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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 Zylox-Tonbridge Medical Technology Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser of 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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### Zylox-Tonbridge Medical Technology Co., Ltd.

### 歸創通橋醫療科技股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2190)**

- (1) 2021 REPORT OF THE BOARD;**
- (2) 2021 REPORT OF THE SUPERVISORY COMMITTEE;**
- (3) 2021 FINANCIAL AUDITING REPORT;**
- (4) 2021 PROFIT DISTRIBUTION PLAN;**
- (5) RE-APPOINTMENT OF AUDITORS;**
- (6) APPOINTMENT OF A NON-EXECUTIVE DIRECTOR;**
- (7) APPOINTMENT OF A SUPERVISOR;**
- (8) AUTHORIZATION TO THE BOARD TO FIX THE DIRECTORS' REMUNERATION;**
- (9) GENERAL MANDATE TO ISSUE SHARES;**
- (10) GENERAL MANDATE TO REPURCHASE H SHARES;**
- (11) WORK REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS FOR 2021;**
- (12) NOTICE OF 2021 ANNUAL GENERAL MEETING;**
- (13) NOTICE OF 2022 FIRST CLASS MEETING OF HOLDERS OF H SHARES; AND**
- (14) NOTICE OF 2022 FIRST CLASS MEETING OF HOLDERS OF DOMESTIC SHARES**

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Capitalized terms used in this cover page shall have the same meanings as defined in this circular.

The Company will convene the AGM at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on May 18, 2022 at 9:00 a.m. and the Class Meetings immediately after conclusion of the AGM, notices of which are set out on pages 25 to 27, pages 28 to 30 and pages 31 to 33 of this circular. The proxy form for use at the AGM and the Class Meetings are enclosed herein, which were also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the AGM by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the AGM or any adjournment thereof (as the case may be) (which is 9:00 a.m. on May 17, 2022 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

If you intend to attend the Class Meeting of Holders of H Shares by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the Class Meeting of Holders of H Shares or any adjournment thereof (as the case may be) (which is 10:30 a.m. on May 17, 2022 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the Class Meeting of Holders of H Shares or any adjournment thereof if you so wish.

If you intend to attend the Class Meeting of Holders of Domestic Shares by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the Class Meeting of Holders of Domestic Shares or any adjournment thereof (as the case may be) (which is 11:00 a.m. on May 17, 2022 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the Class Meeting of Holders of Domestic Shares or any adjournment thereof if you so wish.

Reference to times and dates in this circular are to Hong Kong local times and dates.

April 13, 2022

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## SPECIAL ARRANGEMENT FOR THE AGM

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### SPECIAL ARRANGEMENTS FOR THE MEETINGS

The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, so the Company still enables the Shareholders to attend and vote at the AGM, Class Meeting of Holders of H Shares and Class Meeting of Holders of Domestic Shares (the “**Meetings**”) or to appoint one or more proxies to attend and, on a poll, vote instead of him/her and view and listen to the Meetings and submit questions online through the e-Meeting System (as defined below). Details of the special arrangements for the Meetings are set out below.

### ATTENDING THE MEETINGS BY MEANS OF ELECTRONIC FACILITIES

The Meetings will be held in the PRC which may conduct in the physical absence for some Shareholders. Shareholders can view and listen to the Meetings through online access by visiting the website <https://spot-emeeting.tricor.hk/#/269> (the “**e-Meeting System**”). The e-Meeting System will be open for Shareholders to log in from 8:30 a.m. on May 18, 2022 and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders participating in the Meetings using the e-Meeting System will not be counted towards the quorum. Shareholders will be able to submit questions through the e-Meeting System.

#### Login details for registered Shareholders

Registered Shareholders will be able to view and listen to the Meetings and submit questions online through the e-Meeting System. Each registered Shareholder’s personalised username and password will be sent to him/her/it under separate notification letter sent together with this circular.

#### Login details for non-registered Shareholders

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through bank, stockbroker, custodians or Hong Kong Securities Clearing Company Limited (collectively the “**Intermediary**”) may also be able to view and listen to the Meetings and submit questions online through the e-Meeting System. In this regard, they should:

- (1) contact and instruct their Intermediary that they want to view and listen to the Meetings and submit questions online; and
- (2) provide their email address to their Intermediary before the time limit specified by the relevant Intermediary.

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## SPECIAL ARRANGEMENT FOR THE AGM

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Details regarding the meeting arrangements including login details to access the e-Meeting System will be sent by the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, to the email address of the non-registered Shareholders provided by the Intermediary. Without the login details, non-registered Shareholders will not be able to view and listen to the AGM and submit questions online using the e-Meeting System. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

### **Login details for proxies or corporate representatives**

Details regarding the meeting arrangements including login details to access the e-Meeting System will be sent by the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, to the email address of the proxies provided to it in the relevant proxy forms.

**Registered and non-registered Shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the Meetings and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.**

### **QUESTIONS AT AND PRIOR TO THE MEETINGS**

Shareholders attending the Meetings using the e-Meeting System will be able to submit questions relevant to the proposed resolutions online during the Meetings. Shareholders can also send their questions by email from April 13, 2022 (9:00 a.m.) to May 17, 2022 (6:00 p.m.) to [ir@zyloxtb.com](mailto:ir@zyloxtb.com). The Board and/or the management of the Company will endeavour to address the relevant questions in relation to the resolutions to be tabled for approval at the Meetings and may decide, at their discretion, which questions to respond to.

### **ATTENDANCE AT THE VENUE OF THE MEETINGS**

In view of the ongoing COVID-19 pandemic, the Company will implement necessary preventive measures at the Meetings to protect the attending Shareholders and other attendees from the risk of infection.

- (i) The Company will take the body temperature of the intended attendees and refuse entry of those with a temperature of 37.4 degree Celsius or above.
- (ii) Attendees are requested to observe good personal hygiene at all times at the venue of the Meetings and alcohol rubs or hand sanitiser will be provided for use.

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## SPECIAL ARRANGEMENT FOR THE AGM

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- (iii) Attendees must wear face-masks throughout the Meetings and sit at a distance from other attendees and those not wearing face-masks may be denied entry to the venue of the Meetings. Please note that no masks will be provided at the venue of the Meetings and attendees should bring and wear their own masks.
- (iv) No distribution of corporate gift or refreshment.
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of an upper respiratory system disease or shall be quarantined may be denied entry to the venue of the Meetings at the absolute discretion of the Company as permitted by law.

**Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change relevant arrangements of the Meetings at short notice. Shareholders should check the websites of the Company and the Stock Exchange for future announcement(s) and updates on relevant arrangements.**

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## DEFINITIONS

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

“2021 Annual Report”	the annual report of the Group for the year ended December 31, 2021
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held on May 18, 2022
“Articles of Association”	the articles of association of the Company currently in force (as amended from time to time)
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China
“Class Meetings”	the Class Meeting of Holders of Domestic Shares and Class Meeting of Holders of H Shares
“Class Meeting of Holders of Domestic Shares”	the 2022 first class meeting of holders of Domestic Shares proposed to be held immediately after the conclusion of the Class Meeting of Holders of H Shares, notices of which or any adjournment thereof are set out on pages 31 to 33 of this circular
“Class Meeting of Holders of H Shares”	the 2022 first class meeting of holders of H Shares proposed to be held immediately after the conclusion of the AGM, notices of which or any adjournment thereof are set out on pages 28 to 30 of this circular
“Company”	Zylox-Tonbridge Medical Technology Co., Ltd. (歸創通橋醫療科技股份有限公司), a limited liability company incorporated in the PRC on November 6, 2012 and converted into a joint stock limited liability company incorporated in the PRC on March 2, 2021, and the H shares of which are listed on the Stock Exchange (stock code: 2190)
“Directors”	the directors of the Company
“Domestic Shareholder(s)”	the holder(s) of the Domestic Shares

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## DEFINITIONS

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“Domestic Share(s)”	the ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted shares which are held by domestic investors and currently not listed or traded in any stock exchange
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	the overseas listed foreign ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
“H Shareholder(s)”	the holder(s) of the H Shares
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of shares of the respective classes of Shares in issue as at the date of passing the relevant resolution approving such mandate
“Latest Practicable Date”	April 7, 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	the date on which our H Shares are listed and from which dealings are permitted to take place on the Stock Exchange, being July 5, 2021
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase H Shares during the relevant period not exceeding 10% of the total number of H Shares in issue as at the date of passing of the relevant resolution approving such mandate

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## DEFINITIONS

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“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, comprising the Domestic Shares and the H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC from time to time
“%”	percent



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## LETTER FROM THE BOARD

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### **Zylox-Tonbridge Medical Technology Co., Ltd.**

### **歸創通橋醫療科技股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2190)**

*Executive Directors:*

Dr. Jonathon Zhong Zhao (*Chairman*)  
Mr. Yang Xie  
Dr. Zheng Li

*Non-executive Directors:*

Mr. Stephen Hui Wang  
Dr. Hai Lu  
Dr. Steven Dasong Wang

*Independent Non-executive Directors:*

Dr. Jian Ji  
Mr. Hongze Liang  
Ms. Yun Qiu

*Registered office, headquarters and  
principal place of business in the PRC:*  
1st & 2nd Floors, Building 1  
No. 18 Keji Avenue  
Yuhang Street  
Yuhang District, Hangzhou  
Zhejiang, China

*Principal place of business in Hong Kong:*  
40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai  
Hong Kong

April 13, 2022

*To the Shareholders*

Dear Sir or Madam,

- (1) 2021 REPORT OF THE BOARD;**
- (2) 2021 REPORT OF THE SUPERVISORY COMMITTEE;**
- (3) 2021 FINANCIAL AUDITING REPORT;**
- (4) 2021 PROFIT DISTRIBUTION PLAN;**
- (5) RE-APPOINTMENT OF AUDITORS;**
- (6) APPOINTMENT OF A NON-EXECUTIVE DIRECTOR;**
- (7) APPOINTMENT OF A SUPERVISOR;**
- (8) AUTHORIZATION TO THE BOARD TO FIX THE DIRECTORS'  
REMUNERATION;**
- (9) GENERAL MANDATE TO ISSUE SHARES;**
- (10) GENERAL MANDATE TO REPURCHASE H SHARES;**
- (11) WORK REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS  
FOR 2021;**
- (12) NOTICE OF 2021 ANNUAL GENERAL MEETING;**
- (13) NOTICE OF 2022 FIRST CLASS MEETING OF HOLDERS OF H SHARES;  
AND**
- (14) NOTICE OF 2022 FIRST CLASS MEETING OF HOLDERS OF  
DOMESTIC SHARES**

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

The AGM will be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on May 18, 2022 at 9:00 a.m., the notice of which is set out on pages 25 to 27 of this circular.

The Class Meeting of Holders of H Shares will be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on May 18, 2022 at 10:30 a.m. (or immediately after conclusion of the annual general meeting to be held on the same date or any adjournment thereof), the notice of which is set out on pages 28 to 30 of this circular.

The Class Meeting of Holders of Domestic Shares will be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on May 18, 2022 at 11:00 a.m. (or immediately after conclusion of the annual general meeting and the class meeting of holders of H shares to be held on the same date or any adjournment thereof), the notice of which is set out on pages 31 to 33 of this circular.

The purpose of this circular is to provide you with the information of certain resolutions to be considered at the AGM and the Class Meetings, so as to enable you to make an informed decision as to whether voting in favor of or against such resolutions.

### II. MATTERS TO BE RESOLVED AT THE AGM

Resolutions to be proposed at the AGM for the Shareholders' consideration and approval by way of ordinary resolutions include: (1) 2021 report of the Board; (2) 2021 report of the Supervisory Committee; (3) 2021 financial auditing report; (4) 2021 profit distribution plan; (5) re-appointment of auditor; (6) appointment of Mr. Li Dongfang as a non-executive Director of the first session of the Board; (7) appointment of Mr. Liu Tao as a Supervisor of the first session of the Supervisory Committee; and (8) authorization to the Board to fix the Directors' remuneration.

Resolutions to be proposed at the AGM for the Shareholders' consideration and approval by way of special resolutions include: (9) general mandate to issue Shares; and (10) general mandate to repurchase H Shares.

Proposal to be proposed at the AGM for the Shareholders' review which is not subject to resolution includes: (11) work report of the independent non-executive Directors for 2021.

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## LETTER FROM THE BOARD

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Details of the matters to be resolved at the AGM are set out in the notice of the AGM on pages 25 to 27 of this circular. To enable you to get a better understanding of the resolutions to be proposed at the AGM and make informed decisions with sufficient and necessary information, we have provided particulars thereon in this circular and the accompanying appendices.

### ORDINARY RESOLUTIONS

**(1) 2021 report of the Board**

An ordinary resolution will be proposed at the AGM to consider and approve the 2021 report of the Board, the full text of which is set out in the 2021 Annual Report.

**(2) 2021 report of the Supervisory Committee**

An ordinary resolution will be proposed at the AGM to consider and approve the 2021 report of the Supervisory Committee, the full text of which is set out in the 2021 Annual Report.

**(3) 2021 financial auditing report**

An ordinary resolution will be proposed at the AGM to consider and adopt the 2021 financial auditing report, the full text of which is set out in the 2021 Annual Report.

**(4) 2021 profit distribution plan**

An ordinary resolution will be proposed at the AGM to consider and approve the 2021 profit distribution plan. According to the financial status and the operation and development status of the Company, the Company did not have any profit available for distribution, and hence the Company has decided not to make profit distribution.

**(5) Re-appointment of auditor**

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of PricewaterhouseCoopers as the external auditors of the Company for 2022 with a term of one year, and authorized the Board to determine the specific matters, including but not limited to their remunerations, in relation to such appointment.

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## LETTER FROM THE BOARD

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### **(6) Appointment of Mr. Li Dongfang (“Mr. Li”) as a non-executive Director of the first session of the Board**

Reference is made to the announcement of the Company dated April 7, 2022 in relation to the proposed appointment of a non-executive Director of the first session of the Board. On April 7, 2022, the Board has resolved and approved to nominate Mr. Li as a non-executive Director. Pursuant to the Articles of Association, the appointment of Mr. Li shall be subject to the approval by the Shareholders at the AGM.

The biographical details of Mr. Li are set out below:

Mr. Dongfang Li (李東方), aged 34, has served as an executive director of SDIC Fund Management Co., Ltd. (國投創新投資管理有限公司) since August 2015, focusing on investments on the healthcare industry. Before joining SDIC Fund Management Co., Ltd., he served as an analyst in the global investment research department of Goldman Sachs (Asia) LLC (高盛(亞洲)有限責任公司) from August 2011 to March 2015. Mr. Li has also served as a director of Suzhou Ribo Life Science Co., Ltd. (蘇州瑞博生物技術股份有限公司) since October 2018, a director of EpimAb Biotherapeutics Inc. since June 2016, and a director of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (四川科倫博泰生物醫藥股份有限公司) since March 2021.

Mr. Li received a bachelor’s degree in management from the University of International Business and Economics in 2009 and a master’s degree in economics from the University of International Business and Economics in 2011. Mr. Li has been a chartered financial analyst since June 2015.

Taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge), the Board is satisfied that Mr. Li is of such character, integrity and experience commensurating with the office of a non-executive Director.

The term of office of Mr. Li shall commence from the date of approval at the AGM until the expiry of the term of the first session of the Board. Mr. Li shall be eligible for re-election upon the expiry of his term of office. The Company will enter into a three-year service contract with Mr. Li upon approval at the AGM. Mr. Li will not receive any remuneration from the Company for acting as a non-executive Director.

Save as disclosed above, Mr. Li does not have any relationship with any director, supervisor, senior management or substantial Shareholders of the Company, nor does he hold any other positions in the Company or any of its subsidiaries, or hold any directorships in other listed companies in the last three years.

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## LETTER FROM THE BOARD

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Mr. Li does not have or is not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Li that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### **(7) Appointment of Mr. Liu Tao (“Mr. Liu”) as a Supervisor of the first session of the Supervisory Committee**

Reference is made to the announcement of the Company dated April 7, 2022 in relation to the proposed appointment of a Supervisor. On April 7, 2022, the Supervisory Committee has resolved and approved to nominate Mr. Liu as a Supervisor of the first session of the Supervisory Committee. Pursuant to the Articles of Association, the appointment of Mr. Liu shall be subject to the approval by the Shareholders at the AGM.

The biographical details of Mr. Liu are set out below:

Mr. Tao Liu (劉濤), aged 42, has served as a vice president of the registration and regulatory affairs department of the Company since January 2021. Before joining the Company, Mr. Liu served as the director of the China registration and regulatory affairs department in Edwards Lifesciences China, leading the entire China registration and regulatory affair team, from June 2016 to December 2020, and worked in the China medical registration and regulatory affairs department at Johnson & Johnson Medical China from 2006 to 2016.

Mr. Liu received a bachelor’s degree in Bio-Chemical Engineering from Beijing University of Chemical Technology in 2002.

The term of office of Mr. Liu shall commence from the date of approval at the AGM until the expiry of the term of the first session of the Supervisory Committee. Mr. Liu shall be eligible for re-election upon the expiry of his term of office. The Company will enter into a three-year service contract with Mr. Liu upon approval at the AGM. Mr. Liu will not receive any remuneration from the Company for acting as the Shareholders’ representative supervisor.

Save as disclosed above, Mr. Liu does not have any relationship with any director, supervisor, senior management or substantial Shareholders of the Company, nor does he hold any other positions in the Company or any of its subsidiaries, or hold any directorships in other listed companies in the last three years.

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## LETTER FROM THE BOARD

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Mr. Liu does not have or is not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, the Supervisory Committee is not aware of any other matters in relation to the proposed appointment of Mr. Liu that needs to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### **(8) Authorization to the Board to fix the Directors' remuneration**

An ordinary resolution will be proposed at the AGM to consider and approve the authorization to the Board to fix the Directors' remuneration.

## **SPECIAL RESOLUTIONS**

### **(9) General mandate to issue Shares**

In accordance with the requirements of relevant laws, regulations, the Listing Rules and other normative documents, and based on the practices of the capital market, it is proposed at the AGM to grant the Board a general mandate to issue Shares, to allot, issue or otherwise deal with additional Domestic Shares and the H Shares of not more than 20% of the respective total issued number of the Domestic Shares and the H Shares, and authorize the Board to make corresponding amendments to the Articles of Association as it deems appropriate to reflect the capital structure of the Company as a result of the additional Shares allotted or issued under such mandate. Details are as follows:

#### *A. Subject of mandate*

The specific scope of the mandate includes but not limited to:

- (a) granting of a general mandate to the Board, subject to market conditions and the needs of the Company, separately or concurrently issue, allot and deal with additional Domestic Shares and/or H Shares during the Relevant Period (as defined below), and each of the number of the Domestic Shares and/or H Shares to be allotted or agreed conditionally or unconditionally to be allotted by the Board shall not exceed 20% of the respective number of Domestic Shares and/or H Shares in issue on the date of passing of such resolution at the AGM (including but not limited to ordinary shares, preference shares, securities convertible into Shares, options and warrants or similar right which may subscribe for any Share or above convertible securities), and decide to make or

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## LETTER FROM THE BOARD

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grant offers for sale, offers, agreements, share options, power to exchange for or convert into Shares or other powers as required or may be required to allot Shares. Notwithstanding the Issue Mandate as set out above, provided that the allotment of Shares will effectively alter the control of the Company, the Board is required to obtain prior authorization at a general meeting by way of a special resolution to allot such Shares;

- (b) the Board be authorized to formulate and implement detailed issuance plan in the exercise of the above-mentioned Issue Mandate, including but not limited to the class of new shares to be issued, pricing mechanism and/or issuance/conversion/exercise price (including price range), form of issuance, number of shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to allot shares to existing Shareholders;
- (c) the Board be authorized to engage professional advisers for matters related to the issuance, and to approve and execute all acts, deeds, documents and other related matters which are necessary, appropriate or advisable for share issuance; to approve and execute, on behalf of the Company, agreements related to the issuance, including but not limited to underwriting agreements, placing agreements, engagement agreements of professional advisers;
- (d) the Board be authorized to approve and execute, on behalf of the Company, documents in connection with the issuance of Shares to be submitted to relevant regulatory authorities, to carry out relevant approval procedures required by regulatory authorities and place where the Company is listed, and to complete all necessary filings, registrations and records procedures with the relevant government authorities of the PRC, Hong Kong and/or any other regions and jurisdictions (if applicable);
- (e) the Board be authorized to amend, as required by regulatory authorities within or outside the PRC, the related agreements and statutory documents; and
- (f) the Board be authorized to increase the registered capital of the Company after the issuance and to make corresponding amendments to the Articles of Association relating to share capital and shareholdings, etc., and to authorize the operating management of the Company to carry out the relevant procedures.

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## LETTER FROM THE BOARD

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### *B. Term of the mandate*

Except that the Board may make or grant offers, agreements, options during the Relevant Period (as defined below) in relation to the issuance of Shares, which might require further promotion or implementation after the end of the Relevant Period, the exercise of the Issue Mandate shall be within the Relevant Period.

The “Relevant Period” represents the period from the approval of the resolution as a special resolution at the AGM until the earliest of:

- (a) conclusion of the next annual general meeting of the Company;
- (b) expiration of the 12-month period from the date on which the resolution is approved at the AGM;
- (c) the revocation or variation of the Issue Mandate under the resolution by a special resolution at any general meeting of the Company.

The Board may only exercise the issuance plan in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Listing Rules or all applicable laws, regulations and provisions of any other governments or regulatory authorities, and subject to obtaining approvals from the relevant government agencies.

### **(10) General mandate to repurchase H shares**

In accordance with the requirements of relevant laws, regulations, the Listing Rules and other normative documents, in order to provide flexibility to the Directors in any event that it becomes desirable to repurchase H Shares, it is proposed at the AGM to grant the Board a general mandate to repurchase H Shares issued on the Stock Exchange with an aggregate nominal value of not exceeding 10% of the aggregate nominal value of H Shares in issue and to authorize the Board to do all such deeds, acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares. Details are as set out below:

### *A. Subject of the mandate*

The specific scope of the mandate includes but not limited to:



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## LETTER FROM THE BOARD

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- (a) granting of a conditional general mandate to the Board to repurchase H Shares in issue at the Stock Exchange in accordance with market conditions and needs of the Company, provided that the number of repurchased H Shares shall not exceed 10% of the total number of H Shares in issue on the date of passing the special resolution at the AGM and the Class Meetings;
- (b) the Board be authorized to do all such deeds, acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares, including but not limited to amendments to the Articles of Association and the cancellation of the repurchased H Shares after such general mandate has been exercised.

The Company Law of the PRC (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for (a) reducing its share capital; (b) a merger with another entity that holds the shares of the Company; (c) granting shares for the employee stock ownership plan or share incentive; (d) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with merger or division of the company; (e) the repurchased shares are used for the corporate bonds convertible into shares of the listed company; or (f) the repurchase is necessary for maintaining the value of the listed company and the interests of its shareholders. The Articles of Association provide that, subject to obtaining the approval of the relevant regulatory authorities and complying with the Articles of Association, share repurchase may be effected by the Company for the reduction of its share capital, a merger between itself and another entity that holds its shares, the employee stock ownership plan or share incentive, the request of its shareholders who disagree with shareholders' resolutions in connection with merger or division of the company, the conversion of convertible corporate bonds issued by the listed company, maintenance of the value of the company and the interests of its shareholders, or in circumstances permitted by law or administrative regulations.

The Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the Board to repurchase H shares of such company that is listed on the Stock Exchange. Such Repurchase Mandate is required to be given by way of a special resolution passed by shareholders at the AGM and special resolutions passed by holders of domestic shares and holders of H shares in separate class meetings.

As the H Shares are traded on the Stock Exchange in Hong Kong Dollars and the price payable by the Company for any repurchase of H Shares will, therefore, be paid in Hong Kong Dollars, the approvals of SAFE and other relevant government authorities are required for any repurchase of H Shares.

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## LETTER FROM THE BOARD

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In accordance with the requirements of the Articles of Association applicable to capital reduction, if the Company reduces its registered capital, a balance sheet and an inventory of assets should be prepared. Prior to exercising the Repurchase Mandate, the Company will have to notify its creditors in writing of the passing of such special resolutions and the possible reduction of the registered capital of the Company. The Company shall notify its creditors within 10 days after the passing of such special resolutions and also by way of publication of announcement in newspaper within 30 days after the passing of such special resolutions. Creditors then have a period of up to 30 days after the Company's written notification or if no such notification has been received, up to 45 days after the first publication of the newspaper announcement to require the Company to repay amounts due to them or to provide guarantees in respect of such amounts.

### *B. Conditions precedent*

The repurchase is conditional upon satisfaction of each of the following condition:

- (a) the special resolutions regarding the grant of the Repurchase Mandate having been approved at the AGM and the Class Meetings;
- (b) the Company having obtained the approval from and/or filed to the SAFE (or its successor authority) and/or any other regulatory authorities (if applicable) as may stipulated under the PRC laws, rules and regulations; and
- (c) the Company has not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the provisions of the Articles of Association. If the Company determines to repay any amount to any of its creditors in circumstances described under conditions above, it expects to do so out of its internal resources. The Board will not exercise the Repurchase Mandate if the abovementioned conditions are not satisfied.

### *C. Term of the mandate*

The term of the Repurchase Mandate shall commence from consideration and approval at the AGM and Class Meetings until the following dates (whichever is earlier):

- (a) the conclusion of the next annual general meeting of the Company of which time it shall lapse unless, by special resolutions passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

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## LETTER FROM THE BOARD

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- (b) the revocation or variation of the Repurchase Mandate under the resolution by a special resolution at the next general meeting of the Company.

An explanatory statement containing all the information relating to the Repurchase Mandate is set out in Appendix I of this circular, which provides you with information reasonably required to make an informed decision as to whether voting in favor of or against the resolution regarding the grant of the Repurchase Mandate to the Board.

### As Reporting Document

#### (11) Work report of the independent non-executive Directors for 2021

The work report of the independent non-executive Directors for 2021, as set out in Appendix I of this circular, has been reviewed by the Board on April 7, 2022, and is hereby proposed at the AGM for review by the Shareholders, which is not subject to resolution.

### III. AGM

The notice convening the AGM at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on May 18, 2022 at 9:00 a.m. is set out on pages 25 to 27 in this circular. For the purpose of determining the H Shareholders entitled to attend and vote at the AGM, the register of members of H Shares will be closed from May 13, 2022 to May 18, 2022 (both days inclusive). H Shareholders and Domestic Shareholders whose names appear on the register of members of the Company on May 18, 2022 are entitled to attend and vote at the AGM. In order to qualify for the entitlement to attend and vote at the above AGM, H Shareholders must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on May 12, 2022.

The proxy form for use at the AGM is enclosed in this circular and published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the AGM by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the AGM by proxy are required to duly complete the proxy form and return the same to Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) or the Company's office at No. 270, Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang Province, the PRC (for holders of Domestic Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for

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## LETTER FROM THE BOARD

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holding the AGM (i.e. May 17, 2022 at 9:00 a.m.), or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, and will not preclude you from viewing and listening to the AGM online if you so wish.

### IV. CLASS MEETING OF HOLDERS OF H SHARES

The Class Meeting of Holders of H Shares will be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on May 18, 2022 at 10:30 a.m. (or immediately after conclusion of the AGM to be held on the same date or any adjournment thereof), for the H Shareholders to consider and, if thought fit, approve the resolution in relation to grant of a general mandate to the Board to repurchase H Shares issued on the Stock Exchange with a total number of not exceeding 10% of the aggregate number of H Shares in issue and to authorize the Board to do all such deeds, acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares.

For the purpose of determining the H Shareholders entitled to attend and vote at the Class Meeting of Holders of H Shares, the register of members of H Shares will be closed from May 13, 2022 to May 18, 2022 (both days inclusive). H Shareholders whose names appear on the register of members of the Company on May 18, 2022 are entitled to attend and vote at the Class Meeting of Holders of H Shares. In order to qualify for the entitlement to attend and vote at the above Class Meeting of Holders of H Shares, the H Shareholders must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on May 12, 2022.

The proxy form for use at the Class Meeting of Holders of H Shares is enclosed in this circular and published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the Class Meeting of Holders of H Shares by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the Class Meeting of Holders of H Shares by proxy are required to duly complete the proxy form and return the same to Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Holders of H Shares (i.e. May 17, 2022 at 10:30 a.m.), or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Class Meeting of Holders of H Shares, and will not preclude you from viewing and listening to the Class Meeting of Holders of H Shares online if you so wish.

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## LETTER FROM THE BOARD

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### V. CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

The Class Meeting of Holders of Domestic Shares will be held at Meeting Room 202, 2nd Floor, Zylux-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on May 18, 2022 at 11:00 a.m. (or immediately after conclusion of the AGM and the Class Meeting of Holders of H Shares to be held on the same date or any adjournment thereof), for the Domestic Shareholders to consider and, if thought fit, approve the resolution in relation to grant of a general mandate to the Board to repurchase H Shares issued on the Stock Exchange with a total number of not exceeding 10% of the aggregate number of H Shares in issue and to authorize the Board to do all such deeds, acts, matters and things necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares.

Domestic Shareholders whose names appear on the register of members of the Company on May 18, 2022 are entitled to attend and vote at the Class Meeting of Holders of Domestic Shares.

The proxy form for use at the Class Meeting of Holders of Domestic Shares is enclosed in this circular and published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the Class Meeting of Holders of Domestic Shares by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the Class Meeting of Holders of Domestic Shares by proxy are required to duly complete the proxy form and return the same to the office of the Company, at No. 270, Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang Province, the PRC as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Holders of Domestic Shares (i.e. May 17, 2022 at 11:00 a.m.), or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Class Meeting of Holders of Domestic Shares, and will not preclude you from viewing and listening to the Class Meeting of Holders of Domestic Shares online if you so wish.

### VI. RECOMMENDATIONS

The Directors are of the opinion that, all the resolutions as set out in the notice of the AGM and the notices of Class Meetings for Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM and the Class Meetings.

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## LETTER FROM THE BOARD

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### VII. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

### VIII. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully

**Zylox-Tonbridge Medical Technology Co., Ltd.**

**歸創通橋醫療科技股份有限公司**

**Dr. Jonathon Zhong Zhao**

*Chairman and Executive Director*

*The following is an explanatory statement, as required by the Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.*

## **I. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 324,619,744 H Shares and 7,781,257 Domestic Shares with a nominal value of RMB1.00 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company may repurchase pursuant to the Repurchase Mandate a maximum of 32,461,974 H Shares which represent 10% of the total number of H Shares in issue as at the date of passing of the relevant resolution at the AGM.

## **II. REASONS AND FUNDING OF THE REPURCHASE OF SHARES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its H Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable PRC laws and regulations. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for under the PRC laws.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate were to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining and in the best interest of the Company.

### III. GENERAL

To the best of their knowledge and belief, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if the same is approved by the Shareholders and is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable PRC laws and regulations.

No core connected person, as defined in the Listing Rules, has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is granted by the Shareholders at the AGM.

### IV. TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as disclosed below, the Directors are not aware of any consequences which would arise under the Takeover Codes as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

Pursuant to a concert party agreement dated January 21, 2021 (the “**Concert Parties Agreement**”) entered into by and between, among others, Dr. Jonathon Zhong Zhao (趙中), Dr. Shengping Sam Zhong (鍾生平), Dr. Zheng Li (李崢), Ms. Na Wei (衛娜), Zhuhai Tongqiao Investment Center (Limited Partnership) (珠海通橋投資中心(有限合夥)), Hangzhou Fujiang Investment Partnership (Limited Partnership) (杭州涪江投資合夥企業(有限合夥)), Zhuhai Guichuang Equity Investment Center (Limited Partnership) (珠海歸創股權投資中心(有限合夥)), Huzhou Guiqiao Enterprise Management Partnership (Limited Partnership) (湖州歸橋企業管理合夥企業(有限合夥)), WEA Enterprises, LLC and Huzhou Yuyihui Investment Partnership (Limited Partnership) (湖州語意慧投資合夥企業(有限合夥)) (formerly known as Nanjing Yuyihui Investment Partnership (Limited Partnership) (南京語意慧投資合夥企業(有限合夥)) (each, a “**Concert Party**” and together, the “**Concert Parties Group**”), the Concert Parties agreed to act in concert to control the decision-making and operation management of the Company at Board meetings and Shareholders' meetings with effect from the date of the Concert Parties Agreement. In the event that they fail to reach such consensus, each of the Concert Parties shall exercise their



respective voting rights in accordance with the instructions of Dr. Jonathon Zhong Zhao. Therefore, under the SFO, in addition to their respective direct shareholding or interest in controlled corporations, each Concert Party is also deemed to be interested in the interest of the other Concert Parties. As at the Latest Practicable Date, the Concert Parties Group is deemed to be interested in 97,693,919 Shares, representing approximately 29.39% of the total issued share capital of the Company.

In the event that the Directors exercise the Repurchase Mandate in full, the shareholding of the Concert Parties Group will increase to approximately 32.57% of the total issued share capital of the Company. To the best knowledge and belief of the Directors, such increase will give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the repurchase would result in less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital being held in public hands. The Directors do not propose to repurchase Shares which would result in the number of Shares in public hands falling below the prescribed minimum percentage of 25%.

#### **V. SHARE REPURCHASE MADE BY THE COMPANY**

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

## VI. SHARE PRICES

The highest and lowest traded prices for the Shares recorded on the Stock Exchange during each of the months from the Listing Date up to the Latest Practicable Date were as follows:

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
<b>2021</b>		
July (from the Listing Date)	60.80	40.20
August	50.35	34.50
September	45.00	37.50
October	43.80	29.05
November	32.95	24.80
December	27.00	19.18
<b>2022</b>		
January	26.45	20.75
February	22.60	12.50
March	14.94	11.20
April (up to the Latest Practicable Date)	13.00	11.60

**Zylox-Tonbridge Medical Technology Co., Ltd.****WORK REPORT OF THE INDEPENDENT DIRECTORS FOR 2021**

We have served as independent directors of the first session of the board (the “**Board**”) of directors (the “**Directors**”) of Zylox-Tonbridge Medical Technology Co., Ltd. (the “**Company**”) since March 2, 2021. During our tenure in 2021, we have performed our duties honestly, diligently and independently in strict accordance with relevant laws, regulations, normative documents, the Articles of Association of the Company (the “**Articles of Association**”) and the Working Rules for Independent Directors, actively attended relevant meetings, seriously considered each resolution at the meetings, effectively safeguarded the lawful rights and interests of the Company and the shareholders and played the role of independent Directors well. We hereby report on the performance of our duties as independent Directors during our tenure in 2021 as follows:

**I. Performance of Duties in 2021*****(I) Attendance of meetings***

During our tenure in 2021, we actively attended the Board meetings held by the Company, and conscientiously fulfilled the duties of independent Directors of diligence and responsibility. We seriously considered all resolutions and exercised voting rights prudently at the meetings in accordance with the provisions of relevant laws, regulations and systems, thereby safeguarded the overall interests of the Company and of all shareholders, especially minority shareholders. We believe that the convening of the Company’s Board meetings are in compliance with legal procedures, and that major business decision-making matters and other major matters have gone through relevant approval procedures and are legal and effective.

During our tenure in 2021, we also actively attended the meetings of the special committees of the Board, reviewed and discussed related matters, and effectively performed the functions of the special committees of the Board.

***(II) On-site inspection***

During our tenure in 2021, we communicated with the management and business departments of the Company to understand the Company’s production and operation, financial position, management and implementation of internal control, etc. through the opportunity of attending the meetings of the Board and its subordinate special committees; conducted effective communication with audit institutions and put forward effective suggestions on the construction of the Company’s internal control system, financial information disclosure and the employment of audit institutions

through the opportunity of attending the annual audit communication meeting. In addition, we also actively maintained close contact with other Directors, supervisors, senior management personnel and other relevant personnel of the Company through communication tools such as telephone, email and WeChat, paid continual attention to the changes in the internal and external environment of the Company to timely learn about the progress of Company's major issues, keep abreast of the Company's operating status and put forward suggestions on the Company's operation and management.

## **II. Key Issues of Independent Directors' Annual Performance of Duties**

### ***(I) Renewal of the appointment of accounting firm***

We believe that PricewaterhouseCoopers has the qualifications for securities business as well as rich experience and professional quality in the auditing of listed companies, which allows them to conduct independent audits with a fair and objective attitude and to give audit opinions that can objectively, impartially and truly reflect the Company's financial condition and operation results. Therefore, it is agreed to re-appoint PricewaterhouseCoopers as the independent auditor of the Company for 2022.

### ***(II) Profit distribution***

Due to the loss of the Company in 2021, the Company will not distribute profits in 2021. We consider that the aforementioned profit distribution plan is in line with the actual situation of the Company, and complies with the relevant laws and regulations and the provisions of the Articles of Association.

### ***(III) Information disclosure***

During our tenure in 2021, we paid attention to the Company's information disclosure in a timely manner, urged the Company to complete its information disclosure in a true, timely and complete manner in accordance with relevant laws and regulations, the Articles of Association and other relevant requirements, and we did not find any false records, misleading statements or significant omissions in this regard.

### ***(IV) Performance of duties in the preparation of the 2021 annual report***

During the preparation and disclosure of the 2021 annual report, we listened to the report of the Company's management on the Company's annual business condition, carefully read the Company's annual report work-related materials, communicated with the Company's annual

certified public accountant to understand and grasp the audit work arrangement and progress of the Company's 2021 annual report, communicated the problems found in the audit process, and effectively performed our duties.

### **III. Overall Evaluation**

During our tenure in 2021, we have performed our duties honestly, diligently and independently in strict accordance with the relevant laws, regulations, normative documents, the Articles of Association and the Working Rules for Independent Directors. In 2022, we will continue to follow the principles of impartiality and independence to gain an in-depth understanding of the Company's operations, safeguard the lawful rights and interests of all shareholders, and facilitate the standardized operation of the Company.

It is hereby reported.

**Hongze Liang, Jian Ji, Yun Qiu**  
***Independent Directors***

April 13, 2022

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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### Zylox-Tonbridge Medical Technology Co., Ltd.

### 歸創通橋醫療科技股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2190)**

## NOTICE OF 2021 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Zylox-Tonbridge Medical Technology Co., Ltd. (the “**Company**”) will be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on May 18, 2022 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

### Ordinary Resolutions

1. To consider and approve the resolution on the 2021 report of the board of directors of the Company (the “**Board**”).
2. To consider and approve the resolution on the 2021 report of the supervisory committee of the Company (the “**Supervisory Committee**”).
3. To consider and adopt the resolution on the 2021 financial auditing report.
4. To consider and approve the 2021 profit distribution plan.
5. To consider and approve the re-appointment of PricewaterhouseCoopers as the external auditors of the Company for 2022 with a term of one year, and authorize the Board to determine the specific matters, including but not limited to their remunerations, in relation to such appointment.
6. To consider and approve the appointment of Mr. Li Dongfang as a non-executive director of the first session of the Board.
7. To consider and approve the appointment of Mr. Liu Tao as a supervisor of the first session of the Supervisory Committee.

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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8. To authorize the Board to fix the remuneration of the directors of the Company.

### Special Resolutions

9. To consider and approve the resolution on the grant of a general mandate to the Board to issue ordinary shares of the Company.
10. To consider and approve the resolution on the grant of a general mandate to the Board to repurchase H shares of the Company.

### As Reporting Document

11. To review the work report of the independent non-executive directors of the Company for 2021.

By order of the Board

**Zylox-Tonbridge Medical Technology Co., Ltd.**

**歸創通橋醫療科技股份有限公司**

**Dr. Jonathon Zhong Zhao**

*Chairman and Executive Director*

Hong Kong, April 13, 2022

*Notes:*

- (i) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
- (iii) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares) or the Company's office at No. 270, Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang Province, the PRC (for holders of domestic shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the AGM (i.e. May 17, 2022 at 9:00 a.m.), or any adjourned meeting thereof (as the case may be).
- (iv) Completion and return of the form of proxy shall not preclude the shareholders of the Company (the "Shareholders") from attending and voting in person at the AGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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- (v) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
- (vi) For the purpose of determining the H shareholders of the Company entitled to attend and vote at the AGM, the register of members of H shares of the Company will be closed from May 13, 2022 to May 18, 2022 (both days inclusive). The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be May 18, 2022. In order to qualify for the entitlement to attend and vote at the above AGM, the H shareholders of the Company must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on May 12, 2022.
- (vii) The Company will adopt the following special arrangements at the AGM for the purpose of public health and safety:
  - (a) All resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. If a Shareholder (other than those who can attend the AGM physically) wishes to vote on any resolution at the AGM, he/she/it can appoint the chairman of the AGM or proxy who can attend the AGM physically to exercise his/her/its right to vote at the AGM in accordance with his/her/its instructions.
  - (b) Shareholders can view and listen to the AGM through online access by visiting the website <https://spot-emeeting.tricor.hk/#/269>. Shareholders participating in the AGM using the e-Meeting System can also submit questions through the e-Meeting System. The e-Meeting System will be open for Shareholders to log in from 8:30 a.m. on May 18, 2022 and can be accessed from any location with internet connection by a smart phone, tablet device or computer.
  - (c) Shareholders attending the AGM using the e-Meeting System will be able to submit questions relevant to the Company's proposed resolutions online during the AGM.
  - (d) Registered Shareholders are requested to provide a valid email address of his or her proxy (except for appointing "the chairman of the AGM" as proxy) to receive the username and password to view a live streaming webcast of the AGM and submit online questions to us on the e-Meeting System. To vote at the AGM, you should complete and return the proxy form, appointing the chairman of the AGM or proxy who can attend the AGM physically.
- (viii) The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses. Shareholders (or their proxies) attending the meeting shall procure their identity documents.
- (ix) All times refer to Hong Kong local time, except as otherwise stated.





**Zylox-Tonbridge Medical Technology Co., Ltd.**

**歸創通橋醫療科技股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2190)**

**NOTICE OF 2022 FIRST CLASS MEETING OF HOLDERS OF H SHARES**

**NOTICE IS HEREBY GIVEN THAT** the 2022 first class meeting of holders of H shares (the “**Class Meeting of Holders of H Shares**”) of Zylox-Tonbridge Medical Technology Co., Ltd. (the “**Company**”) will be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on May 18, 2022 at 10:30 a.m. (or immediately after conclusion of the 2021 annual general meeting of the Company to be held on the same date or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution:

**Special Resolution**

1. To consider and approve the resolution on the grant of a general mandate to the board of directors of the Company to repurchase H shares of the Company.

By order of the Board

**Zylox-Tonbridge Medical Technology Co., Ltd.**

**歸創通橋醫療科技股份有限公司**

**Dr. Jonathon Zhong Zhao**

*Chairman and Executive Director*

Hong Kong, April 13, 2022

*Notes:*

- (i) Any holder of H shares of the Company entitled to attend and vote at the Class Meeting of Holders of H Shares is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.

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## NOTICE OF 2022 FIRST CLASS MEETING OF HOLDERS OF H SHARES

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- (iii) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Holders of H Shares (i.e. May 17, 2022 at 10:30 a.m.), or any adjourned meeting thereof (as the case may be).
- (iv) Completion and return of the form of proxy shall not preclude the shareholders of the Company (the "**Shareholders**") from attending and voting in person at the Class Meeting of Holders of H Shares or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (v) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Class Meeting of Holders of H Shares, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
- (vi) For the purpose of determining the H shareholders of the Company entitled to attend and vote at the Class Meeting of Holders of H Shares, the register of members of H shares of the Company will be closed from May 13, 2022 to May 18, 2022 (both days inclusive). The record date for determining the entitlement of the H shareholders of the Company to attend and vote at the Class Meeting of Holders of H Shares will be May 18, 2022. In order to qualify for the entitlement to attend and vote at the above Class Meeting of Holders of H Shares, the H shareholders of the Company must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on May 12, 2022.
- (vii) The Company will adopt the following special arrangements at the Class Meeting of Holders of H Shares for the purpose of public health and safety:
  - (a) All resolutions at the Class Meeting of Holders of H Shares will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the Class Meeting of Holders of H Shares by proxy. If a Shareholder (other than those who can attend the Class Meeting of Holders of H Shares physically) wishes to vote on any resolution at the Class Meeting of Holders of H Shares, he/she/it can appoint the chairman of the Class Meeting of Holders of H Shares or proxy who can attend the Class Meeting of Holders of H Shares physically to exercise his/her/its right to vote at the Class Meeting of Holders of H Shares in accordance with his/her/its instructions.
  - (b) Shareholders can view and listen to the Class Meeting of Holders of H Shares through online access by visiting the website <https://spot-emeeting.tricor.hk/#/269>. Shareholders participating in the Class Meeting of Holders of H Shares using the e-Meeting System can also submit questions through the e-Meeting System. The e-Meeting System will be open for Shareholders to log in from 8:30 a.m. on May 18, 2022 and can be accessed from any location with internet connection by a smart phone, tablet device or computer.
  - (c) Shareholders attending the Class Meeting of Holders of H Shares using the e-Meeting System will be able to submit questions relevant to the Company's proposed resolutions online during the Class Meeting of Holders of H Shares.

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## NOTICE OF 2022 FIRST CLASS MEETING OF HOLDERS OF H SHARES

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- (d) Registered Shareholders are requested to provide a valid email address of his or her proxy (except for appointing “the chairman of the Class Meeting of Holders of H Shares” as proxy) to receive the username and password to view a live streaming webcast of the Class Meeting of Holders of H Shares and submit online questions to us on the e-Meeting System. To vote at the Class Meeting of Holders of H Shares, you should complete and return the proxy form, appointing the chairman of the Class Meeting of Holders of H Shares or proxy who can attend the Class Meeting of Holders of H Shares physically.
  
- (viii) The Class Meeting of Holders of H Shares is expected to take less than half a day. Shareholders who attend the Class Meeting of Holders of H Shares shall be responsible for their own travel and accommodation expenses. Shareholders (or their proxies) attending the meeting shall procure their identity documents.
  
- (ix) All times refer to Hong Kong local time, except as otherwise stated.



**Zylox-Tonbridge Medical Technology Co., Ltd.**

**歸創通橋醫療科技股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2190)**

**NOTICE OF 2022 FIRST CLASS MEETING OF HOLDERS OF DOMESTIC SHARES**

**NOTICE IS HEREBY GIVEN THAT** the 2022 first class meeting of holders of domestic shares (the “**Class Meeting of Holders of Domestic Shares**”) of Zylox-Tonbridge Medical Technology Co., Ltd. (the “**Company**”) will be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on May 18, 2022 at 11:00 a.m. (or immediately after conclusion of the 2021 annual general meeting and the 2022 first class meeting of holders of H shares of the Company to be held on the same date or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution:

**Special Resolution**

1. To consider and approve the resolution on the grant of a general mandate to the board of directors of the Company to repurchase H shares of the Company.

By order of the Board

**Zylox-Tonbridge Medical Technology Co., Ltd.**

**歸創通橋醫療科技股份有限公司**

**Dr. Jonathon Zhong Zhao**

*Chairman and Executive Director*

Hong Kong, April 13, 2022

*Notes:*

- (i) Any domestic shareholder of the Company entitled to attend and vote at the Class Meeting of Holders of Domestic Shares is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.

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## NOTICE OF 2022 FIRST CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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- (iii) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's office at No. 270, Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang Province, the PRC as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Holders of Domestic Shares (i.e. May 17, 2022 at 11:00 a.m.), or any adjourned meeting thereof (as the case may be).
- (iv) Completion and return of the form of proxy shall not preclude the shareholders of the Company (the **"Shareholders"**) from attending and voting in person at the Class Meeting of Holders of Domestic Shares or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (v) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Class Meeting of Holders of Domestic Shares, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
- (vi) The record date for determining the entitlement of holders of domestic shares of the Company to attend and vote at the Class Meeting of Holders of Domestic Shares will be May 18, 2022.
- (vii) The Company will adopt the following special arrangements at the Class Meeting of Holders of Domestic Shares for the purpose of public health and safety:
  - (a) All resolutions at the Class Meeting of Holders of Domestic Shares will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the Class Meeting of Holders of Domestic Shares by proxy. If a Shareholder (other than those who can attend the Class Meeting of Holders of Domestic Shares physically) wishes to vote on any resolution at the Class Meeting of Holders of Domestic Shares, he/she/it can appoint the chairman of the Class Meeting of Holders of Domestic Shares or proxy who can attend the Class Meeting of Holders of Domestic Shares physically to exercise his/her/its right to vote at the Class Meeting of Holders of Domestic Shares in accordance with his/her/its instructions.
  - (b) Shareholders can view and listen to the Class Meeting of Holders of Domestic Shares through online access by visiting the website <https://spot-meeting.tricor.hk/#/269>. Shareholders participating in the Class Meeting of Holders of Domestic Shares using the e-Meeting System can also submit questions through the e-Meeting System. The e-Meeting System will be open for Shareholders to log in from 8:30 a.m. on May 18, 2022 and can be accessed from any location with internet connection by a smart phone, tablet device or computer.
  - (c) Shareholders attending the Class Meeting of Holders of Domestic Shares using the e-Meeting System will be able to submit questions relevant to the Company's proposed resolutions online during the Class Meeting of Holders of Domestic Shares.
  - (d) Registered Shareholders are requested to provide a valid email address of his or her proxy (except for appointing "the chairman of the Class Meeting of Holders of Domestic Shares" as proxy) to receive the username and password to view a live streaming webcast of the Class Meeting of Holders of Domestic Shares and submit online questions to us on the e-Meeting System. To vote at the Class Meeting of Holders of Domestic Shares, you should complete and return the proxy form, appointing the chairman of the Class Meeting of Holders of Domestic Shares or proxy who can attend the Class Meeting of Holders of Domestic Shares physically.

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## NOTICE OF 2022 FIRST CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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- (viii) The Class Meeting of Holders of Domestic Shares is expected to take less than half a day. Shareholders who attend the Class Meeting of Holders of Domestic Shares shall be responsible for their own travel and accommodation expenses. Shareholders (or their proxies) attending the meeting shall procure their identity documents.
- (ix) All times refer to Hong Kong local time, except as otherwise stated.