

---

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in doubt** as to any aspect of this circular or as to the action to be taken, please consult your licensed securities dealer, solicitor, accountant or other professional adviser as appropriate.

**If you have sold or transferred** your shares in our company, please hand this circular and the accompanying form of proxy to the transferees or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for provision to the transferees.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the content 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 content of this circular.

---



## **SoftMedx Healthcare Limited**

**京玖醫療健康有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 648)**

### **GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the AGM to be held at 11:00 a.m. on 19 June 2024 is set out in this circular. This circular, together with the Notice of Annual General Meeting and the proxy form, are published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.648.com.hk](http://www.648.com.hk).

The AGM will be held by way of live online webcast. There is no arrangement for the Shareholders to attend the AGM in person but the shareholder may participate in the webcast via electronic means on browser enabled devices. Shareholders who wish to vote on the resolutions proposed at the AGM should appoint the chairman of the AGM as their proxy to vote at the AGM on their behalf. The duly completed form of proxy should be returned to the Company's share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Non-registered shareholders should liaise with their banks, brokers, custodians or nominees.

27 May 2024

---

## CONTENTS

---

	<i>Page</i>
<b>Definition</b> .....	1
<b>Letter from the Board</b> .....	2
<b>Appendix I — Explanatory statements</b> .....	4
<b>Notice of Annual General Meeting</b> .....	5

---

## DEFINITIONS

---

*In this circular, the following expressions shall mean:*

“AGM”	the annual general meeting of the Company to be convened and held at 11:00 a.m. on 19 June 2024
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	SoftMedx Healthcare Limited, a company incorporated in Hong Kong with limited liability and whose shares are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Extension Mandate”	the extension of the General Mandate that all the Shares repurchased under the Repurchase Mandate will be added to the number of Shares to be allotted and issued under the General Mandate
“General Mandate”	the general mandate granted to the Board to allot and issue new Shares not exceeding 20% of the number of Shares in issue as at the date of the AGM
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	24 May 2024, being the latest practicable date for ascertaining content in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the repurchase mandate granted to the Board for the Company to repurchase up to a maximum of 10% of the number of Shares in issue as at the date of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	the ordinary shares of the Company
“Shareholder”	the holder of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

---

## LETTER FROM THE BOARD

---



### SoftMedx Healthcare Limited

京玖醫療健康有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

*Executive Directors:*

Mr. Cheung Wai Kwan

Mr. Wang Jianguo

*Independent Non-executive Directors:*

Ms. Hu Xuezhen

Mr. Lin Pinzhao

Mr. Yiu Chun Wing

*Registered Office:*

Level 38, Infinitus Plaza

199 Des Voeux Road Central

Hong Kong

27 May 2024

*To the Shareholders*

Dear Madam or Sir,

#### **GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

##### **GENERAL MANDATE AND REPURCHASE MANDATE**

The Board seeks the Shareholders' approval to grant the General Mandate and the Repurchase Mandate to the Board.

An ordinary resolution will be proposed to give the Board an unconditional general mandate to allot and issue a maximum of 20% of the number of Shares in issue as at the date of the AGM. In addition, a separate ordinary resolution will be proposed for extending the General Mandate (i.e. Extension Mandate) to authorise the Board to allot and issue Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate (as detailed below). Based on the 326,036,828 Shares in issue as at the Latest Practicable Date, the General Mandate would allow the Company to allot and issue a maximum of 65,207,365 Shares.

An ordinary resolution will be proposed to give the Board an unconditional general mandate to repurchase on the Stock Exchange a maximum of 10% of the number of issued Shares as at the date of the AGM. Based on the 326,036,828 Shares in issue as at the Latest Practicable Date, the Repurchase Mandate would allow the Company to repurchase a maximum of 32,603,682 Shares. An explanatory statement containing the requisite information required under the Listing Rules to enable Shareholders to make an informed decision as to how to vote on the resolution approving the Repurchase Mandate is set out in Appendix I to this circular.

The General Mandate (including the Extension Mandate) and the Repurchase Mandate shall continue to be in effect during the period from the date of passing of the resolutions till (i) the conclusion of the next annual general meeting of the Company; (ii) the latest date which the holding of the next annual general meeting of the Company as required by the Articles of Association, the Companies Ordinance or any applicable laws of Hong Kong; or (iii) the revocation or variation of the General Mandate (including the Extension Mandate) or the Repurchase Mandate by ordinary resolution in general meeting, whichever is earlier.

---

## LETTER FROM THE BOARD

---

### AGM

A notice convening the AGM is set out on pages 5 to 6 of this circular. All the resolutions set out in the Notice of Annual General Meeting shall be taken by poll and an announcement on the results of the AGM will be made by the Company after the AGM.

The AGM will be held at the Company's registered office by way of live online webcast in Hong Kong at 11:00 a.m. on 19 June 2024. There is no arrangement for the Shareholders to attend the AGM in person but the shareholders may participate in the webcast via electronic means on browser enabled devices.

Shareholders who wish to access the live online webcast are required to register with the Company by sending an email to sales@648.com.hk providing the following personal particulars: (a) full name; (b) registered address; (c) number of Shares held; (d) individual identity number or corporate registration number; (e) contact telephone number; and (f) email address, 2 days before the date of the AGM (or any adjournment thereof). Authenticated Shareholders will receive by email a link to the live webcast of the AGM. Shareholders must not forward the link to any other person. Shareholders may submit questions on the resolutions 2 days prior to the AGM via email together with the above information for verification purpose.

Shareholders who wish to vote on the resolutions proposed at the AGM should appoint the chairman of the AGM as their proxy to vote on their behalf. The duly completed form of proxy should be returned to the Company's share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Non-registered Shareholders should liaise with their banks, brokers, custodians or nominees through which their Shares are held.

To the best of the knowledge and belief of the Directors having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. However, as disclosed in its quarterly resumption update announcements, the Company has been taking steps to address the concerns of the Securities and Futures Commission and the Stock Exchange with a view to causing resumption of trading in the Shares in a timely manner. In this regard, the Board has been making efforts to ensure that the voting Shares in its general meetings are in compliance with the Listing Rules and the SFO and are independent of and/or are not related to or under the influence of any of the members of the then board of directors and management of the vendor (and its holding and associated companies) of the sale of 9.9% issued shares of New Ray Medicine International Holding Limited to the Group as at the date of that transaction. As such, if it is to the reasonable belief of the chairman of the AGM that there is any vote which is not independent of and/or is related to or under the influence of any of these persons, such vote will not be counted towards the votes at the AGM pursuant to the Articles of Association, which provides that the decision of the chairman of a general meeting of the Company on the qualification of the voters (and thus their votes) shall be final and conclusive.

### RECOMMENDATION

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 is no other matter the omission of which would make any statement herein or this circular misleading.

The Board considers that the grant of the General Mandate (including the Extension Mandate) and the Repurchase Mandate are in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### BOOK CLOSURE

For determining the entitlement of the Shareholders to vote at the AGM, the register of members of the Company will be closed from 14 June 2024 to 19 June 2024 (both dates inclusive) during which period no transfer of Shares will be registered. In order to be eligible to vote at the AGM, transfer documents accompanied by the relevant share certificates in respect of any share transfers must be lodged for registration with the Company's share registrar not later than 4: 30 p.m. on 13 June 2024.

Yours faithfully  
For and on behalf of the Board  
Lam Sung Him Gaston  
*Company Secretary*

This Appendix serves as an explanatory statement to Shareholders pursuant to the Listing Rules in connection with the Repurchase Mandate:

**1. NUMBER OF SHARES WHICH MAY BE REPURCHASED**

Exercising in full of the Repurchase Mandate, on the basis of 326,036,828 Shares in issue as at the Latest Practicable Date, would result in a maximum of 32,603,682 Shares being repurchased by the Company prior to its next annual general meeting.

**2. REASONS FOR REPURCHASE MANDATE**

The Board considers that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to cause the Company to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, impact on the net assets and/or earning per Share. The Repurchase Mandate will only be exercised when the Board believes that such purchases will benefit the Company and the Shareholders as a whole.

**3. SOURCES OF FUND**

In repurchasing the Shares, the Company will only apply funds legally available for such purpose in accordance with the Articles of Association, the laws of Hong Kong and the Listing Rules. The Company will not purchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

**4. EFFECT OF EXERCISING REPURCHASE MANDATE**

Exercising the Repurchase Mandate might have an adverse impact on the working capital or gearing ratio of the Company. However, the Board will not propose to exercise the Repurchase Mandate to such an extent that would have a material adverse effect on the working capital requirements or the gearing level of the Group.

**5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors and their close associates, and core connected persons (as defined in the Listing Rules) of the Company has notified the Company intention to sell Shares to the Company nor undertaking not to do so after the Repurchase Mandate is passed at the AGM.

**6. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of Hong Kong.

**7. TAKEOVERS CODE**

An increase in a shareholder's proportionate interest in the voting right of the Company resulted from exercising of the Repurchase Mandate will be treated as an acquisition under the Takeovers Code. If a Shareholder (or a group of Shareholders acting in concert as defined under the Takeovers Code) obtains or consolidates control of the Company as a result of such repurchase, that Shareholder may become obliged to make a mandatory offer in accordance with the Takeovers Code. The Board has no intention to exercise the Repurchase Mandate to such an extent that it will result in any Shareholder being obliged to make a general offer under the Takeovers Code or the number of public Shares falling below 25%.

**8. NO REPURCHASE OF SHARES BY THE COMPANY**

The Company did not purchase any of the Shares in the six months preceding the Latest Practicable Date.

**9. SHARE PRICES**

Trading in the Shares on the Stock Exchange has been suspended since 27 November 2017 and has remained suspended as at the Latest Practicable Date. The closing price of the Shares as quoted on the Stock Exchange on the last trading day prior to trading suspension was HK\$0.38.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



# SoftMedx Healthcare Limited

京玖醫療健康有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 648)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of SoftMedx Healthcare Limited (the “Company”) will be held at 11:00 a.m. on 19 June 2024 through online live webcast for the following purpose:

#### ORDINARY RESOLUTIONS

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

1. To receive and consider the audited consolidated financial statements and reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2023;
2. To authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint CL Partners CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;
4. “THAT:
  - (a) subject to paragraph (c) below, pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “Shares”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
  - (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of (aa) 20 per cent. of the total number of Shares in issue on the date of the passing of this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of Shares in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; or (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; “Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”
5. “THAT:
- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the total number of the Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; or (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “THAT the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the number of Shares referred to in subparagraph (bb) of paragraph (c) of such resolution.”

By Order of the Board  
Lam Sung Him Gaston  
*Company Secretary*

Hong Kong, 27 May 2024

Notes:

- (1) The AGM will be held by way of live online webcast at 11:00 a.m. on 19 June 2024. There is no arrangement for Shareholders to attend the AGM in person but the shareholders may participate in the webcast via electronic means on browser enabled devices.

Shareholders who wish to access the live online webcast are required to register with the Company by sending an email to sales@648.com.hk providing the following personal particulars: (a) full name; (b) registered address; (c) number of Shares held; (d) individual identity number or corporate registration number; (e) contact telephone number; and (f) email address, 2 days before the date of the AGM (or any adjournment thereof). Authenticated Shareholders will receive by email a link to the live webcast of the AGM. Shareholders must not forward the link to any other person.

Shareholders who wish to vote on the resolutions proposed at the AGM should appoint the chairman of the AGM as their proxy to vote on their behalf. The duly completed form of proxy should be returned to the Company’s share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Non-registered Shareholders should liaise with their banks, brokers, custodians or nominees through which their Shares are held.

- (2) For determining the entitlement of the Shareholders to vote at the AGM, the register of members of the Company will be closed from 14 June to 19 June 2024 (both dates inclusive) during which period no transfer of shares will be registered. In order to be eligible to vote at the AGM, transfer documents accompanied by the relevant share certificates in respect of any share transfers must be lodged for registration with the Company’s share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4: 30 p.m. on 13 June 2024.