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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the EGM of SoftMedx Healthcare Limited (the “Company”) will be held at Unit B, 20/F, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong, at 2:00 p.m. on Wednesday, 27 December 2023:

ORDINARY RESOLUTION

To consider and, if thought fit, pass the following resolution as an ordinary resolution (with or without modifications):

“THAT:

- (a) the restructuring agreement dated 3 November 2023 (the “Restructuring Agreement”, a copy of which has been produced to the Meeting and marked “A” and initialed by the chairman of the EGM for the purpose of identification) entered into between the Company and Multi Omniverse Group Limited (the “Investor”), pursuant to which the Company has conditionally agreed to allot and issue and the Investor has conditionally agreed to subscribe for an aggregate of 1,800,000,000 new shares (“Shares”) of the Company (“Conversion Shares”) at the subscription price of HK\$0.01 per Conversion Share, be and are hereby approved, confirmed and ratified;
- (b) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of and permission to deal in the Conversion Shares, the Directors be and are hereby granted a specific mandate for the allotment and issue of the Conversion Shares in accordance with the terms of the Restructuring Agreement, provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted

or may from time to time be granted to the directors of the Company (“Directors”) by the shareholders of the Company (“Shareholders”) prior to the passing of this resolution; and

- (c) any one or more of the Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents (including under seal, as applicable) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Restructuring Agreement, the allotment and issue of the Conversion Shares and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waiver of any of the matters relating thereto or in connection therewith.”

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as a special resolution (with or without modification):

“**THAT** subject to and conditional (i) upon the passing of resolution numbered 1 above and (ii) the granting of the Whitewash Waiver (as defined below) by the Executive Director (or any of his delegate(s)) of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong to the Investor and the satisfaction of all conditions that may be prescribed for such grant, and that the Whitewash Waiver not having been subsequently revoked or withdrawn, the waiver of the obligation on the part of the Investor to make a mandatory general offer to the shareholders of the Company for all the issued Shares (other than those already owned or agreed to be acquired by the Investor and parties acting in concert with it) (the “Whitewash Waiver”), which would otherwise arise as a result of the Investor subscribing for the Conversion Shares under the Restructuring Agreement pursuant to Note 1 on Dispensations from Rule 26 of The Code on Takeovers and Mergers, be and is hereby approved, and that any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents under seal where applicable as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”

By Order of the Board
SoftMedx Healthcare Limited
Cheung Wai Kwan
Executive Director

Hong Kong, 30 November 2023

Notes:

- (1) A member being entitled to attend and vote at the above meeting is entitled to appoint a proxy or, if the member is a holder of more than one share, more proxies to attend and vote instead of the member. A proxy needs not be a member of the Company.
- (2) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if the joint holders was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of them so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority or the completed form of proxy must be lodged with the Company's share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for holding the meeting.
- (4) Return of the form of proxy or instrument appointing a proxy will not preclude a member from attending the meeting and voting in person at the meeting if the member so desires. If a member attends the meeting after having deposited the form or the instrument, that form or instrument will be deemed being revoked.
- (5) For determining the entitlement of the Shareholders to attend and vote at EGM, the register of members of the Company will be closed from Wednesday, 20 to Wednesday, 27 December 2023 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company not later than 4:30 p.m. on Tuesday, 19 December 2023.

As at the date of this notice, the Board comprises Mr. Cheung Wai Kwan and Mr. Wang Jianguo as executive Directors; and Ms. Hu Xuezhen, Mr. Lin Pinzhuo and Mr. Yiu Chun Wing as independent non-executive Directors.