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 independent professional adviser.

If you have sold or transferred all your shares, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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C-MER Medical Holdings Limited
希瑪醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3309)

REPURCHASE MANDATE AND GENERAL MANDATE, PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 5 to 9 of this circular.

A notice convening the annual general meeting of C-MER Medical Holdings Limited (the "**Company**") to be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Wednesday, 20 May 2026, at 5:00 p.m. is set forth on pages 25 to 29 of this circular.

Whether or not you are able to attend the said meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting (i.e. not later than Monday, 18 May 2026 at 5:00 p.m.) or any adjournment thereof. **Completion and return of the accompanying form of proxy will not preclude you from subsequently attending and voting in person at the annual general meeting of the Company or any adjourned meeting should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked. For the avoidance of doubt, any treasury shares held by the Company shall not be entitled to vote at the Company's general meeting(s).**

20 April 2026

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

"acting in concert"	has the meaning ascribed thereto in the Takeovers Codes;
"Annual General Meeting"	the annual general meeting of the Company to be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Wednesday, 20 May 2026, at 5:00 p.m. or any adjournment thereof (as the case may be);
"Articles" or "Articles of Association"	the articles of association of the Company;
"associates"	has the meaning ascribed to it under the Listing Rules;
"Board"	the board of Directors;
"close associate(s)"	has the meaning ascribed to it under the Listing Rules;
"Companies Act"	the Companies Act (As Revised) of the Cayman Islands;
"Company"	C-MER Medical Holdings Limited (希瑪醫療控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 1 February 2016, and the Shares of which are listed on the Stock Exchange (stock code: 3309);
"Controlling Shareholders"	has the meaning ascribed to it under the Listing Rules and, in the context of our Company for the purpose of this circular, C-MER Group Limited, Dr. LAM Shun Chiu Dennis and Ms. LI Xiaoting;
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;

"General Mandate"	the general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares) or to grant any offers, agreements or options which would or might require Shares to be issued, allotted or disposed (including any sale or transfer of treasury shares) of not exceeding 20% of the total number of the Shares in issue as of the date of passing the resolution approving the said mandate (excluding any treasury shares);
"Group"	the Company and its subsidiaries;
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China;
"Latest Practicable Date"	10 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange;
"Notice"	the notice dated 20 April 2026 convening the Annual General Meeting as set forth on pages 25 to 29 of this circular;
"Ordinary Resolutions"	the proposed ordinary resolutions in respect of the matters referred to in the Notice;
"PRC"	People's Republic of China;
"Register of Members"	the register of members of the Company maintained by the Registrar in Hong Kong;
"Registrar"	the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong;
"Repurchase Mandate"	the general mandate proposed to be granted to the Directors to exercise the powers of the Company to purchase Shares up to a maximum of 10% of the total number of the Shares in issue as of the date of passing of the resolution approving the said mandate (excluding any treasury shares);

"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Share(s)"	ordinary share(s) of HK$0.10 each in the issued share capital of the Company;
"Shareholder(s)"	the registered holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Codes"	The Codes on Takeovers and Mergers and Share Buy-backs;
"treasury shares"	shares repurchased and held by a company in treasury, as authorised by the laws of its place of incorporation and its articles of association or equivalent constitutional documents, which, for the purpose of the Listing Rules, include shares repurchased by the company and held or deposited in CCASS for sale on the Stock Exchange;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"%"	per cent.

Dispatch of this circular and notice of the Annual General Meeting . . . . . Monday, 20 April 2026

Latest time for lodging transfer forms of Shares to qualify for entitlements to attend and vote at the Annual General Meeting . . . . . 4:30 p.m. on Thursday, 14 May 2026

Closure of Register of Members for the purpose of determining the voting rights for the Annual General Meeting (both dates inclusive). . . . . from Friday, 15 May 2026 to Wednesday, 20 May 2026

Latest time for lodging forms of proxy for the Annual General Meeting (in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof) . . . . . 5:00 p.m. on Monday, 18 May 2026

Date and time of the Annual General Meeting . . . . . 5:00 p.m. on Wednesday, 20 May 2026

Last time for lodging transfer forms of Shares to qualify for entitlements to the final dividend and special dividend. . . . . 4:30 p.m. on Tuesday, 30 June 2026

Closure of Register of Members for purpose of final dividend and special dividend (both days inclusive) . . . . . from Thursday, 2 July 2026 to Monday, 6 July 2026

Record date for determination of entitlement to the final dividend and special dividend . . . . . Monday, 6 July 2026

Dispatch of cheques for the final dividend and special dividend on or about. . . . . Wednesday, 15 July 2026

Notes:

1. All dates and time set out in this circular refer to Hong Kong dates and time.

2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate and in accordance with the Listing Rules.

C-MER Medical Holdings Limited
希瑪醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3309)

Executive Directors:
Ms. LI Xiaoting *(Vice Chairman)*
Dr. LEE Yau Wing Vincent

Independent non-executive Directors:
Dr. Rex AUYEUNG Pak-kuen *(Chairman)*
Dr. KO Wing Man *(Vice Chairman)*
Mr. MA Andrew Chiu Cheung
Mr. IP Shu Kwan Stephen
Mr. YIN Ke
Mr. LI Ling Cheung Raymond

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:
Suite 1535, Central Building
1–3 Pedder Street
Hong Kong

20 April 2026

To the Shareholders:

Dear Sir or Madam,

REPURCHASE MANDATE AND GENERAL MANDATE, PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you information on the following resolutions proposed to be tabled at the Annual General Meeting, so as to enable you to make an informed decision on the resolutions at the Annual General Meeting.

The resolutions include (i) the grant of the Repurchase Mandate, (ii) the grant of the General Mandate, (iii) the extension of the General Mandate by the aggregate number of shares repurchased under the Repurchase Mandate, and (iv) the re-election of retiring Directors.

REPURCHASE MANDATE

On 19 May 2025, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares subject to the criteria set forth in this circular. In particular, you should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the total number of the Shares in issue as of the date of passing of the resolution (excluding any treasury shares), subject to the requirements of the Listing Rules. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles and the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

In light of the Listing Rules amendments with effect from 11 June 2024, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the General Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement, which is set forth in Appendix I to this circular.

GENERAL MANDATE

On 19 May 2025, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to allot, issue and deal with Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares (including the sale and transfer of the treasury) or to grant any offers, agreements or options which would or might require Shares to be issued, allotted or otherwise disposed of (including the sale and transfer of the treasury shares), representing up to 20% of the total number of the Shares in issue as of the date of passing of the resolution (excluding any treasury shares). As of the Latest Practicable Date, the total number of the Shares in issue was 1,232,342,870 and they were all fully paid up or credited as fully paid-up and the Company had 20,622,000 treasury shares. Assuming that there is no change in the total number of Shares in issue and treasury shares between the period from the Latest Practicable Date to the date of passing the aforesaid

resolution, the maximum number of Shares which may be issued pursuant to the aforesaid general and unconditional mandate on the date of passing the aforesaid resolution will be 242,344,174 Shares.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the General Mandate, a separate ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the General Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the General Mandate the number of Shares purchased under the Repurchase Mandate, if granted.

RE-ELECTION OF RETIRING DIRECTORS

According to Article 84 of the Articles, Dr. Rex AUYEUNG Pak-kuen, Mr. MA Andrew Chiu Cheung and Mr. IP Shu Kwan Stephen shall retire from office by rotation at the Annual General Meeting. According to Article 83 of the Articles, Dr. KO Wing Man and Mr. LI Ling Cheung Raymond were appointed as independent non-executive Director by the Directors with effect from 1 June 2025 and shall hold office only until the Annual General Meeting. All of them, being eligible, will offer themselves for re-election at the Annual General Meeting.

In proposing Dr. Rex AUYEUNG Pak-kuen, Dr. KO Wing Man, Mr. MA Andrew Chiu Cheung, Mr. IP Shu Kwan Stephen and Mr. LI Ling Cheung Raymond to be re-elected as independent non-executive Directors at the Annual General Meeting, the nomination committee of the Company (the "**Nomination Committee**") reviewed the structure and composition of the Board and the confirmation of independence provided by each of Dr. Rex AUYEUNG Pak-kuen, Dr. KO Wing Man, Mr. MA Andrew Chiu Cheung, Mr. IP Shu Kwan Stephen and Mr. LI Ling Cheung Raymond pursuant to Rule 3.13 of the Listing Rules. The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company. The Nomination Committee had also taken into account the working profile, extensive experience, contributions of each of such independent non-executive Directors and their commitment to their role and it was satisfied with their independence having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee considers that Dr. Rex AUYEUNG Pak-kuen, Dr. KO Wing Man, Mr. MA Andrew Chiu Cheung, Mr. IP Shu Kwan Stephen and Mr. LI Ling Cheung Raymond will continue to bring valuable business experience, knowledge from different industries and professionalism to the Board for its efficient and effective functioning and diversity. The Board accepted the Nomination Committee's nomination and recommended Dr. Rex AUYEUNG Pak-kuen, Dr. KO Wing Man, Mr. MA Andrew Chiu Cheung, Mr. IP Shu Kwan Stephen and Mr. LI Ling Cheung Raymond to stand for re-election as independent non-executive Directors by the Shareholders at the Annual General Meeting.

Particulars of the retiring Directors who are proposed to be re-elected at the Annual General Meeting and further information in relation to the re-election of Directors are set forth in Appendix II to this circular. Re-election of retiring Directors will be individually voted on by the Shareholders.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set forth on pages 25 to 29 of to this circular. At the Annual General Meeting, resolutions will be proposed to approve, among other things, the grant of the Repurchase Mandate, the grant of the General Mandate, the extension of the General Mandate by the aggregate number of shares repurchased under the Repurchase Mandate and the re-election of retiring Directors. The Annual General Meeting will be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong, on Wednesday, 20 May 2026, at 5:00 p.m..

PROXY ARRANGEMENT

A form of proxy for the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy must be completed 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 such power of attorney or authority, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than Monday, 18 May 2026 at 5:00 p.m.) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Friday, 15 May 2026 to Wednesday, 20 May 2026 (both days inclusive), during which period no transfer of Shares will be effected in order to determine the entitlement to attend and vote at the Annual General Meeting. All share transfers accompanied by the relevant share certificates, must be lodged with the Registrar at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14 May 2026 for such purpose.

The Register of Members will be closed from Thursday, 2 July 2026 to Monday, 6 July 2026 (both days inclusive), during which period no transfer of Shares will be effected in order to determine the entitlement to the final dividend and special dividend. All share transfers accompanied by the relevant share certificates, must be lodged with the Registrar at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 30 June 2026 for such purpose.

VOTING BY WAY OF A POLL

According to Rule 13.39(4) of the Listing Rules and the Articles, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, poll voting for all proposed resolutions of the Company will be adopted with at the Annual General Meeting.

The poll results will be published on the websites of the Stock Exchange and the Company after conclusion of the Annual General Meeting.

RECOMMENDATION

The Board is of the opinion that the grant of the Repurchase Mandate and the General Mandate, the extension of the General Mandate by the aggregate number of shares repurchased under the Repurchase Mandate and the proposed re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

(a) the information contained in this circular is accurate and complete in all material respects and not misleading;

(b) there are no other matters the omission of which would make any statement in this circular misleading; and

(c) all opinion expressed in this circular have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

By order of the Board
C-MER Medical Holdings Limited
Ms. LI Xiaoting
Vice Chairman, Executive Director
and Chief Executive Officer

This appendix contains particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.

PROPOSED REPURCHASE MANDATE

It is proposed that the Directors be granted the Repurchase Mandate such that they may exercise the powers of the Company to repurchase up to 10% of the total number of the Shares in issue as of the date of passing of the relevant resolution (excluding any treasury shares). As of the Latest Practicable Date, the total number of the Shares in issue was 1,232,342,870 and they were all fully paid up or credited as fully paid-up and the Company had 20,622,000 treasury shares. Accordingly, the exercise of the Repurchase Mandate in full (being the repurchase of 10% of the total number of the Shares in issue as of the date of the passing of the resolution to approve the Repurchase Mandate) would enable the Company to repurchase a maximum of 121,172,087 Shares (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the date of passing of the relevant resolution).

As stated in the Letter from the Board, in light of the Listing Rules amendments with effect from 11 June 2024, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the General Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with CCASS pending resale or to be re-registered in the Company own name, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, the Directors believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value for each Share and/or earnings for each Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or be used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

FUNDING OF REPURCHASES

In making repurchases, the Company proposes to apply funds legally available for such purpose in accordance with its memorandum of association, the Articles, the Listing Rules and the Companies Act. Under the Companies Act, Shares repurchased by the Company may only be paid out of profits or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its memorandum of association, the Articles and subject to the Companies Act, out of capital. Any premium payable on share repurchases may only be paid out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the Companies Act, out of capital. In accordance with the Companies Act, the Shares so repurchased would remain part of the authorised but unissued share capital of the Company.

IMPACT OF REPURCHASE

As compared with the financial position of the Company as of 31 December 2025 (being the date of its latest audited financial statements), the Directors consider that there may be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as it would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recent published audited financial statements) which in the opinion of the Directors are from time to time appropriate for the Company.

PRICE OF SHARES

During each of the previous twelve months up to the Latest Practicable Date, the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

	Share Price	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	1.69	1.34
May	1.77	1.68
June	1.82	1.68
July	1.85	1.75
August	2.13	1.77
September	2.03	1.88
October	2.03	1.82
November	1.71	1.84
December	1.76	1.55
2026		
January	1.70	1.53
February	1.56	1.42
March	1.44	1.25
April (up to the Latest Practicable Date)	1.32	1.29

UNDERTAKING

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

As of the Latest Practicable Date, none of the core connected persons of the Company has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association and the Articles, the Companies Act and all applicable laws of Cayman Islands.

TAKEOVERS CODES

If on the exercise of the power to repurchase 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 for the purposes of rule 32 of the Takeovers Codes. As a result, a Shareholder, or group of Shareholders acting in concert depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Codes.

As of the Latest Practicable Date, the Controlling Shareholders together held an aggregate of 691,786,553 Shares, representing approximately 56.1% of the total number of the Shares in issue.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted, then (if the present shareholdings otherwise remained the same) the equity interests in the Company held by the Controlling Shareholders would increase to approximately to 62.3% of the total number of Shares in issue.

The Directors are not aware of any consequence under the Takeovers Codes as a result of a repurchase of Shares made under the Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as to result in takeover obligations.

The Directors have no intention to make share repurchase on the Stock Exchange to such extent as may result in the public shareholding becoming less than the prescribed minimum percentage under the Listing Rules.

SHARE REPURCHASES MADE BY THE COMPANY

The Company made the following repurchases of Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date:

Date of Repurchase	No. of shares repurchased	Consideration per share		Total Consideration Paid
		Highest	Lowest	
		HK$	*HK$*	*HK$*
10 October 2025	200,000	1.96	1.94	389,940
13 October 2025	216,000	1.94	1.89	413,420
14 October 2025	200,000	1.93	1.89	383,260
15 October 2025	200,000	1.96	1.93	389,200
16 October 2025	280,000	1.96	1.93	545,740
17 October 2025	200,000	1.92	1.89	381,360
20 October 2025	200,000	1.91	1.90	381,900
21 October 2025	200,000	1.92	1.89	381,300
22 October 2025	230,000	1.92	1.90	439,500
23 October 2025	230,000	1.92	1.90	439,600
27 October 2025	200,000	1.91	1.88	378,700
28 October 2025	200,000	1.90	1.88	377,940
30 October 2025	200,000	1.88	1.85	373,580
3 November 2025	320,000	1.82	1.79	578,660
4 November 2025	300,000	1.81	1.77	537,060
5 November 2025	204,000	1.81	1.79	366,380
7 November 2025	220,000	1.81	1.78	395,780
10 November 2025	200,000	1.82	1.80	361,280
11 November 2025	240,000	1.80	1.79	431,540
12 November 2025	200,000	1.82	1.80	362,860
13 November 2025	180,000	1.84	1.82	329,320
14 November 2025	200,000	1.85	1.83	368,660
17 November 2025	60,000	1.81	1.80	108,500
18 November 2025	160,000	1.80	1.78	286,700
19 November 2025	200,000	1.82	1.78	360,420
20 November 2025	120,000	1.81	1.80	216,700
21 November 2025	240,000	1.75	1.73	417,640
24 November 2025	200,000	1.72	1.70	342,360
25 November 2025	200,000	1.73	1.71	344,080
26 November 2025	160,000	1.74	1.72	277,200
27 November 2025	120,000	1.74	1.72	207,600
28 November 2025	220,000	1.74	1.73	381,300
1 December 2025	132,000	1.76	1.74	231,000

Date of Repurchase	No. of shares repurchased	Consideration per share		Total Consideration Paid
		Highest	Lowest	
		HK$	*HK$*	*HK$*
2 December 2025	160,000	1.76	1.75	280,080
18 December 2025	320,000	1.63	1.58	517,760
19 December 2025	182,000	1.66	1.65	301,980
22 December 2025	250,000	1.68	1.66	417,500
23 December 2025	240,000	1.70	1.69	407,500
24 December 2025	150,000	1.71	1.69	254,480
29 December 2025	340,000	1.74	1.69	580,720
4 February 2026	430,000	1.50	1.43	625,020
13 February 2026	150,000	1.47	1.45	218,760
16 February 2026	150,000	1.49	1.49	223,500
20 February 2026	130,000	1.53	1.49	196,140
24 February 2026	200,000	1.57	1.54	311,200
Total	9,334,000			16,515,120

RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Set forth below is a summary of the biographical information on the retiring Directors proposed to be re-elected at the Annual General Meeting. Dr. Rex AUYEUNG Pak-kuen, Mr. MA Andrew Chiu Cheung and Mr. IP Shu Kwan Stephen will retire by rotation in accordance with Article 84 of the Articles. According to Article 83 of the Articles, Dr. KO Wing Man and Mr. LI Ling Cheung Raymond were appointed as independent non-executive Director by the Directors with effect from 1 June 2025 and shall hold office only until the Annual General Meeting.

Independent non-executive Directors

Dr. Rex AUYEUNG Pak-kuen *GBS JP*, (歐陽伯權博士), aged 73, is our independent non-executive Director since November 2020 and the chairman since June 2025. Dr. AUYEUNG is a chairperson of the nomination committee of the Company. He is currently an independent non-executive director of China Construction Bank (Asia) Corporation Limited and an advisor to Nippon Life Asia Pacific (Regional HQ) Pte. Ltd (a company incorporated in Singapore). Dr. AUYEUNG retired as the chairman and non-executive director of MTR Corporation Limited (stock code: 0066) with effect from 1 January 2026. Dr. AUYEUNG has over 40 years of experience in the insurance industry in Canada and Hong Kong. Dr. AUYEUNG was Chairman – Asia of the Principal Financial Group Inc. ("**PFG**"), a Fortune 500 company, responsible for PFG's overall businesses in Asia. Dr. AUYEUNG also actively serves the public sector and is currently a board member of Bo Charity Foundation (Food Angel), and a member of the Board of Advisers of Healthcare Dispute Resolution Centre Limited. Dr. AUYEUNG was previously the chairman of Hong Kong Strategy for Financial Literacy Sub-committee on Stakeholder Coordination and Collaboration, a member of the Board of Directors of the Investor and Financial Education Council under the Securities and Futures Commission, an observer of the Independent Police Complaints Council Observers Scheme and a member of the Independent Review Committee on Hong Kong's Franchised Bus Service. Dr. AUYEUNG holds a Bachelor of Environmental Studies (Urban and Regional Planning) Honours Degree from the University of Waterloo, Canada. He was awarded an Honorary Fellowship by the City University of Hong Kong in 2013 and conferred a Doctor of Business Administration, *honoris causa*, by Lingnan University in 2020. On 28 March 2025, Dr. AUYEUNG was appointed as a board member of the Hospital Authority with effect from 1 April 2025. On 12 December 2025, Dr. AUYEUNG was appointed as a member of the Independent Committee in relation to the fire at Wang Fuk Court in Tai Po, Hong Kong.

Dr. AUYEUNG meets the independence guidelines set out in Rule 3.13 of the Listing Rules and the Company has received his independence confirmation. The Board considers him to be independent.

Dr. AUYEUNG has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Dr. AUYEUNG does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Dr. AUYEUNG has not held any directorship in other listed public companies in the last three years.

Dr. KO Wing Man (高永文), aged 68, is our independent non-executive Director and vice chairman of the Board since June 2025. Dr. KO is a member of the nomination committee of the Company. He graduated from the University of Hong Kong with a bachelor degree in medicine and surgery in July 1981, from the Royal College of Surgeons of Edinburgh with a qualification of fellowship in January 1986, and from the University of New South Wales in Australia with a master degree in health administration through distance learning in May 1993.

Dr. KO is currently an orthopaedic surgeon at Dr. Ko Wing Man Clinic (高永文醫生診所). He was a member of the 13th National Committee of the Chinese People's Political Consultation Conference and a standing committee member of the 14th National Committee of the Chinese People's Political Consultation Conference. Dr. KO served as a trainee doctor and resident doctor of Princess Margaret Hospital from July 1981 to March 1989, the Chief Medical Officer and Assistant Director of former Health Services Department in Hong Kong from April 1989 to November 1991, the Executive Manager, Senior Executive Manager, Deputy Director of Operations, Professional and Public Affairs director and the Professional and Human Resources director of the Hong Kong Hospital Authority from December 1991 to December 2004, the president and specialist of Congruence Orthopaedics & Rehabilitation Center from April 2005 to June 2012, the Secretary for Food and Health of Government of the Hong Kong Special Administrative Region from July 2012 to June 2017, and has been an orthopaedic surgeon at Dr. Ko Wing Man Clinic since August 2017.

Dr. KO served as the non-executive member of the Governance Committee of St. Teresa's Hospital since December 2020. He also served as an independent non-executive director of Your Health Specialists Company and Your Health Specialists Medical Group Limited from March 2021 to September 2022; honorary chairman of the board of Capital Medical Health Industry Group Limited from September 2021 to May 2025; and chief consultant of EC Healthcare Group, Hong Kong since February 2022; an independent non-executive director of Strategic Healthcare Holdings Ltd. of New Frontier Group since October 2022; and an independent non-executive director of Vitalink Technology Co., Ltd. since July 2023. Dr. KO also served as the president/chairman of The Hong Kong Anti-Cancer Society from December 2005 to June 2017 and the director of the Hong Kong Red Cross from September 2008 to July 2012. Dr. KO served as an independent non-executive director of Bamboos Health Care Holdings Limited (stock code: 2293) from August 2018 to August 2021, and an independent non-executive director of The People's Insurance Company (Group) of China Limited (stock code: 1339) from May 2018 to February 2025.

Dr. KO was awarded a qualification of fellowship of Orthopaedics of the Hong Kong Academy of Medicine in December 1993 and a qualification of fellowship of Community Medicine in October 2000; he became a fellow of Faculty of Public Health of the Royal College in the United Kingdom in February 2002. Dr. KO was awarded the Bronze Bauhinia Star in Hong Kong in October 2008 and the Gold Bauhinia Star in Hong Kong in October 2017. Dr. KO has been appointed as a member of the Executive Council of The Government of the Hong Kong Special Administrative Region since July 2022.

Dr. KO entered into a service agreement with the Company dated 16 June 2023, pursuant to which he was admitted as the advisor of the advisory board of the Company with effect from 3 July 2023 for a term of two years. The advisory services provided by Dr. KO included but not limited to management, education, international liaison, business development in Hong Kong and beyond. Under the agreement, Dr. KO was entitled to an amount of HK$50,000 per year. Such arrangement shall be terminated upon his appointment as the independent non-executive Director and vice chairman of the Board.

Dr. KO meets the independence guidelines set out in Rule 3.13 of the Listing Rules and the Company has received his independence confirmation. The Board considers him to be independent.

Dr. KO has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Dr. KO does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Dr. KO has not held any directorship in other listed public companies in the last three years.

Mr. MA Andrew Chiu Cheung (馬照祥先生), aged 84, is our independent non-executive Director since December 2017. Mr. MA is the chairperson of the audit committee of the Company.

Mr. MA holds a Bachelor's degree in Economics from The London School of Economics and Political Science (The University of London). Mr. MA is the Fellow Member of each of the Institute of Chartered Accountants in England & Wales, the Hong Kong Institute of Certified Public Accountants, The Taxation Institute of Hong Kong, The Hong Kong Institute of Directors and a full member of The Hong Kong Management Association.

Mr. MA has over 40 years of experience in accounting, auditing and finance. Mr. MA is a founder and served as a director of Mayee Management Limited until his retirement on 1 January 2024. He is the founder and former director of AMA CPA Limited (formerly known as Andrew Ma DFK (CPA) Ltd).

Mr. MA is also an independent non-executive director of Asiaray Media Group Limited (Stock code: 01993), and S.A.I. Leisure Group Company Limited (Stock code: 01832) all of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Mr. MA meets the independence guidelines set out in Rule 3.13 of the Listing Rules and the Company has received his independence confirmation. The Board considers him to be independent.

Mr. MA has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Mr. MA does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. MA has not held any directorship in other listed public companies in the last three years.

Mr. IP Shu Kwan Stephen *GBS JP*, (葉澍堃先生) aged 74, is our independent non-executive Director since November 2020. Mr. IP is the chairperson of the remuneration committee of the Company and a member of the audit committee of the Company. Mr. IP graduated from the University of Hong Kong with a degree in social sciences in 1973 and completed the Program for Management Development of the Harvard Business School in 1986. Mr. IP joined the Hong Kong Government in November 1973 and was promoted to the rank of Director of Bureau in April 1997. He worked in the Hong Kong Government as a Principal Official from July 1997 to June 2007. Senior positions held by Mr. IP in the past include Commissioner of Insurance, Commissioner for Labour, Secretary for Economic Services and Secretary for Financial Services. Mr. IP took up the position of Secretary for Economic Development and Labour in July 2002. His portfolio in respect of economic development covered air and sea transport, logistics development, tourism, energy, postal services, meteorological services, competition and consumer protection. He was also responsible for labour policies including matters relating to employment services, labour relations and employees rights.

In his capacity as Secretary for Economic Development and Labour, Mr. IP was a member of the Hong Kong Airport Authority Board, the Mandatory Provident Fund Authority Board, the Hong Kong International Theme Parks Company Board as well as the Chairman of the Logistics Development Council, Port Development Board, Maritime Industry Council and Aviation Development Advisory Committee. Mr. IP retired from the Hong Kong Government in July 2007. Mr. IP received the Gold Bauhinia Star award from the Hong Kong Government in 2001, and is an unofficial Justice of the Peace since 2007. Mr. IP currently serves as an independent non-executive director of four other listed companies on the main board of the Stock Exchange, namely, Lai Sun Development Company Limited (stock code: 0488) since December 2009, Luk Fook Holdings (International) Limited (stock code: 0590) since October 2011, Nameson Holdings Limited (stock code: 1982) since April 2018 and Million Cities Holdings Limited (stock code: 2892) since June 2018. Mr. IP retired as an independent non-executive director of China Resources Building Materials Technology Holdings Limited (formerly known as China Resources Cement Holdings Limited) (華潤建材科技控股有限公司) (Stock code: 01313) with effect from 24 May 2024 and Kingboard Laminates Holdings Limited (stock code: 1888) with effect from 31 December 2025.

Mr. IP meets the independence guidelines set out in Rule 3.13 of the Listing Rules and the Company has received his independence confirmation. The Board considers him to be independent.

Mr. IP has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Mr. IP does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. IP has not held any directorship in other listed public companies in the last three years.

Mr. LI Ling Cheung Raymond (李令翔), aged 65, is our independent non-executive Director since June 2025. Mr. LI is a member of the audit committee and remuneration committee of the Company. He graduated with a bachelor's degree in social science from the University of Hong Kong.

From January 2013 to December 2024, Mr. LI acted as the senior executive director of Hong Kong Monetary Authority and the executive director and chief executive officer of The Hong Kong Mortgage Corporation Limited, which is wholly owned by the HKSAR Government through the Exchange Fund. From June 1993 to December 2013, Mr. LI acted as executive director and division head of Hong Kong Monetary Authority. From August 1982 to June 1993, he worked at the Hong Kong Government with his last position as principal assistant secretary for monetary affairs.

Mr. LI meets the independence guidelines set out in Rule 3.13 of the Listing Rules and the Company has received his independence confirmation. The Board considers him to be independent.

Mr. LI has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Mr. LI does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. LI has not held any directorship in other listed public companies in the last three years.

FURTHER INFORMATION ON THE RETIRING DIRECTORS

Disclosure of interests

As of the Latest Practicable Date, the interests and short positions of the retiring Directors in the shares, underlying shares and debentures of the Company which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions), or would be required, pursuant to section 352 of the SFO, to be entered in the register required to be kept therein, or would be required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set forth in the Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

Long and short positions in the Shares and underlying Shares of the Company

Name of Director	Nature of interests	Interest in issued Shares/underlying Shares	Approximate percentage of the Company's issued Shares
Dr. Rex AUYEUNG Pak-kuen	Interest of spouse	300,000 (long position)	0.02%
	Beneficial owner	133,334 (long position) *(Note 1)*	0.01%
Mr. LI Ling Cheung Raymond	Interest of spouse	300,000 (long position)	0.02%

Note:

1. Dr. Rex AUYEUNG Pak-kuen held 133,334 share options under the post-IPO share option scheme approved and adopted by the Company pursuant to the resolutions of the Shareholders passed on 28 June 2017.

Save as disclosed above, so far as the Directors are aware as of the Latest Practicable Date, the retiring Directors did not have any other interests in Shares or underlying Shares within the meaning of Part XV of the SFO.

Particulars of letters of appointment of Directors

Dr. Rex AUYEUNG Pak-kuen entered into a letter of appointment with the Company. Particulars of the letter of appointment are summarised below:

(i) Appointment is of a term of three years commencing on 6 November 2023 and shall continue thereafter until terminated in accordance with the terms of the agreement. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles.

(ii) Dr. AUYEUNG is entitled to receive an annual director's fee of HK$880,000 (including services rendered in the capacity as the chairman of the Board and an independent non-executive director).

Dr. KO Wing Man entered into a letter of appointment with the Company. Particulars of the letter of appointment are summarised below:

(i) Appointment is of a term of three years commencing on 1 June 2025 and shall continue thereafter until terminated in accordance with the terms of the agreement. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles.

(ii) Dr. KO is entitled to receive an annual director's fee of HK$600,000 (including services rendered in the capacity as the vice chairman of the Board and an independent non-executive director).

Mr. MA Andrew Chiu Cheung entered into a letter of appointment with the Company. Particulars of the letter of appointment are summarised below:

(i) Appointment is of a term of three years commencing on 13 December 2023 and shall continue thereafter until terminated in accordance with the terms of the agreement. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles.

(ii) Mr. MA is entitled to receive an annual director's fee of HK$240,000.

Mr. IP Shu Kwan Stephen entered into a letter of appointment with the Company. Particulars of the letter of appointment are summarised below:

(i) Appointment is of a term of three years commencing on 6 November 2023 and shall continue thereafter until terminated in accordance with the terms of the agreement. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles.

(ii) Mr. IP is entitled to receive an annual director's fee of HK$240,000.

Mr. LI Ling Cheung Raymond entered into a letter of appointment with the Company. Particulars of the letter of appointment are summarised below:

(i) Appointment is of a term of three years commencing on 1 June 2025 and shall continue thereafter until terminated in accordance with the terms of the agreement. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles.

(ii) Mr. LI is entitled to receive an annual director's fee of HK$240,000.

Policy on Directors' emoluments

Emoluments of the executive Directors are determined with reference to (i) the basis of the relevant executive Director's experience, responsibility, workload and the time devoted to the Group; (ii) non-cash benefits that may be provided to the executive Directors under their remuneration package; and (iii) at the discretion of the Board, options and/or awards that may be granted to the executive Directors pursuant to the share option scheme and/or the share award scheme, as part of their remuneration.

Emoluments of the independent non-executive Directors are determined with reference to (i) the duties and responsibilities of the independent non-executive Directors; and (ii) their mutual agreement with the Company.

Other information

Save as disclosed above, there are no other matters concerning the retiring Directors that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

C-MER Medical Holdings Limited
希瑪醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3309)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Annual General Meeting**") of C-MER Medical Holdings Limited (the "**Company**") will be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong, on Wednesday, 20 May 2026, at 5:00 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the "**Director(s)**") and the auditor (the "**Auditor**") of the Company, PricewaterhouseCoopers, for the financial year ended 31 December 2025;

2. (A) To declare a final dividend of HK2.0 cents per Share for the year ended 31 December 2025;

   (B) To declare a special dividend of HK1.0 cent per Share for the year ended 31 December 2025;

3. (A) (i) to re-elect Dr. Rex AUYEUNG Pak-kuen as an independent non-executive Director;

   (ii) to re-elect Dr. KO Wing Man as an independent non-executive Director;

   (iii) to re-elect Mr. MA Andrew Chiu Cheung as an independent non-executive Director;

   (iv) to re-elect Mr. IP Shu Kwan Stephen as an independent non-executive Director;

   (v) to re-elect Mr. LI Ling Cheung Raymond as an independent non-executive Director;

(B) to authorise the board of Directors (the "**Board**") to determine the remuneration of the Directors;

4. To re-appoint the Auditor and to authorise the Board to fix its remuneration;

SPECIAL BUSINESS

5. to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

5A. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued ordinary shares of the Company of HK$0.10 each (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the memorandum and articles of association of the Company (the "**Articles**") and requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall be in addition to any other authorisations given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;

(c) the number of Shares to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the Shares in issue as of the date of passing of this resolution (excluding any treasury shares), and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

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

i. the conclusion of the next annual general meeting of the Company; or

ii. the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or

iii. the date upon which the authority set forth in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting."

5B. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional Shares or securities convertible into Shares, to sell or transfer treasury shares of the Company, and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws, the Articles and the Listing Rules, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above, shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants, debentures and other securities convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers both during and after the end of the Relevant Period;

(c) the aggregate number of the Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (d) below), or (ii) the exercise of any options granted under the share option schemes or similar arrangement for the time being adopted or to be adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries, of options to subscribe for, or rights to acquire Shares of the Company approved by the Stock Exchange, or (iii) any scrip dividend 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, shall not exceed 20% of the total number of the Shares in issue as of the date of passing of this resolution (excluding any treasury shares), and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

"**Relevant Period**" shall have the same meaning as ascribed to it under the resolution set forth in resolution No. 5A(d) above; and

"**Rights issue**" means the allotment, issue or grant of Shares open for a period fixed by the Directors to holders of the Shares or any class of Shares thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or of such 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 recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

Any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and applicable laws and regulations.

5C. "**THAT**:

conditional upon the passing of resolutions Nos. 5A and 5B, the general mandate granted to the Directors pursuant to resolution No. 5B be and is hereby extended by the addition thereto an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the resolution No. 5A, **PROVIDED THAT** such amount shall not exceed 10% of the total number of the Shares in issue as of the date of passing of this resolution (excluding any treasury shares)."

By order of the Board
C-MER Medical Holdings Limited
CHAN Wa Ping
Company Secretary

Hong Kong, 20 April 2026

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his or her or its proxy to attend and vote instead of him or her or it. A member may appoint a proxy in respect of only part of his or her or its holding of Shares. A proxy need not be a shareholder of the Company. For the avoidance of doubt, any treasury shares held by the Company shall not be entitled to vote at the Company's general meeting(s).

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than Monday, 18 May 2026 at 5:00 p.m.) or any adjournment thereof.

4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting and in such event, the instrument appointing a proxy previously submitted shall be deemed to be revoked.

5. Where there are joint 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 were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting the vote of the most senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

6. The Register of Members will be closed from Friday, 15 May 2026 to Wednesday, 20 May 2026 (both days inclusive), during which period no transfer of Shares will be effected in order to determine the entitlement to attend and vote at the Annual General Meeting. All share transfers accompanied by the relevant share certificates, must be lodged with the Registrar at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14 May 2026 for such purpose.

7. The Register of Members will be closed from Thursday, 2 July 2026 to Monday, 6 July 2026 (both days inclusive), during which period no transfer of Shares will be effected in order to determine the entitlement to the final dividend and special dividend. All share transfers accompanied by the relevant share certificates, must be lodged with the Registrar at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 30 June 2026 for such purpose.

8. As of the date of this notice, the Board comprises its chairman and independent nonexecutive Director, Dr. Rex AUYEUNG Pak-kuen; two executive Directors, namely Ms. LI Xiaoting (Vice Chairman and Chief Executive Officer) and Dr. LEE Yau Wing Vincent; and five other independent non-executive Directors, namely Dr. KO Wing Man (Vice Chairman), Mr. MA Andrew Chiu Cheung, Mr. IP Shu Kwan Stephen, Mr. YIN Ke and Mr. LI Ling Cheung Raymond.