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Zylox-Tonbridge Medical Technology Co., Ltd.

歸創通橋醫療科技股份有限公司

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

(Stock Code: 2190)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 annual general meeting (the “**AGM**”) of Zylox-Tonbridge Medical Technology Co., Ltd. (the “**Company**”) will be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on June 6, 2024 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendments). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated May 14, 2024.

Ordinary Resolutions

1. To consider and approve the resolution on the 2023 report of the Board.
2. To consider and approve the resolution on the 2023 report of the Supervisory Committee.
3. To consider and adopt the resolution on the 2023 financial auditing report.
4. To consider and approve the 2023 profit distribution plan.
5. To consider and approve the re-appointment of PricewaterhouseCoopers as the external auditor of the Company for 2024 with a term of one year, and authorize the Board to determine the specific matters, including but not limited to their remunerations, in relation to such appointment.

6. To consider and approve the re-election and appointment of the following Directors of the second session of the Board:
 - 6.1. the re-election of Dr. Jonathon Zhong Zhao as an executive Director;
 - 6.2. the re-election of Mr. Yang Xie as an executive Director;
 - 6.3. the re-election of Dr. Zheng Li as an executive Director;
 - 6.4. the re-election of Mr. Stephen Hui Wang as a non-executive Director;
 - 6.5. the re-election of Mr. Dongfang Li as a non-executive Director;
 - 6.6. the re-election of Dr. Steven Dasong Wang as a non-executive Director;
 - 6.7. the re-election of Dr. Jian Ji as an independent non-executive Director;
 - 6.8. the re-election of Ms. Yun Qiu as an independent non-executive Director; and
 - 6.9. the election of Dr. Xiang Qian as an independent non-executive Director.
7. To consider and approve the re-election and appointment of Mr. Tao Liu as the shareholders' representative Supervisor of the second session of the Supervisory Committee.
8. To authorize the Board to fix the remuneration of the Directors.
9. To authorize the Supervisory Committee to determine the remuneration of the Supervisors.
10. To authorize the Board and/or its authorized person(s) to handle matters pertaining to the Pre-IPO Share Option Scheme and the Proposed Allotment with full authority.

Special Resolutions

11. To consider and approve the resolution on the grant of a general mandate to the Board to issue or otherwise deal with ordinary Shares.
12. To consider and approve the resolution on the grant of a general mandate to the Board to repurchase H Shares.
13. To consider and approve the resolution on the proposed reduction of the Registered Capital.

14. To consider and approve the proposed amendments to the Articles of the Association as set out in Appendix V to the circular of the Company dated May 14, 2024, and to authorise the Directors to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/ or regulatory authorities arising therefrom.

As Reporting Document

15. To review the work report of the independent non-executive Directors for 2023.

By Order of the Board
Zylox-Tonbridge Medical Technology Co., Ltd.
歸創通橋醫療科技股份有限公司
Dr. Jonathon Zhong Zhao
Chairman and Executive Director

Hong Kong, May 14, 2024

Notes:

- (i) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
- (iii) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares) or the Company's office at No. 270, Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang Province, the PRC (for holders of domestic shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the AGM (i.e. June 5, 2024 at 9:00 a.m.), or any adjourned meeting thereof (as the case may be).
- (iv) Completion and return of the form of proxy shall not preclude the shareholders of the Company (the "Shareholders") from attending and voting in person at the AGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (v) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.

- (vi) For the purpose of determining the holders of H shares of the Company (the “**H Shareholders**”) entitled to attend and vote at the AGM, the register of members of H shares of the Company will be closed from June 3, 2024 to June 6, 2024 (both days inclusive). The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be June 6, 2024. In order to qualify for the entitlement to attend and vote at the above AGM, the H Shareholders must lodge all transfer forms accompanied by the relevant H share certificates with the Company’s H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on May 31, 2024.
- (vii) All resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. If a Shareholder (other than those who can attend the AGM physically) wishes to vote on any resolution at the AGM, he/she/it can appoint the chairman of the AGM or proxy who can attend the AGM physically to exercise his/her/its right to vote at the AGM in accordance with his/her/its instructions.
- (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. Shareholders (or their proxies) attending the meeting shall procure their identity documents.
- (ix) All times refer to Hong Kong local time, except as otherwise stated.

As of the date of this announcement, the Board comprises Dr. Jonathon Zhong Zhao, Mr. Yang Xie and Dr. Zheng Li as executive Directors, Mr. Stephen Hui Wang, Dr. Steven Dasong Wang and Mr. Dongfang Li as non-executive Directors, and Dr. Jian Ji, Mr. Hongze Liang and Ms. Yun Qiu as independent non-executive Directors.