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## **GENERTEC UNIVERSAL MEDICAL GROUP COMPANY LIMITED**

**通用環球醫療集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code : 2666)**

### **ADJUSTMENT TO CONVERSION PRICE OF U.S.\$90,000,000 GUARANTEED CONVERTIBLE BONDS DUE 2026**

In accordance with the terms and conditions of the Convertible Bonds and as a result of the declaration and payment of the Dividend by the Company, the Conversion Price will be adjusted from HK\$6.09 to HK\$5.89. The adjustment of the Conversion Price will take effect from 19 June 2024. Save for the Adjustment, all other terms and conditions of the Convertible Bonds will remain unchanged.

Reference is made to (i) the announcements of the Company dated 29 December 2020 and 25 March 2021 (the “**Announcements**”) and the circular of the Company dated 14 January 2021 (the “**Circular**”) in relation to the issuance of U.S.\$150,000,000 guaranteed convertible bonds due 2026, (ii) the announcements of the Company dated 10 June 2021, 10 June 2022 and 15 June 2023 in relation to adjustment to the Conversion Price, (iii) the announcement of the Company dated 22 February 2024 in relation to partial exercise of put option by the holder of U.S.\$150,000,000 guaranteed convertible bonds due 2026, and (iv) the poll results announcement of the Company for the annual general meeting of the Company dated 7 June 2024 (the “**Poll Results Announcement**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

#### **ADJUSTMENT OF THE CONVERSION PRICE**

The terms and conditions of the Convertible Bonds provide, among others, that if and whenever the Guarantor shall pay or declare/announce any cash dividend or distribution to the Shareholders

(except where the Conversion Price falls to be adjusted under condition 5.4(b) of the bond instrument) that would on a gross basis (together with all previous cash dividend or distribution to the Shareholders on a gross basis paid or declared/announced in the same year) be higher than the Threshold Amount (as defined below), the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before the last trading day preceding the date on which such cash dividend or distribution is paid or declared/announced by the following fraction:

Where: 
$$\frac{A-(B-C)}{A}$$

- A is the Current Market Price of one Share on the last trading day preceding the date on which such cash dividend or distribution is publicly declared/announced;
- B is the aggregate amount of such cash dividend or distribution and all previous cash dividend or distribution to the Shareholders (each on a gross basis) paid or declared/announced in the same year) attributable to one Share; and
- C is the amount of cash dividend or distribution equivalent to HK\$0.22 per Share, adjusted pro rata for any adjustments to the Conversion Price made pursuant to the terms and conditions of the Convertible Bonds (the “**Threshold Amount**”).

Such adjustment shall become effective on, as the case may be, (i) the date that such cash dividend or distribution is paid or declared/announced, or (ii) if a record date is fixed therefor, immediately after such record date (the “**Record Date**”).

As announced in the Poll Results Announcement, the Shareholders had approved the declaration and payment of a final dividend of HK\$0.35 per Share for the year ended 31 December 2023 (the “**Dividend**”) to the Shareholders whose names appear on the register of members of the Company on Wednesday, 18 June 2024. Pursuant to the terms and conditions of the Convertible Bonds, the Conversion Price will be adjusted from HK\$6.09 to HK\$5.89 effective from 19 June 2024 (Hong Kong time) (being the date immediately after the Record Date) in connection with the declaration and payment of the Dividend (the “**Adjustment**”). Apart from the Adjustment, all other terms and conditions of the Convertible Bonds will remain unchanged.

As at the date of this announcement, the total number of the issued shares of the Company is 1,891,539,661 Shares. Following the Adjustment and assuming full conversion of the U.S.\$90,000,000 outstanding Convertible Bonds, these Convertible Bonds will be convertible into 118,708,319 Conversion Shares, representing approximately 6.28% of the issued share capital of the Company as at the date of this announcement and approximately 5.91% of the issued share capital of the Company as enlarged by the issuance of such Conversion Shares (assuming that there is no other change to the issued share capital of the Company).

By order of the Board  
**Genertec Universal Medical Group  
Company Limited**  
通用環球醫療集團有限公司

**Chen Shisu**  
*Chairman of the Board*

Beijing, PRC, 19 June 2024

*For the purpose of this announcement, unless otherwise indicated, conversions of US\$ into HK\$ is calculated at the exchange rate of US\$1 to HK\$7.7688. Such exchange rate is adopted for the purpose of illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at such rate or any other rates.*

*As at the date of this announcement, the executive Directors are Mr. Chen Shisu (Chairman), Mr. Wang Wenbing and Ms. Wang Lin; the non-executive Directors are Mr. Chan Kai Kong (Vice-chairman), Mr. Tong Chaoyin, Mr. Xu Ming and Mr. Zhu Ziyang; and the independent non-executive Directors are Mr. Li Yinquan, Mr. Chow Siu Lui, Mr. Xu Zhiming and Mr. Chan, Hiu Fung Nicholas.*