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

If you have sold or transferred all your shares in **Mediwelcome Healthcare Management & Technology Inc.**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Mediwelcome Healthcare Management & Technology Inc.

麥迪衛康健康醫療管理科技股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2159)

**PROPOSALS FOR
GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED ADOPTION OF
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting to be held at Conference Room 1, 12th Floor, Parkview Place, 2 East 4th Ring Road, Chaoyang District, Beijing, PRC on Wednesday, 28 June 2023 at 10:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>) and the Company (<http://www.mediwelcome.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office 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 the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, 26 June 2023) 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 if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

28 April 2023

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room 1, 12th Floor, Parkview Place, 2 East 4th Ring Road, Chaoyang District, Beijing, PRC on Wednesday, 28 June 2023 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof
“Articles” or “Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Buyback Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Companies Act” or “Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Mediwelcome Healthcare Management & Technology Inc. (麥迪衛康健康醫療管理科技股份有限公司) (stock code: 2159), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting

DEFINITIONS

“Latest Practicable Date”	18 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	19 January 2021, being the date on which the Shares first become listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Mediwelcome Beijing”	Mediwelcome Beijing Healthcare Technology Co., Ltd.* (北京麥迪衛康醫療科技有限公司), one of the PRC Operating Entities
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company as amended, supplemented or otherwise modified from time to time
“New Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“PRC Operating Entities”	companies which have been making contributions to the Group’s operational and financial results and whose financial results have been consolidated and accounted as the subsidiaries of the Company through share interests or by virtue of the contractual arrangements as described in the section headed “Contractual Arrangements” in the Prospectus
“Proposed Amendments”	the proposed amendments to the existing Memorandum and Articles as set out in Appendix III to this circular
“Prospectus”	the prospectus of the Company dated 31 December 2020
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of the Company of HK\$0.00001 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



Mediwelcome Healthcare Management & Technology Inc.
麥迪衛康健康醫療管理科技股份有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2159)

Executive Directors:

Mr. Shi Wei (*Chairman*)
Mr. Yang Weimin
Mr. Wang Liang
Mr. Wang Wei
Mr. Sui Huijun

Non-executive Directors:

Ms. Zhang Yitao
Mr. Liu Xia

Independent Non-executive Directors:

Mr. Song Ruilin
Mr. Fei John Xiang
Mr. David Zheng Wang
Mr. Yang Xiaoxi

Registered Office:

Floor 4, Willow House
Cricket Square
Grand Cayman KY1-9010
Cayman Islands

Headquarter:

10/F–12/F, Parkview Place
2 East 4th Ring Road
Chaoyang District
Beijing
PRC

Principal Place of Business

in Hong Kong:
35/F, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

28 April 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS,
PROPOSED ADOPTION OF
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Wednesday, 28 June 2023 for (i) the granting of the Issuance Mandate, (ii) the granting of the Buyback Mandate, (iii) the re-election of Directors, and (iv) the proposed adoption of the New Memorandum and Articles of Association.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 24 June 2022, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 40,000,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Buyback Mandate contained in item 6 of the notice of Annual General Meeting will also be proposed at the Annual General Meeting.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 24 June 2022, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buyback Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 20,000,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate is set out in Appendix I to this circular.

4. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 16.18 of the Articles of Association, Mr. Sui Huijun, Ms. Zhang Yitao, Mr. Liu Xia and Mr. Song Ruilin shall retire from office by rotation at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors who offer themselves for re-election with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy (including diversity aspects as to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) and Director Nomination Policy and the Company's corporate strategy. Having considered the aforesaid factors, the Nomination Committee nominated all the retiring Directors to the Board for it to recommend to the Shareholders for re-election at the Annual General Meeting.

The Nomination Committee had also assessed and reviewed the written confirmation of independence of each of the independent non-executive Directors during the year ended 31 December 2022 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them remain independent. The Board, having considered the recommendation of the Nomination Committee, is of the view that Mr. Song Ruilin remains independent and will continue to contribute to the Board with his extensive experience in the fields of pharmaceuticals and healthcare to bring objective and independent judgement to the Board and contribute to diversity of the Board.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

5. PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to make the Proposed Amendments to the existing Memorandum and Articles to be in line with the latest legal and regulatory requirements, including the amendments to Appendix 3 to the Listing Rules which took effect on 1 January 2022. In view of the number of the proposed changes, the Board proposes to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles. A summary of the major changes brought about by the adoption of the New Memorandum and Articles of Association are set out below:

- (1) to update the definition of "Companies Act" to bring it in line with the Companies Act;
- (2) to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within 6 months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any);
- (3) to update the provision regarding the convening of an extraordinary general meeting that general meetings shall be convened on the written requisition of any one or more member(s);
- (4) to provide that all Shareholders for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall have the right to speak at any general meetings of the Company;

LETTER FROM THE BOARD

- (5) to provide that a recognised clearing house may appoint or authorise such person or persons as it thinks fit to act as its representative(s) at general meetings and creditors meetings of the Company;
- (6) to clarify that any Director appointed either by the Board or the Company shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
- (7) to clarify that the appointment, removal and remuneration of the auditor(s) of the Company shall require the approval of an ordinary resolution of the members in general meeting;
- (8) to clarify that the Company shall at every annual general meeting fix the remuneration of the auditor(s) of the Company in the manner specified in the resolution;
- (9) to provide that the members of the Company may, at a general meeting to remove any auditor of the Company, appoint a new auditor in place of the auditor so removed for the remainder of the term;
- (10) to clarify that any auditor(s) appointed to fill causal vacancy shall hold office until the next annual general meeting after his appointment;
- (11) to provide that the Company may by special resolution resolve that the Company be wound up voluntarily; and
- (12) to specify that the financial year of the Company shall end on the 31st day of December in each year unless the Directors prescribe some other period therefor.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting, and will become effective upon the approval by the Shareholders at the Annual General Meeting. Prior to the passing of the special resolution at the Annual General Meeting, the existing Memorandum and Articles of Association shall remain valid.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The Proposed Amendments and the New Memorandum and Articles of Association are prepared in the English language. The Chinese translation thereof is for reference only and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 21 to 25 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting decides to allow a resolution to be voted by a show of hands pursuant to the Listing Rules. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>) and the Company (<http://www.mediwelcome.com>). To be valid, the form of proxy must be completed and signed 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 notarially certified copy of that power or authority, at the Company's branch share registrar and transfer office 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 the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, 26 June 2023) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

7. RECOMMENDATION

The Directors consider that the proposed granting of the Issuance Mandate and the Buyback Mandate, the proposed re-election of Directors and the proposed adoption of the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. 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 Group. 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 are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Mediwelcome Healthcare Management & Technology Inc.
Shi Wei
Chairman and Executive Director

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 200,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 200,000,000 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, a total of 20,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Buyback Mandate is in the best interests of the Company and the Shareholders.

Share repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

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 consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	1.54	0.85
May	1.24	1.05
June	1.30	1.06
July	1.20	1.05
August	1.20	0.95
September	1.01	0.66
October	0.76	0.65
November	1.09	0.68
December	1.50	0.89
2023		
January	1.96	1.24
February	1.90	1.36
March	1.72	1.10
April (<i>up to the Latest Practicable Date</i>)	1.18	1.02

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Buyback Mandate in accordance with the Listing Rules, Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Shi Wei, Mr. Yang Weimin, Ms. Zhang Yitao, Mr. Wang Liang, Ji Ze Investment Management Company Limited, Shun Jia Investment Management Company Limited, He Hui Wan Yi Investment Management Company Limited and Tai Zhi Feng Investment Management Company Limited (collectively, the "**Controlling Shareholders**"), controlling shareholders (as defined in the Listing Rules) of the Company, were beneficially interested in an aggregate of 108,519,000 Shares, representing approximately 54.26% of the issued share capital of the Company. In the event that the Directors exercise the proposed Buyback Mandate in full and assuming that there is no other change in the issued share capital of the Company between the Latest Practicable Date and the date of Share repurchase, the aggregate shareholding of the Controlling Shareholders would be increased to approximately 60.29% of the issued share capital of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation on the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares had been made by the Company (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

The following are details of the Directors who, being eligible, offer themselves for re-election at the Annual General Meeting.

(1) MR. SUI HUIJUN (睦輝俊)

Mr. Sui Huijun, aged 38, was appointed as an executive Director on 18 September 2019. Mr. Sui is also the vice president of the Company and responsible for the strategic planning and business operations of the medical and marketing businesses of the Group.

Mr. Sui joined the Group as the account manager at Mediwelcome Beijing, where he was responsible for brand management from August 2006 to September 2012. He has been serving as the vice general manager at the Shanghai branch of Mediwelcome Beijing since September 2012, where he is mainly responsible for overall operations and management of the Shanghai branch. Mr. Sui currently also serves as an executive director of the Group and the general manager of Shanghai Xuanmai Public Relationship Consulting Co., Ltd.* (上海煊麥公關策劃有限公司) (“**Xuanmai**”), one of the PRC Operating Entities wholly-owned by Mediwelcome Beijing, where he is responsible for overall operations and management and business planning of the medical and marketing businesses of the Group and Xuanmai.

Mr. Sui obtained his bachelor’s degree in advertising from Xuzhou Normal University (徐州師範大學), later known as Jiangsu Normal University (江蘇師範大學) in the PRC in June 2006.

As at the Latest Practicable Date, Mr. Sui had the following interests in the Company within the meaning of Part XV of the SFO:

Long position in the Shares

Name of Director	Nature of Interest	Number of Shares⁽¹⁾	Total Number of Shares⁽¹⁾	Approximate Percentage of Shareholding⁽¹⁾
Sui Huijun	Beneficial owner	2,000,000 (L)	2,000,000 (L)	1.00%

Note:

- (1) The Letter “L” denotes the person’s long position in the Shares. The percentage of shareholding was calculated based on Company’s total issued shares of 200,000,000 Shares as at the Latest Practicable Date.

Mr. Sui has entered into a service contract with the Company for a term of three years commencing from the Listing Date. His appointment is subject to termination at any time by either party giving to the other not less than three months’ notice in writing or payment in lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Sui is entitled to an annual remuneration of RMB349,000 (excluding any discretionary bonus) which was determined with reference to the Company’s operating results, individual performance and comparable market statistics.

(2) MS. ZHANG YITAO

Ms. Zhang Yitao, aged 56, was appointed as a non-executive Director on 18 September 2019. She is responsible for participating in the formulation of major decisions of the Group.

From July 1986 to May 1990, Ms. Zhang served as a nurse in the endocrinology department of China-Japan Friendship Hospital (中日友好醫院). From June 1990 to September 1990, Ms. Zhang served as a technician in Beijing Institute of Clinical Medicine (衛生部臨床檢驗中心). Ms. Zhang subsequently worked at the Department of Molecular Pharmacology at Albert Einstein College of Medicine as a researcher. Since October 1993, Ms. Zhang served as the senior research assistant of Joslin Diabetes Center of Harvard Medical School, where she was responsible for the general maintenance of the laboratory and conducted certain aspects of experiments.

Ms. Zhang was one of the holders of equity interest of Mediwelcome Beijing from May 2009 to April 2019 and served as one of the directors at Mediwelcome Beijing from April 2016 to April 2019, where she was responsible for public relations.

Ms. Zhang graduated from Beijing Secondary Professional School (北京中等專業學校) in the PRC in July 1986, where she completed the curriculum of nursing.

As at the Latest Practicable Date, Ms. Zhang had the following interests in the Company within the meaning of Part XV of the SFO:

Long position in the Shares

Name of Director	Nature of Interest	Number of Shares⁽¹⁾	Total Number of Shares⁽¹⁾	Approximate Percentage of Shareholding⁽¹⁾
Zhang Yitao	Interest in a controlled corporation	25,415,000 (L)	108,519,000(L) ⁽³⁾	54.26%
	Interest held jointly with another person	83,104,000 (L) ⁽²⁾		

Notes:

- (1) The Letter "L" denotes the person's long position in the Shares. The percentage of shareholding was calculated based on Company's total issued shares of 200,000,000 Shares as at the Latest Practicable Date.
- (2) The Company's ultimate controlling shareholders, Mr. Shi Wei, Mr. Yang Weimin, Ms. Zhang Yitao and Mr. Wang Liang, are parties acting in concert and on 13 October 2019, they entered into written agreement to, among others, confirm their acting-in-concert arrangement. Please refer to the section

headed “History and Reorganization — Parties Acting in Concert” in the Prospectus for further details. By virtue of the SFO, each controlling shareholder is deemed to be interested in the Shares beneficially owned by other controlling shareholders.

- (3) Ms. Zhang Yitao was deemed to be interested in 108,519,000 Shares, among which 25,415,000 Shares were held by He Hui Wan Yi Investment Management Company Limited, a company wholly-owned by Ms. Zhang Yitao, and 83,104,000 Shares were held jointly with another person as stated in Note (2).

Ms. Zhang has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date. Her appointment is subject to termination at any time by either party giving to the other not less than three months’ notice in writing or payment in lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Ms. Zhang has not received any remuneration for her appointment as a non-executive Director.

(3) MR. LIU XIA (劉夏)

Mr. Liu Xia, aged 42, was appointed as a non-executive Director on 18 September 2019. He is responsible for participating in formulation of major decisions of the Group.

From July 2003 to August 2006, Mr. Liu worked as the assistant of office director in National Satellite Ocean Application Center (國家衛星海洋應用中心), where he was responsible for the administrative management and financial management. From June 2012 to June 2013, Mr. Liu worked as the general manager in financial consulting department of Lianxun Securities Co., Ltd. (聯訊證券有限責任公司), where he was responsible for providing advisory services to listed companies on mergers and acquisitions and financial matters. From July 2013 to July 2017, Mr. Liu worked as the general manager in small and medium-sized enterprises investment banking and listing business department of Guodu Securities Co., Ltd.* (國都證券股份有限公司), where he was responsible for investment banking related business. Mr. Liu has served as a vice general manager in Guodu Venture Investment Co., Ltd.* (國都創業投資有限責任公司) since July 2017 and a director of Shanghai Zhaoyan Education Science and Technology Co., Ltd. (上海兆研教育科技有限公司) since December 2017, respectively, where he was responsible for private equity investment management and fund management. He was a partner of Beijing Yanyuan Dongli Capital Management Co., Ltd. (北京燕園動力資本管理有限公司) from July 2020 to July 2021. He was the general manager of Beijing Zhongzhun Yuanlue Consultancy Co., Ltd. (北京中准遠略諮詢有限公司) in July 2021.

Mr. Liu has been serving as one of the directors of Mediwelcome Beijing since January 2018 and is responsible for participating in the company’s overall operations and planning.

Mr. Liu received his bachelor’s degree in public affairs from Renmin University of China (中國人民大學) in the PRC in July 2003 and later received his master’s degree in business administration from Peking University (北京大學) in the PRC in January 2009.

Mr. Liu has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date. His appointment is subject to termination at any time by either party giving to the other not less than three months’ notice in writing or payment in

lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Liu has not received any remuneration for his appointment as a non-executive Director.

(4) MR. SONG RUILIN (宋瑞霖)

Mr. Song Ruilin, aged 60, was appointed as an independent non-executive Director on 21 December 2020. He is responsible for supervising the Board and providing independent judgment to the Board. He is also a member of each of the audit committee and remuneration committee of the Company.

Mr. Song has extensive experience in the research of the PRC healthcare and drugs laws and policies, and was involved in the drafting and review of a number of current PRC laws and regulations on healthcare and drugs. Mr. Song has previously served as the deputy director of the Legislative Affairs Office of the State Council of the PRC (中華人民共和國國務院法制辦公室). Mr. Song is currently the executive chairman of the China Pharmaceutical Industry Research and Development Association (中國醫藥創新促進會). He is also a specially-invited expert of Talent Pool Participating in and Discussing State Affairs of the CPPCC, consultant expert of Participating in and Discussing State Affairs of the Chinese Peasants and Workers Democratic Party, expert of the expert pool of the Price and Cost Investigation Center of the National Development and Reform Commission, member of the Biotech Advisory Panel of the Stock Exchange, vice chairman of China Alliance of Rare Diseases (CARD), honorary director of Chinese Pharmaceutical Association (CPA), standing director of Chinese Pharmacist Association, director of Bethune Charitable Foundation, visiting researcher of Shanghai Jiao Tong University, etc.

Mr. Song has been serving as a non-executive director at Luye Pharma Group Ltd. (綠葉製藥集團有限公司) (stock code: 02186) since March 2017 and an independent non-executive director at Shanghai Henlius Biotech, Inc. (上海復宏漢霖生物技術股份有限公司) (stock code: 2696) since September 2019. Mr. Song has been the independent non-executive director of Simcere Pharmaceutical Group Limited (先聲藥業集團有限公司) (stock code: 2096) since 19 November 2019 and the independent non-executive director of Jacobio Pharmaceuticals Group Co., Ltd. (加科思藥業集團有限公司) (stock code: 1167) since 21 December 2020, the four companies above are listed on the Stock Exchange. He has been serving as an independent director of Shenzhen Chipscreen Biosciences Co., Ltd. (深圳微芯生物科技股份有限公司) (stock code: 688321), a company listed on the Shanghai Stock Exchange, since August 2018.

Mr. Song served as an independent director of Boya Bio-pharmaceutical Group Co. Ltd. (博雅生物製藥集團股份有限公司) (stock code: 300294.SZ) from March 2017 to March 2021; an independent director of Tibet Aim Pharm. Inc. (西藏易明西雅醫藥科技股份有限公司) (stock code: 002826.SZ) from August 2015 to August 2021; an independent director of Shanxi Zhendong Pharmaceutical Co., Ltd. (山西振東製藥股份有限公司) (stock code: 300158.SZ) from June 2015 to June 2021; an independent director of Zhejiang Jolly Pharmaceutical Co., Ltd. (浙江佐力藥業股份有限公司) (stock code: 300181.SZ) from July 2009 to January 2014 and an independent director of Jointown Pharmaceutical Group Co., Ltd. (九州通醫藥集團股份有限公司) (stock code: 600998.SH) from November 2008 to November 2014.

Mr. Song received his bachelor's degree in law from China University of Political Science and Law (中國政法大學) in the PRC in July 1985 and later received his master's degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in November 2004. Mr. Song graduated from China Pharmaceutical University (中國藥科大學) in the PRC in December 2018 and received his doctor's degree in social and administrative pharmacy.

Mr. Song has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date. His appointment is subject to termination at any time by either party giving to the other not less than three months' notice in writing or payment in lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Song is entitled to an annual remuneration of HK\$350,000 (excluding any discretionary bonus) which was determined with reference to the Company's operating results, individual performance and comparable market statistics.

Save as disclosed herein, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, the above Directors do not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares or underlying shares of the Company or any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

The following are the Proposed Amendments to the existing Memorandum and Articles brought about by the adoption of the New Memorandum and Articles of Association.

Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Memorandum and Articles.

THE ARTICLES OF ASSOCIATION**THE COMPANIES ACT (~~AS REVISED 2020~~****~~REVISION~~) OF THE CAYMAN ISLANDS****COMPANY LIMITED BY SHARES****SECOND AMENDED AND RESTATED****ARTICLES OF ASSOCIATION****OF****MEDIWELCOME HEALTHCARE****MANAGEMENT & TECHNOLOGY INC.****麥迪衛康健康醫療管理科技股份有限公司**

(~~conditionally~~ adopted by special resolution passed on ~~28 June 2023~~ ~~21 December 2020~~ and effective on the date on which the shares of the Company are listed on The Stock Exchange of Hong Kong Limited)

Specific amendments**Article No. Proposed amendments showing changes to the existing Articles**

- 2.2 “Companies Act” shall mean the Companies Act (~~2020 Revision~~As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments or revisions thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
- 12.1 The Company ~~must~~shall hold a general meeting as its annual general meeting in each financial year ~~other than the year of the Company’s adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise).~~ Such meeting must be held within six months after the end of the Company’s financial year (unless a longer period would not infringe the Listing Rules, if any). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.
- 12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened and resolutions to a meeting agenda shall be added on the written requisition of any ~~one~~two or more ~~members~~member(s) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the ~~requisitionists~~requisitionist(s), provided that such ~~requisitionists~~requisitionist(s) held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company for the transaction of any business or resolution specified in such requisition. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company for the transaction of any business or resolution specified in such requisition. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Article No. Proposed amendments showing changes to the existing Articles

- 13.11 All members for the time being entitled to receive notice of and to attend and vote at general meetings (or in the case of a member being a corporation, its duly authorised representative), shall have the right to speak at any general meetings of the Company.
- 14.1 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, or where a member is required under the Listing Rules to abstain from voting, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
- 14.15 If a recognised clearing house (or its nominee(s)) is a member it may appoint or authorise such person or persons as it thinks fit to act as its representative(s) at any ~~general~~ meeting of the Company (including general meeting and creditors meeting of the Company) or at any ~~general~~ meeting of any class of members provided that, if more than one person is so appointed or authorised, the appointment or authorisation shall specify the number and class of shares in respect of which each such person is so appointed or authorised. The person so appointed or authorised will be deemed to have been duly appointed or authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so appointed or authorised. A person so appointed or authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such appointment or authorisation, including the right to speak and vote and, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.
- 16.2 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the ~~first annual~~next following general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.

Article No. Proposed amendments showing changes to the existing Articles

- 16.3 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the first annual next following ~~general meeting of the Company~~ after his appointment and shall then be eligible for re-election.
- 29.2 The appointment, removal and remuneration of an auditor or auditors of the Company shall require the approval of an ordinary resolution of the members in general meeting. The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting and fix the remuneration of such auditor(s) being appointed in the manner specified in such resolution. The removal of any Auditor before the expiration of his period of office shall be approved at a ~~require the approval of an ordinary resolution of the members in general meeting and the members shall at that meeting appoint new auditor in its place for the remainder of the term.~~ The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. ~~The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors.~~ The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. Any aAuditor(s) so appointed shall holder office until the next annual general meeting after his appointment unless previously removed pursuant to these Articles and shall then be subject to appointment by ordinary resolution pursuant to this Article 29.2. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.
- 32.1 Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.
34. The financial year of the Company shall end on the 31st day of December in each year unless the Directors prescribe some other period therefor ~~be prescribed by the Board and may, from time to time, be changed by it.~~

NOTICE OF ANNUAL GENERAL MEETING



Mediwelcome Healthcare Management & Technology Inc. **麥迪衛康健康醫療管理科技股份有限公司** *(Incorporated in the Cayman Islands with limited liability)* **(Stock code: 2159)**

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of Mediwelcome Healthcare Management & Technology Inc. (the “**Company**”) will be held at Conference Room 1, 12th Floor, Parkview Place, 2 East 4th Ring Road, Chaoyang District, Beijing, PRC on Wednesday, 28 June 2023 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2022.
2. (A) To re-elect the following directors of the Company:
 - (i) Mr. Sui Huijun as an executive director of the Company;
 - (ii) Ms. Zhang Yitao as a non-executive director of the Company;
 - (iii) Mr. Liu Xia as a non-executive director of the Company; and
 - (iv) Mr. Song Ruilin as an independent non-executive director of the Company.(B) To authorize the board of directors of the Company to fix the respective directors’ remuneration.
3. To re-appoint Moore Stephens CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant

NOTICE OF ANNUAL GENERAL MEETING

offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme 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 of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from 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 to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or 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 recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from 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 to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

7. To consider and, if thought fit, to pass the following resolution as a special resolution:

“THAT:

the second amended and restated memorandum of association and articles of association of the Company (incorporating the proposed amendments to the existing memorandum of association and articles of association of the Company, the details of which are set out in Appendix III to the circular of the Company dated 28 April 2023) (the **“Amended and Restated Memorandum and Articles of Association”**), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) be and is hereby approved and adopted as the memorandum of association and articles of association of the Company respectively in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company with immediate effect after the close of this meeting, and any director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to implement the adoption of the Amended and Restated Memorandum and Articles of Association.”

By Order of the Board

Mediwelcome Healthcare Management & Technology Inc.

Shi Wei

Chairman and Executive Director

Hong Kong, 28 April 2023

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll (except where the chairman decides to allow a resolution to be voted by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy, or if a shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share of the Company held by him/her/it.
3. In order to be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, 26 June 2023) or any adjournment thereof. Completion and return of the form of 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 shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 22 June 2023 to Wednesday, 28 June 2023, both dates inclusive, during which period no transfer of share(s) of the Company will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holder(s) of share(s) of the Company shall ensure that all transfer document(s) accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 June 2023.
5. References to time and dates in the Notice are to Hong Kong time and dates.

As at the date of this Notice, the executive directors of the Company are Mr. Shi Wei, Mr. Yang Weimin, Mr. Wang Liang, Mr. Wang Wei and Mr. Sui Huijun; the non-executive directors of the Company are Ms. Zhang Yitao and Mr. Liu Xia; and the independent non-executive directors of the Company are Mr. Song Ruilin, Mr. Fei John Xiang, Mr. David Zheng Wang and Mr. Yang Xiaoxi.