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## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTIONS

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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SoftMedx Healthcare Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the 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 the transferee(s).

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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)**

- (1) GENERAL MANDATES TO REPURCHASE AND ISSUE NEW SHARES;**
  - (2) RE-ELECTION OF DIRECTORS;**
  - (3) AMENDMENTS TO ARTICLES OF ASSOCIATION;**
  - (4) NOTICE OF ANNUAL GENERAL MEETING**
- 

A notice convening the AGM to be held at 2:00 p.m. on Tuesday, 9 January 2024 at Unit B, 20/F, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong and a proxy form are enclosed with this circular.

Whether or not you are able to attend the AGM, you may complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit at the office of 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 the AGM or any adjournment thereof. Completion and return of the form of proxy or delivery of an instrument appointing a proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof and, in such event, the form of proxy or the instrument appointing a proxy shall be deemed being revoked.

4 December 2023

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be convened and held at 2:00 p.m. on Tuesday, 9 January 2024
“Articles of Association”	the memorandum and articles of association of the Company
“Board”	the board of Directors
“Company”	SoftMedx Healthcare Limited, a company incorporated in Hong Kong with limited liability, 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 granted to the Board to the effect that any Share repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“General Mandate”	the general mandate to be granted to the Board for the Company to allot, issue and deal with 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”	29 November 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“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 Future Ordinance (Cap 571 of the laws of Hong Kong)
“Share”	the ordinary share 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

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Cheung Wai Kwan

Mr. Wang Jianguo

*Registered Office:*

Level 38, Infinitus Plaza

199 Des Voeux Road Central

Hong Kong

*Independent Non-executive Directors:*

Ms. Hu Xuezheng

Mr. Lin Pinzhuo

Mr. Yiu Chun Wing

4 December 2023

*To the Shareholders*

Dear Sir or Madam,

- (1) GENERAL MANDATES TO REPURCHASE AND ISSUE NEW SHARES;  
(2) RE-ELECTION OF DIRECTORS;  
(3) AMENDMENTS TO ARTICLES OF ASSOCIATION;  
(4) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM.

#### GENERAL MANDATE AND REPURCHASE MANDATE

The Board proposes to seek the Shareholders' approval to grant to the Directors the General Mandate (including the Extension Mandate) and the Repurchase Mandate.

An ordinary resolution will be proposed to give the Directors an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with new Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of up to 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 the extending the General Mandate (i.e. Extension Mandate) authorising the Directors to allot, issue and deal with 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 and assuming that there will be no change in the number of issued Shares between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot, issue and deal with a maximum of 65,207,365 Shares under the General Mandate.

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## LETTER FROM THE BOARD

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An ordinary resolution will be proposed to give the Directors an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of up to 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 and assuming that there will be no change in the number of issued Shares between the Latest Practicable Date and the date of the AGM, the Company would be allowed to repurchase a maximum of 32,603,682 Shares under the Repurchase Mandate. An explanatory statement, which contains the requisite information required under the Listing Rules to enable Shareholders to make an informed decision as to whether to vote for or against the resolution approving the Repurchase Mandate in connection with the Repurchase Mandate is set out in Appendix I to this circular.

The General Mandate (including the Extended Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the relevant resolutions up to (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 is 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 Extended Mandate) or the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

### RE-ELECTION OF DIRECTORS

Mr. Lin Pinzhuo and Mr. Yiu Chun Wing shall retire from office at the AGM in accordance with the Articles of Association, and being eligible, will offer themselves for re-election as independent non-executive Directors at the AGM. Details of Mr. Lin and Mr. Yiu are set out in Appendix II to this circular.

### AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes certain amendments to the Articles of Association to align with changes to the amended Appendix 3 to the Listing Rules which took effect on 1 January 2022. The proposed amendments are subject to approval of the Shareholders by way of a special resolution at the AGM. The legal adviser of the Company as to Hong Kong laws has confirmed to the Company that the amendments comply with the requirements of the Listing Rules and do not violate the Hong Kong laws. The Company also confirms that there is nothing unusual in the amendments for the Company as a company listed on the Stock Exchange. Details of the amendments are set out in Appendix III to this circular. The Chinese translation of the Articles of Association set out in the Chinese version of this circular is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, this English version shall prevail.

### AGM

The AGM will be held at Unit B, 20/F, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong at 2:00 p.m. on Tuesday, 9 January 2024 for the Shareholders to consider and, if thought fit, pass the resolutions for approving (i) the grant of the General Mandates (including the Extension Mandate) and the Repurchase Mandate to the Directors; (ii) the re-election of Directors and (iii) the amendments to the Articles of Association.

A form of proxy for use at the AGM is enclosed with this circular. Shareholders may complete and deposit the form at the office of 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 for holding of the AGM or any adjournment thereof. Return of the form of proxy or delivery of an instrument appointing a proxy will not preclude that Shareholder from attending and voting in person at the AGM and, in such event, the form of proxy or the instrument appointing the proxy shall be deemed being revoked.

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 from time to time, the Company has been taking

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## LETTER FROM THE BOARD

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steps to address the concerns of the SFC 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 board of directors and management of the vendor (and its holding company) of the sale of 9.9% issued shares of New Ray Medicine International Holding Limited to a subsidiary of the Company as at the date of that transaction. As such, if it is to the reasonable belief of the chairperson 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 chairperson of a general meeting of the Company on the qualification of the voters (and thus their votes) shall be final and conclusive.

For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 4 to Tuesday, 9 January 2024 (both dates inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the office of 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 Wednesday, 3 January 2024.

### RESPONSIBILITY STATEMENT

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.

### RECOMMENDATION

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

Yours faithfully  
For and on behalf of the Board  
**SoftMedx Healthcare Limited**  
Cheung Wai Kwan  
*Executive Director*

This Appendix I serves as an explanatory statement to Shareholders relating to the resolution authorising the Repurchase Mandate and contains the information pursuant to the Listing Rules as follows:

**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 Directors consider 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, lead to an enhancement of the net assets and/or earnings per Share. The Repurchase Mandate will only be exercised when the Directors believe 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**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements of the Company as at 31 December 2022, being the date of its latest published audited consolidated financial statements). However, the Directors do 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**

As at the Latest Practicable Date, none of the Director or their close associates or core connected persons (as defined in the Listing Rules) has notified the Company that they have intention to sell Shares to the Company nor have they undertaken not to do so after the Repurchase Mandate is approved by the Shareholders 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 due to repurchase of Shares pursuant to the Repurchase Mandate will be treated as an acquisition for purposes of the Takeovers Code. If, as a result of such repurchase, a Shareholder (or a group of Shareholders acting in concert as defined under the Takeovers Code) obtains or consolidates control of the Company, that Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that it will result in any of the Shareholders being obliged to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 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.

Particulars of the Directors who will retire from office at the AGM and, being eligible, have offered themselves for re-election at the AGM, are set out below:

#### RE-ELECTION OF DIRECTORS

Mr. Lin Pinzhuo, aged 57, has 30 years of experience in product commercialization, production, marketing and distribution. He has held management positions in a number of telecommunications and technology companies in China. Mr. Lin graduated from Shenzhen University with specialization in electronics and computer science. Mr. Lin was appointed as an independent non-executive Director in February 2023.

Mr. Lin has not entered into a service contract with the Company and he is entitled to a director's fee of HK\$96,000 per annum, which was determined with reference to his duties and responsibility and the prevailing market condition. Mr. Lin (i) does not hold any other position in the Company and members of the Group; (ii) did not hold directorship in any other listed public companies in the past three years; (iii) does not have relationship with any other director, senior management and substantial shareholder of the Company; and (iv) does not have, and is not deemed to have any interest or short positions in any share, underlying share of the Company (as defined under Part XV of the SFO).

Mr. Yiu Chun Wing, aged 40, has 18 years of experience in the areas of audit, financial management and reporting and corporate governance. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yiu had years of audit experience at a number of accounting firms and is currently the company secretary of a telecommunications company in China. Mr. Yiu holds a bachelor's degree in accounting from The Hong Kong University of Science and Technology. Mr. Yiu was appointed as an independent non-executive Director in December 2022.

Mr. Yiu has not entered into a service contract with the Company and is entitled to a director's fee of HK\$120,000 per annum, which was determined with reference to his duties and responsibility and the prevailing market condition. Mr. Yiu (i) does not hold any other position in the Company and members of the Group; (ii) did not hold directorship in any other listed public company in the past three years; (iii) does not have relationship with any other director, senior management and substantial shareholder of the Company; and (iv) does not have, and is not deemed to have any interest or short positions in any share, underlying share of the Company (as defined under Part XV of the SFO).

Save as disclosed above and as far as the Board is aware, there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor is there any other matter relating to the re-election of Mr. Lin and Mr. Yiu as independent non-executive Directors that needs to be brought to the attention of the Shareholders.

## APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

*The following are the changes to the Articles of Association.*

<b>Preliminary</b>	<b>Proposed amendments</b>		
1.	The Regulations contained or incorporated in Table A in the First Schedule to the <u>former</u> Companies Ordinance (Chapter 32) shall not apply to the Company.		Table A not to apply
Definition of “the Statutes” in Article 2	<u>“the Companies Ordinance” or “the Statutes”</u>	The Companies Ordinance (Chapter <u>62232</u> ) and every other Ordinance from time to time in force concerning companies in so far as the same apply to the Company;	
<b>Articles No.</b>	<b>Proposed amendments</b>		
9	<u>Intentionally left blank</u> <del>In the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than 5 per cent. of the nominal amount of the share.</del>		<del>Minimum payment on allotment to public</del>
<u>13A</u>	<u>The Company shall cause to be kept a Register and there shall be entered therein the particulars required under the Statutes.</u>		
<u>13B</u>	<u>The Register shall be open for inspection by members during business hours between 10 a.m. and 12 noon (except when the Register is closed). The Company may close the Register on terms equivalent to the relevant sections of the Statutes.</u>		
16.	If any certificate shall be worn out, destroyed or lost, it may be replaced upon payment of an issue fee, if any, <del>not exceeding two Hong Kong dollars</del> or such other sum as the Board may determine together with the amount of any other costs and expenses which the Company has incurred in connection with the matter, and on such evidence being produced as the Board shall require, and in the case of wearing out on delivering up of the old certificate, and in the case of destruction or loss on execution of such indemnity (if any) as the Board shall require. Without prejudice to the generality of the foregoing, where the Company has issued share warrants to bearer, no new share warrant to bearer shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company had received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.		New Certificates
17.	(A) Subject to the Statutes, the special rights attached to any class of shares for the time being forming part of the capital of the Company may be varied or abrogated either while the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holders of three-fourths in <del>nominal value of</del> the issued shares of <del>the that</del> class, or with the sanction of a Special Resolution passed at a separate meeting of holders of the shares of the class. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or the proceedings thereat shall <i>mutatis mutandis</i> apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in <del>nominal value of</del> the issued shares of <del>the that</del> class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present any two persons holding or representing by proxy shares of the class or his proxy shall be a quorum, whatever the number of shares held by them), and that every holder of shares of the class present in person or by proxy shall, on a poll, have one vote in respect of every share of the class held by him and shall be entitled to demand a poll.		Variation of rights

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## APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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55. ~~Except as provided by the Statutes the~~ The Company shall hold a General Meeting for each financial year as its Annual General Meeting, which is within 6 months after the end of the Company's financial year (unless a longer period would not infringe the requirements of the Statutes and the Listing Rules) in each year hold a General Meeting as its Annual General Meeting in accordance with the requirements of the Statutes. Annual General Meeting
57. All General Meetings shall be held at such time and place(s) as the Board may determine. Time and place of General Meetings
58. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened by the Board upon any requisition in accordance with the Statutes by the members individually or collectively holding not less than 5% of the issued shares of the Company, on a one vote per share basis in the share capital of the Company, who may also add resolution(s) to the Meeting agenda as provided by and subject to the Statutes, the Listing Rules and these Articles made in accordance with the Statutes, or in default may be convened by such requisitionists as thereby provided. Any meeting convened by such requesting members ~~requisitionists as aforesaid~~ shall be convened at such time and place(s) as may be determined by the Board ~~in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.~~ Power to convene an Extraordinary General Meeting
- 58A. Subject to the maintenance of the order of the General Meeting by the Chairman of the General Meeting and other provisions of these Articles, all members shall have the right to speak and vote at the General Meeting except where such member is required by these Articles to abstain from voting to approve the matter under consideration.
59. An annual general meeting and any extraordinary general meeting of the Company at which the passing of a special resolution is to be considered shall be called by notice in writing of not less than twenty-one clear days or twenty clear business days (whichever is longer) and any extraordinary general meeting of the Company at which the passing of a special resolution is to be considered shall be called by notice in writing of not less than twenty one clear days or ten clear business days (whichever is longer). All other extraordinary general meetings of the Company shall be called by notice in writing of not less than fourteen clear days or ten clear business days (whichever is longer). The period of notice as aforesaid shall be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company. Notice
66. Save as in these Articles otherwise provided, ~~two three~~ two members present in person or by proxy or (in the case of a member being a corporation) by its duly authorized representative or, for quorum purposes only, two persons appointed by a clearing house as authorized representative or proxy and entitled to vote shall be a quorum. No business shall be transacted at any General Meeting unless a quorum is present. Quorum for meetings
- 69A. The Board and, at any General Meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction that the Board or the Chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any person who refuses to comply with any such arrangement,

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## APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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requirement or restriction may be refused entry to the meeting, asked to leave the meeting or ejected from the meeting by the Chairman of the Meeting. The decision by the Chairman on such matters shall be final and conclusive.

70.(2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

- (a) by at least ~~three~~ two members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy or two persons appointed by a clearing house as authorized representative or proxy for the time being entitled to vote at the meeting; or

71. No objection shall be raised to (i) the qualification of any voter; (ii) any votes that are counted which ought not to have been counted or which might have been rejected; or (iii) any votes that are not counted which ought to have been counted except at the meeting or adjourned meeting or poll at which the vote objected to is given or tendered, and every vote not disallowed at such meeting or poll shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive. Objections

~~if:~~

- ~~(i) any objection is raised to the qualification of any voter; or~~
- ~~(ii) any votes are counted which ought not to have been counted or which might have been rejected; or~~
- ~~(iii) any votes are not counted which ought to have been counted;~~

~~the objection or error shall not vitiate the decision of the meeting on any resolution unless the same is raised or pointed out at the meeting or adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the Chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the Chairman decides that the same may have affected the decision of the meeting. The decision of the Chairman on such matters shall be final and conclusive.~~

76A. If it is to the reasonable belief of the Chairman of a General Meeting that there is any vote which is not in compliance with the Listing Rules or the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), such vote will not be counted towards the vote at the general meeting. In case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same and such determination shall be final, binding and conclusive.

77. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares or stipulated in the terms of issue of any shares, at any general meeting on a poll every member who (being an individual) is present in person or by proxy or (in the case of a member being a corporation) a representative duly authorised under section 606 or 607 ~~445~~ of the Companies Ordinance shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up and shall have for every partly-paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount paid up or credited as paid up thereon bears to the nominal value of the share (but no amount paid or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid up on the share). On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. Voting rights

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APPENDIX III      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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- 78A.            (1) Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative to attend and vote at any meeting of the Company, or at any meeting of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.      Corporate representatives
- (2) Without prejudice to Article 78(A), if a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) or its nominee is a member of the Company, it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any General Meeting or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised will be entitled to exercise the same rights and powers on behalf of the recognised clearing house or its nominee which he represents as that clearing house or its nominee could exercise as if such person were an individual member of the Company, including the right to speak and vote and, on a show of hands, each such person shall be entitled to a separate vote.      Representative(s) of a recognized clearing house
- 87                Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form). The instrument of proxy, which need not be witnessed, shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. A corporation may execute a form of proxy under the hand of a duly authorised officer.      Form of and authority of proxies
96.                (G) ~~if all the other~~ majority of the Directors ~~unanimously~~ resolve that he be removed as a Director.
151.                Auditors shall be appointed and removed and their duties regulated in accordance with the Statutes.      Auditors
- 151A.                Subject as otherwise provided by the Statutes, the remuneration of the Auditors shall by ordinary resolution be fixed by the Board in General Meeting, provided always that in respect of any particular year the Company in General Meeting may delegate the fixing of such remuneration to the Board.
- 159A.                Subject to the Statutes and any other applicable laws, the Company may be wound up voluntarily by special resolution in a General Meeting.

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## NOTICE OF AGM

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the AGM 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 Tuesday, 9 January 2024:

#### ORDINARY RESOLUTIONS

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

1. To receive and consider the audited consolidated financial statements and reports of the directors (the “Directors”) and auditors of the Company for each of the six years ended 31 December 2017 to 2022;
2.
  - (a) To re-elect Mr. Lin Pinzhuo as an independent non-executive Director;
  - (b) To re-elect Mr. Yiu Chun Wing as an independent non-executive Director;
3. To authorise the board of Directors to fix the Directors’ remuneration;
4. To re-appoint the auditors of the Company and to authorise the board of Directors to fix its remuneration;
5. “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;
  - (a) 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 option scheme of the Company; or

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## NOTICE OF AGM

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(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 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;

- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest 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).”

6. “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 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 whichever is the earliest 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.”

7. “THAT the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 5 above in respect of the number of Shares referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

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## NOTICE OF AGM

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### SPECIAL RESOLUTION

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

“THAT the proposed amendments to the existing articles of association of the Company (the “Proposed Amendments”), details of which are set out in the section headed “APPENDIX III — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION” in the circular of the Company dated 4 December 2023, be and are hereby approved and confirmed; and any one or more of the directors of the Company or the company secretary of the Company be and is/are hereby authorised to execute all such documents and do all such other acts and things as he may, or in his absolute discretion, consider necessary, desirable or expedient to effect the Proposed Amendments and any of the foregoing.”

Yours faithfully  
For and on behalf of the Board  
**SoftMedx Healthcare Limited**  
Cheung Wai Kwan  
*Executive Director*

Hong Kong, 4 December 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 AGM, the register of members of the Company will be closed from Thursday, 4 to Tuesday, 9 January 2024 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at AGM, 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 Wednesday, 3 January 2024.