of Association of the Company. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- 2. Further details about the directors proposed to be re-elected are set out in the circular of the Company published on the same date. An explanatory statement containing further details regarding resolution number 12 above is set out in the same circular.
- 3. A proxy form for the meeting is published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.ivdholding.com).

Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every shareholder present in person or by proxy shall be entitled to one vote for each fully paid share held by him.

In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

- 4. Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 9 May 2024 (the AGM record date) will be entitled to attend and vote at the AGM. For the purpose of determining shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 10 May 2024 to Thursday, 16 May 2024, both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 9 May 2024.
- 5. Subject to the approval by the Shareholders at the AGM, qualifying shareholders whose names appear on the register of members of the Company on Wednesday, 22 May 2024 shall be entitled to the proposed final dividend. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 22 May 2024 to Thursday, 23 May 2024, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 21 May 2024.
- 6. If a black rainstorm warning, a tropical cyclone warning signal number 8 or above or "extreme conditions" caused by a super typhoon is hoisted or announced by the HKSAR Government after 7:00 a.m, on the date of the meeting, the meeting will be postponed to a later date. The Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify the Shareholders of the date, time and place of the adjourned meeting.

If a black rainstorm warning, a tropical cyclone warning signal number 8 or above or "extreme conditions" caused by a super typhoon is lowered or cancelled by the HKSAR Government at or before 7:00 a.m. on the date of the meeting and where conditions permit, the meeting will be held as scheduled.

"Extreme conditions" herein include but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons.

The meeting will be held as scheduled when an "amber" or "red" rainstorm warning signal is in force.

7. References to time and dates in this notice are to Hong Kong time and dates.

- 8. Attendees are requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the meeting venue or require any person to leave the venue so as to ensure the health of the meeting attendees. While the Company proposes and endeavours to implement a number of measures to safeguard the health of the attendees, no obligation or liability whatsoever will be assumed by the Company in connection with the successful implementation or otherwise of any or all of those measures. The Company may be required to change the meeting arrangements at short notice due to, among other matters, public health considerations. Shareholders should check the website of the Company for future announcements and updates on the meeting arrangements.
 - In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form.
- 9. If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our head office and principal place of business in Hong Kong.
- 10. Shareholders may contact Customer Service Hotline of Tricor Investor Services Limited at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.