

**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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai INT Medical Instruments Co., Ltd.\* (上海瑛泰醫療器械股份有限公司), you should at once hand this circular and the accompanying form of proxy 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.

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**Shanghai INT Medical Instruments Co., Ltd.\***

**上海瑛泰醫療器械股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1501)**

- (1) REPORT OF THE DIRECTORS FOR THE YEAR 2023**
- (2) REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2023**
- (3) ANNUAL REPORT FOR THE YEAR 2023**
- (4) AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2023**
- (5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2023**
- (6) ANNUAL FINANCIAL BUDGET FOR THE YEAR 2024**
- (7) REMUNERATION OF DIRECTORS FOR THE YEAR 2024**
- (8) REMUNERATION OF SUPERVISORS FOR THE YEAR 2024**
- (9) RE-APPOINTMENT OF INTERNATIONAL AND DOMESTIC AUDITORS FOR THE YEAR 2024**
- (10) GENERAL MANDATE TO ISSUE SHARES AND**
- (11) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the "AGM") of Shanghai INT Medical Instruments Co., Ltd.\* (上海瑛泰醫療器械股份有限公司) to be held at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC on Friday, 24 May 2024 at 2:00 p.m. is set out on pages AGM-1 to AGM-4 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.int-medical.com](http://www.int-medical.com)).

Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the Company's registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC (for Domestic Shareholders) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if they so wish and in such event, the form of proxy shall be deemed to be revoked.

\* For identification purposes only

16 April 2024

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC on Friday, 24 May 2024 at 2:00 p.m., or any adjournment thereof (as the case may be) and notice of which is set out on pages AGM-1 to AGM-4 of this circular
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board” or “Board of Directors”	the board of Directors
“Company”	Shanghai INT Medical Instruments Co., Ltd.* (上海瑛泰醫療器械股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Stock Exchange (stock code: 1501)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Board by the Shareholders at the AGM to issue not exceeding 20% of the total issued Shares as at the date of passing of the relevant special resolution set out in the notice of the AGM, and make corresponding amendments to the Articles of Association as and when deemed appropriate
“Latest Practicable Date”	10 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China but excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan region
“PRC Company Law”	the Company Law of the PRC, as the same may be amended, supplemented or otherwise modified from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	H Share(s) and Domestic Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

\* *For identification purposes only*

LETTER FROM THE BOARD



**Shanghai INT Medical Instruments Co., Ltd.\***

**上海瑛泰醫療器械股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1501)**

*Executive Directors:*

Dr. Liang Dongke

*(Chairman and General Manager)*

Mr. Lin Sen

*Registered office, headquarters and*

*principal place of business in the PRC:*

Block 2, No. 925 Jin Yuan Yi Road

Jiading District, Shanghai

the PRC

*Non-executive Directors:*

Mr. Zhang Weixin

Ms. Chen Hongqin

Dr. Song Yuan

Mr. Wang Ruiqin

*Principal place of business in Hong Kong:*

31/F, Tower Two, Times Square

1 Matheson Street, Causeway Bay

Hong Kong

*Independent Non-executive Directors:*

Mr. Jian Xigao

Mr. Hui Hung Kwan

Mr. Xu Congli

16 April 2024

*To the Shareholders*

Dear Sir or Madam,

- (1) REPORT OF THE DIRECTORS FOR THE YEAR 2023**
- (2) REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2023**
- (3) ANNUAL REPORT FOR THE YEAR 2023**
- (4) AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2023**
- (5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2023**
- (6) ANNUAL FINANCIAL BUDGET FOR THE YEAR 2024**
- (7) REMUNERATION OF DIRECTORS FOR THE YEAR 2024**
- (8) REMUNERATION OF SUPERVISORS FOR THE YEAR 2024**
- (9) RE-APPOINTMENT OF INTERNATIONAL AND DOMESTIC AUDITORS  
FOR THE YEAR 2024**
- (10) GENERAL MANDATE TO ISSUE SHARES  
AND**
- (11) NOTICE OF ANNUAL GENERAL MEETING**

\* *For identification purposes only*

## LETTER FROM THE BOARD

### INTRODUCTION

The purpose of this circular is to give you a notice of AGM, which is set out on pages AGM-1 to AGM-4 of this circular and to provide you with information reasonably necessary to enable you to make informed decision on whether to vote on those resolutions to be proposed at the AGM as described below.

At the AGM, ordinary resolutions concerning the following matters of the Company will be proposed to consider and approve (1) the report of the Directors for the year 2023; (2) the report of the Supervisory Committee for the year 2023; (3) the annual report of the Company for the year 2023; (4) the audited financial statements of the Group for the year 2023; (5) the profit distribution plan of the Company for the year 2023; (6) the annual financial budget of the Group for the year 2024; (7) the remuneration plan for Directors for the year 2024; (8) the remuneration plan for Supervisors for the year 2024; and (9) the re-appointment of international and domestic auditors of the Company for the year 2024.

At the AGM, a special resolution will also be proposed to consider and approve the grant of general mandate to the Board to issue Shares.

### MATTERS TO BE RESOLVED AT THE AGM

#### **(1) Report of the Directors for the year 2023**

An ordinary resolution will be proposed at the AGM to approve the report of the Directors for the year 2023. The full text of the report of the Directors for the year 2023 is set out in the Company's 2023 annual report.

#### **(2) Report of the Supervisory Committee for the year 2023**

An ordinary resolution will be proposed at the AGM to approve the report of the Supervisory Committee for the year 2023. The full text of the report of the Supervisory Committee for the year 2023 is set out in the Company's 2023 annual report.

#### **(3) The annual report of the Company for the year 2023**

An ordinary resolution will be proposed at the AGM to approve the Company's annual report for the year 2023.

#### **(4) The audited financial statements of the Group for the year 2023**

An ordinary resolution will be proposed at the AGM to approve the Group's audited financial statements for the year 2023. The audited financial statements which were prepared in compliance with the Hong Kong Financial Reporting Standards and the full text of the independent auditor's report for the year 2023 are set out in the Company's 2023 annual report.

## LETTER FROM THE BOARD

### (5) The profit distribution plan for the year 2023

Pursuant to the Articles of Association, an ordinary resolution will be proposed at the AGM to approve the profit distribution plan of the Company.

On 18 March 2024, the Board recommended the payment of the proposed final dividend of RMB0.27 per Share (equivalent to HK\$0.30 per Share) (inclusive of applicable tax) for the year ended 31 December 2023. Subject to the approval of the proposed final dividend by the Shareholders at the AGM to be held on Friday, 24 May 2024, the proposed final dividend will be distributed on or about Friday, 28 June 2024 to the Shareholders whose names appear on the register of members of the Company on Thursday, 6 June 2024 (the “**Record Date**”).

The final dividend distribution shall be calculated based on the total number of Shares in issue as of the Record Date and the final cash dividend distribution shall be based on RMB0.27 per Share (equivalent to HK\$0.30 per Share) (inclusive of applicable tax). In order to qualify for the final dividend, the Shareholders must lodge all share certificates accompanied by the transfer documents with the Company’s H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders), or the Company’s registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC (for Domestic Shareholders), before 4:30 p.m. on Friday, 31 May 2024. For the purpose of ascertaining the Shareholders who qualify for the final dividend, the register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive, during which period no transfer of Shares will be effected.

The final dividend will be denominated and declared in RMB. The Domestic Shareholders will be paid in RMB and the H Shareholders will be paid in Hong Kong dollar. The exchange rate for the final dividend to be paid in Hong Kong dollar will be the mean of the exchange rate of Hong Kong dollar to RMB as announced by the People’s Bank of China during the five business days prior to the date of the Board meeting for the declaration of the final dividend.

In accordance with the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) which was passed by the Standing Committee of the National People’s Congress on 16 March 2007 and amended on 24 February 2017 and 29 December 2018 (the latest amendment which has taken effect on the even date), and its implementation regulations which came into effect on 1 January 2008, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise Shareholders whose names appear on the register of members for H Shares when distributing the cash dividends. Any H Shares not registered under the name of an individual Shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organizations or groups, shall be deemed as Shares held by non-resident enterprise Shareholders. Therefore, on this basis, enterprise income tax shall be withheld from dividends payable to such Shareholders. If H Shareholders intend to change its Shareholder status, please enquire about the relevant procedures with your agents or trustees. The Company will

## LETTER FROM THE BOARD

strictly comply with the law or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant Shareholders based on the register of members for H Shares as of the Record Date.

If the individual holders of H Shares are Hong Kong or Macau residents or residents of the countries (regions) which had an agreed tax rate of 10% for the cash dividends to them with the PRC under the relevant tax agreement, the Company should withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. Should the individual H Shareholders be residents of the countries which had an agreed tax rate of less than 10% with the PRC under the relevant tax agreement, the Company shall withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. In that case, if the relevant individual H Shareholders wish to reclaim the extra amount withheld due to the application of 10% tax rate, the Company can apply for the relevant agreed preferential tax treatment provided that the relevant Shareholders submit the evidence required by the notice of the tax agreement to Computershare Hong Kong Investor Services Limited. The Company will assist with the tax refund after the approval of the competent tax authority. Should the individual H Shareholders be residents of the countries which had an agreed tax rate of over 10% but less than 20% with the PRC under the tax agreement, the Company shall withhold and pay the individual income tax at the agreed actual rate in accordance with the relevant tax agreement. In the case that the individual H Shareholders are residents of the countries which had an agreed tax rate of 20% with the PRC, or which has not entered into any tax agreement with the PRC, or otherwise, the Company shall withhold and pay the individual income tax at a rate of 20%.

Shareholders are recommended to consult their tax advisers regarding the tax implication in the PRC, Hong Kong and other tax implications arising from their holding and disposal of H Shares.

### **(6) The annual financial budget of the Company for the year 2024**

In response to the strategic development and business expansion, the Company intends to set a budget of capital expenditure amounting to approximately RMB111 million for the year 2024, amongst which (a) approximately RMB18 million will be used to set up a research and development center and an additional facility in Jiading, Shanghai, the PRC; (b) approximately RMB37 million will be used to purchase additional and replace existing production equipment; and (c) approximately RMB56 million will be used for the construction of the Shandong INT Innovative Medical Instruments Industrial Park in Rizhao, the PRC.

An ordinary resolution will be proposed at the AGM to approve the Company's annual financial budget for the year 2024.



## LETTER FROM THE BOARD

### **(7) Remuneration plan for Directors for the year 2024**

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration plan for the Directors for the year ending 31 December 2024 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

Each of the independent non-executive Directors will be entitled to an annual remuneration of RMB120,000 (before tax) from the Company for the year 2024.

The executive Directors, Dr. Liang Dongke and Mr. Lin Sen, and the non-executive Directors, Dr. Song Yuan and Mr. Wang Ruiqin, shall not receive any Directors' fees for their roles as Directors, but shall be entitled to remuneration based on their other employment positions in the Company and in accordance with the Company's internal policies.

Except for the independent non-executive Directors, executive Directors and non-executive Directors holding other employment positions in the Company, other Directors shall not be entitled to any remuneration from the Company.

### **(8) Remuneration plan for Supervisors for the year 2024**

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration plan for the Supervisors for the year ending 31 December 2024 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

The Supervisors, namely Ms. Ma Huifang and Ms. Chen Jie, shall not receive any remuneration for their roles as Supervisors, but shall be entitled to remuneration, based on their other employment positions and in accordance with the Company's internal policies. The remaining Supervisor, namely Mr. Shen Xiaoru, shall not be entitled to any remuneration from the Company.

### **(9) Re-appointment of international and domestic auditors of the Company for the year 2024**

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of KPMG and KPMG Huazhen LLP as international and domestic auditors of the Company for the year 2024, respectively for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine their remunerations.

### **(10) Grant of general mandate to the Board of Directors to Issue Shares**

A special resolution will be proposed at the AGM that the Board be granted the Issue Mandate to exercise the power of the Company to allot, issue or otherwise deal with new Shares (other than pursuant to the issue of Shares by conversion of the surplus reserve into the share capital in accordance with the PRC Company Law and the Articles of Association) not exceeding 20% of the total issued Shares as of the date of passing this special resolution, and

## LETTER FROM THE BOARD

to authorize the Board to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to such mandate.

The number of total issued Shares as at the Latest Practicable Date was 176,000,000 Shares, comprising 71,786,608 Domestic Shares and 104,213,392 H Shares, respectively. Assuming that the number of Shares remains unchanged as at the date of passing this special resolution, the Board will be allowed under the Issue Mandate to issue a maximum of 35,200,000 Shares, subject to the passing of the special resolution approving the grant of the Issue Mandate to the Board. Meanwhile, the Board is authorized to make necessary amendments to the Articles of Association so as to reflect the new share capital structure upon the allotment or issue of additional Shares pursuant to such mandate.

The Directors believe that it is in the best interests of the Company and the Shareholders to grant the Issue Mandate to the Board to issue new Shares. Whilst it is not possible to anticipate in advance any special circumstances in which the Board might think it is appropriate to issue Shares, the ability to do so would give the Directors the flexibility to capture the opportunity if it so arises.

The Issue Mandate would expire on the earlier of: (a) the conclusion of the next annual general meeting following the passing of this special resolution; or (b) the expiration of 12 months after the passing of this special resolution; or (c) the date on which the authorization set out in the special resolution are revoked or amended by a special resolution in a general meeting of the Company.

### THE AGM

A notice convening the AGM to be held at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC on Friday, 24 May 2024 at 2:00 p.m. is set out on pages AGM-1 to AGM-4 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.int-medical.com](http://www.int-medical.com)).

Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the Company's registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC (for Domestic Shareholders) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if they so wish and in such event, the form of proxy shall be deemed to be revoked.

## **LETTER FROM THE BOARD**

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the identity of the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 24 April 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), or the Company's registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC (for Domestic Shareholders), by no later than 4:30 p.m. on Tuesday, 23 April 2024.

For the purpose of determining the identity of the Shareholders who are entitled to receive the proposed final dividend (subject to approval by the Shareholders at the AGM), the register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive, during which period no transfer of Shares will be registered. All transfer forms accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), or the Company's registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC (for Domestic Shareholders), by no later than 4:30 p.m. on Friday, 31 May 2024.

### **VOTING BY POLL**

According to Rule 13.39(4) of the Listing Rules, apart from certain exceptions, any vote of Shareholders at a general meeting must be taken by poll.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it has in the same manner.

### **RECOMMENDATION**

The Board considers that each ordinary resolution and special resolution to be proposed at the AGM is in the interests of the Company and the Shareholders as a whole, and accordingly, recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board  
**Shanghai INT Medical Instruments Co., Ltd.\***  
上海瑛泰醫療器械股份有限公司  
**Dr. Liang Dongke**  
*Chairman*

\* *For identification purposes only*

## NOTICE OF ANNUAL GENERAL MEETING



**Shanghai INT Medical Instruments Co., Ltd.\***

**上海瑛泰醫療器械股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1501)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Shanghai INT Medical Instruments Co., Ltd.\* (上海瑛泰醫療器械股份有限公司) (the “Company”) will be held at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC on Friday, 24 May 2024 at 2:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the adoptions of the report of the Directors for the year ended 31 December 2023.
2. To consider and approve the adoption of the report of the Supervisory Committee for the year ended 31 December 2023.
3. To consider and approve the annual report of the Company for the year 2023.
4. To consider and approve the audited financial statements of the Group for the year 2023.
5. To consider and approve the Company’s profit distribution plan for the year ended 31 December 2023.
6. To consider and approve the annual financial budget of the Group for the year 2024.
7. To consider and approve the remuneration plan for the Directors for the year ending 31 December 2024.
8. To consider and approve the remuneration plan for the Supervisors for the year ending 31 December 2024.
9. To consider and approve the re-appointment of KPMG and KPMG Huazhen LLP as international and domestic auditors of the Company for the year 2024, respectively and to authorize the Board to determine their remunerations.

\* *For identification purposes only*

## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL RESOLUTION

10. (A) To consider and approve the grant of a general mandate to the Board to allot, issue and deal with additional Domestic Shares and/or H Shares during the Relevant Period. The Board may, independently or simultaneously, allot, issue and deal with additional Domestic Shares and/or H Shares (other than pursuant to the issue of shares by conversion of the surplus reserve into the share capital in accordance with the PRC Company Law and the Articles of Association) that shall not exceed 20% of the total issued Shares as at the date of passing the resolution. The exercise of the general mandate shall comply with conditions below:

- (i) The Board may make or grant Share sales proposal and agreements which would or might require the exercise of such power after expiry of the Relevant Period:

For the purpose of this resolution, the “Relevant Period” means the period from the date of passing this resolution until the earliest of either:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution at the general meeting; or
  - (b) the expiry date of 12 months after the passing of this resolution at the general meeting; or
  - (c) the date on which the authorization set out in this resolution is revoked or amended by a special resolution in a general meeting of the Company.
- (ii) The number of Domestic Shares and/or H Shares to be allotted, issued or dealt with or conditionally or unconditionally agreed to be allotted, issued or dealt with (whether pursuant to the exercise of options or otherwise by the Board) shall not exceed 20% of the total issued Shares as at the date of passing the resolutions.
  - (iii) The Board will exercise the power under such mandate in accordance with the PRC Company Law, other applicable laws and regulations of the PRC and the Listing Rules as amended from time to time and upon the necessary approval from the China Securities Regulatory Commission and other relevant authorities.

## NOTICE OF ANNUAL GENERAL MEETING

- (B) The Board be and is hereby authorized to make such amendments to the Articles of Association of the Company as it thinks fit so as to increase the registered share capital and reflect the new capital structure of the Company upon the allotment, issuance of and dealing with shares as contemplated in the above paragraph (A) of this resolution in accordance with the PRC Company Law, other applicable laws and regulations in the PRC and the Listing Rules; and
- (C) Contingent on the Board resolving to allot, issue and deal with shares of the Company pursuant to paragraph (A) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be approved, executed and done, all such documents, deeds and things as it may consider necessary in connection with the issuance, allotment of and dealing with such shares including, without limitation, determining the size of the issue, the issue price, the use of proceeds from the issue, the target of the issue and the place and time of the issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreements, and making all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities.

By order of the Board  
**Shanghai INT Medical Instruments Co., Ltd.\***  
上海瑛泰醫療器械股份有限公司  
**Dr. Liang Dongke**  
*Chairman*

Shanghai, the PRC  
16 April 2024

*Registered office, headquarters and principal  
place of business in the PRC:*

Block 2, No. 925 Jin Yuan Yi Road  
Jiading District, Shanghai, the PRC

*Principal place of business in Hong Kong:*

31/F, Tower Two, Times Square  
1 Matheson Street, Causeway Bay  
Hong Kong

*Notes:*

- (i) Any Shareholder who wishes to appoint a proxy to attend the AGM shall refer to the Company's circular dated 16 April 2024 and the annual report for the year 2023. The annual report for the year 2023 includes the report of the Directors for the year 2023, the report of the Supervisory Committee for the year 2023 and the audited financial statements of the Group for the year 2023, for the information of the Shareholders.
- (ii) A Shareholder entitled to attend and vote at the AGM or its adjournment (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more issued shares of RMB1.00 each in the Company more than one) proxy to attend and vote, on a poll, in his/her/its stead in accordance with the Articles of Association. A proxy need not be a Shareholder.

\* *For identification purposes only*

## NOTICE OF ANNUAL GENERAL MEETING

- (iii) A form of proxy for use at the AGM is issued and published by the Company on 16 April 2024. Whether or not you intend to attend the AGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed on the form of proxy issued and published by the Company as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if you so wish. In such event, your form of proxy will be deemed to have been revoked.
- (iv) In the case of the H Shareholders, a form of proxy together with any power of attorney or other authorization documents (if any) under which it is signed or a notarized copy of that power of attorney or authorization documents must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in the case of the Domestic Shareholders, to the Company's registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC, no less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be), in order to be valid.
- (v) In order to determine the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 24 April 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), or the Company's registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC (for Domestic Shareholders), by no later than 4:30 p.m. on Tuesday, 23 April 2024.
- (vi) In the event that the profit distribution plan for the year ended 31 December 2023 be approved at the AGM, the final dividend to be approved by the Shareholders will be paid to the H Shareholders and Domestic Shareholders whose names appear on the register of members of the Company on Thursday, 6 June 2024. The register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive, during which period no transfer of Shares will be registered. All transfer forms accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), or the Company's registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC (for Domestic Shareholders), by no later than 4:30 p.m. on Friday, 31 May 2024.
- (vii) In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the AGM, either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto; but should more than one of such joint registered holders be present at the AGM, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
- (viii) The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses.

*As at the date of this notice, the Board comprises Dr. Liang Dongke and Mr. Lin Sen as executive Directors, Mr. Zhang Weixin, Ms. Chen Hongqin, Dr. Song Yuan and Mr. Wang Ruiqin as non-executive Directors, and Mr. Jian Xigao, Mr. Hui Hung Kwan and Mr. Xu Congli as independent non-executive Directors.*