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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 Genertec Universal Medical Group Company Limited, 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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**GENERTEC UNIVERSAL MEDICAL GROUP
COMPANY LIMITED**

通用環球醫療集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2666)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND ISSUE NEW SHARES;
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND;
PROPOSED ADOPTION OF RULES OF PROCEDURES
FOR THE HOLDING OF BOARD MEETINGS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Genertec Universal Medical Group Company Limited to be held at Conference Room, 5/F, West Wing of Hademen Plaza, 8-1 Chongwenmenwai Street, Dongcheng District, Beijing, China on Tuesday, 7 June 2022 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions stated thereon and return it to the Company's share registrar, 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 (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.umcare.cn), respectively.

20 April 2022

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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, 5/F, West Wing of Hademen Plaza, 8-1 Chongwenmenwai Street, Dongcheng District, Beijing, China on Tuesday, 7 June 2022 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 23 to 28 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associates”	has the meaning ascribed thereto under the Listing Rules
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company”	Genertec Universal Medical Group Company Limited (通用環球醫療集團有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“core connected persons”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“GT-PRC”	China General Technology (Group) Holding Company Limited (中國通用技術(集團)控股有限責任公司), a state-owned enterprise and the controlling shareholder of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to issue, allot or 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 8 of the notice of the Annual General Meeting as set out on pages 24 to 26 of this circular
“Latest Practicable Date”	12 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong and Macau Special Administrative Regions of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Risk Control Committee”	the risk control committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to buy back 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 7 of the notice of the Annual General Meeting as set out on page 24 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategy Committee”	the strategy committee of the Board
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission (as amended from time to time)

LETTER FROM THE BOARD



GENERTEC UNIVERSAL MEDICAL GROUP COMPANY LIMITED 通用環球醫療集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2666)

Executive Directors:

Ms. Peng Jiahong (彭佳虹女士) (*Chairwoman*)
Mr. Wang Wenbing (王文兵先生) (*Chief Executive Officer*)
Mr. Yu Gang (俞綱先生)

Non-executive Directors:

Mr. Zhao Yan (趙彥先生) (*Vice-chairman*)
Mr. Tong Chaoyin (童朝銀先生)
Mr. Che Lingyun (車凌雲先生)
Mr. Zhu Ziyang (朱梓陽先生)

Independent Non-executive Directors:

Mr. Li Yinquan (李引泉先生)
Mr. Chow Siu Lui (鄒小磊先生)
Mr. Han Demin (韓德民先生)
Mr. Liao Xinbo (廖新波先生)

Registered Office:

Room 702, Fairmont House
8 Cotton Tree Drive
Central
Hong Kong

*Head Office and Principal Place of
Business in China:*

4th, 5th and 13th Floor
West Wing of Hademen Plaza
8-1 Chongwenmenwai Street
Dongcheng District
Beijing, China

20 April 2022

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS;
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND ISSUE NEW SHARES;
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND;
PROPOSED ADOPTION OF RULES OF PROCEDURES
FOR THE HOLDING OF BOARD MEETINGS;
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 Tuesday, 7 June 2022.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles of Association, Mr. Wang Wenbing, Mr. Zhao Yan, Mr. Che Lingyun, Mr. Zhu Ziyang, Mr. Li Yinquan, Mr. Han Demin and Mr. Liao Xinbo, shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

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

Nomination policy and process for the independent non-executive Directors

The Nomination Committee and the Board have followed the nomination policy and board diversity policy of the Company for the re-appointment of Mr. Li Yinquan, Mr. Han Demin and Mr. Liao Xinbo as the independent non-executive Directors. In reviewing the structure of the Board, the Nomination Committee and the Board will consider the Board's diversity from a number of aspects, including but not limited to skills, professional experience, educational background, knowledge, expertise, culture, independence, age and gender. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including qualifications, skills, knowledge, experience and diversity of perspectives as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

Mr. Li Yinquan has rich experience in corporate governance. During his years of service with the Company, Mr. Li has contributed by providing an independent viewpoint, enquiry and advice to the Company in relation to its businesses, operations, future development and strategy. The Nomination Committee and the Board consider that Mr. Li possesses the basic knowledge of operations of listed companies, has the relevant working experience in management, capital market, investment and other experience necessary for serving as an independent non-executive Director.

Mr. Han Demin is a scholar and expert in otolaryngology-head and neck surgery, with an in-depth understanding of the medical industry and medical technology. During Mr. Han's service with the Company, he has contributed by providing an independent viewpoint, enquiry and advice to the Company in relation to its businesses, operations, future development and strategy. The Nomination Committee and the Board consider that Mr. Han possesses the basic knowledge of operations of listed companies, has the relevant working experience in medical treatment and other experience necessary for serving as an independent non-executive Director.

Mr. Liao Xinbo has extensive working experience in both clinical pathology and hospital management. During his service with the Company, he has contributed by providing an independent viewpoint, enquiry and advice to the Company in relation to its businesses, operations, future development and strategy. The Nomination Committee and the Board consider that Mr. Liao possesses the basic knowledge of operations of listed companies, has the relevant working experience in medical treatment and other experience necessary for serving as an independent non-executive Director.

LETTER FROM THE BOARD

The election of Mr. Li, Mr. Han and Mr. Liao as independent non-executive Directors will continue to further replenish the valuable knowledge of the Board in management, capital market, accounting, financing and medical industry. The Nomination Committee and the Board also consider that each of Mr. Li, Mr. Han and Mr. Liao is able to devote sufficient time and attention to perform the duties as an independent non-executive Director. Moreover, the Board is not aware of any circumstances that would affect the independence of Mr. Li, Mr. Han or Mr. Liao. The Nomination Committee and the Board consider that each of Mr. Li, Mr. Han and Mr. Liao meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. As such, the Nomination Committee proposed the re-appointment of Mr. Li, Mr. Han and Mr. Liao to the Board for it to recommend to the Shareholders for re-election at the Annual General Meeting. The Board believes their re-election is in the best interests of the Company and its Shareholders as a whole and therefore they should be re-elected.

3. PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES

At the annual general meeting of the Company held on 8 June 2021, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Buy-back Mandate to the Directors to buy back 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 7 of the notice of the Annual General Meeting as set out on pages 24 of the circular (i.e. a total of 189,153,966 Shares on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting);
- (b) the granting of the Issue Mandate to the Directors to issue, allot or 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 8 of the notice of the Annual General Meeting as set out on pages 24 to 26 (i.e. a total of 378,307,932 Shares on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting); and
- (c) the extension of the Issue Mandate by adding thereto the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate.

The Share Buy-back Mandate and the Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company, unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in general meeting held prior to the next annual general meeting of the Company.

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 Share Buy-back Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND AND CLOSURE OF REGISTER

The Board recommends the payment of a final dividend of HK\$0.36 per Share for the year ended 31 December 2021 to Shareholders whose names appear on the register of members of the Company on Wednesday, 15 June 2022. The proposed final dividend will be paid on Monday, 27 June 2022, subject to the approval of the Shareholders at the Annual General Meeting.

The register of members of the Company will be closed during the following periods:

- (i) from Wednesday, 1 June 2022 to Tuesday, 7 June 2022, both days inclusive and during which period no share transfer will be registered, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 31 May 2022; and
- (ii) from Monday, 13 June 2022 to Wednesday, 15 June 2022, both days inclusive and during which period no share transfer will be registered, for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 10 June 2022.

5. PROPOSED ADOPTION OF RULES OF PROCEDURES FOR THE HOLDING OF BOARD MEETINGS

To enhance the Company's corporate governance, an ordinary resolution will be proposed at the Annual General Meeting to approve a set of rules of procedures for the holding of board meetings (the "**Rules of Procedures for the Holding of Board Meetings**"). Such rules will take effect upon Shareholders' approval. Please refer to Appendix III to this circular for details.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 23 to 28 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, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. 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.

LETTER FROM THE BOARD

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 (<http://www.hkexnews.hk>) and the Company (www.umcare.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and deposited, together with any authority under which it is executed or a copy of the authority certified notarially, at the Company's share registrar, 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 (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Accordingly, the form of proxy must be delivered to the Company not later than 10:00 a.m. on Sunday, 5 June 2022. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

If Shareholders have any questions relating to the Annual General Meeting, please contact the Company's registrar, Computershare Hong Kong Investor Services Limited, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Tel: +852 2862 8555
Fax: +852 2865 0990
Email: unimedical.com@computershare.com.hk

7. RECOMMENDATION

The Board considers that (a) the proposed re-election of retiring directors, (b) the proposed granting of the Share Buy-back Mandate and the Issue Mandate, (c) the proposed declaration and payment of a final dividend for the year ended 31 December 2021, and (d) the proposed adoption of the Rules of Procedures for the Holding of Board Meetings are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
**Genertec Universal Medical Group
Company Limited**
通用環球醫療集團有限公司
Peng Jiahong
Chairwoman of the Board

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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

(1) MR. WANG WENBING – EXECUTIVE DIRECTOR, CHIEF EXECUTIVE OFFICER

Mr. Wang Wenbing (王文兵先生), aged 48, was appointed as an executive Director, the chief executive officer and a member of the Risk Control Committee on 13 September 2021. He is primarily responsible for implementing the resolutions of the Board and presiding over the overall operation management and overall operation of the Group.

Mr. Wang has extensive experience in corporate governance. From December 2016 to November 2019, Mr. Wang served as the deputy general manager of the Company. From October 2020 to September 2021, Mr. Wang served as the director of the financial center of GT-PRC. He served as the general manager and party secretary of Genertec Finance Co., Ltd. (通用技術集團財務有限責任公司) from November 2019 to September 2021 and a director and deputy general manager of Genertec Finance Co., Ltd. from December 2012 to December 2016. Mr. Wang worked in the financial management department of GT-PRC from September 2006 to December 2012, serving as a deputy general manager of accounting department (in charge of work) and the manager of capital management department successively. He was the manager of the finance department of Genertec Italia S.R.L. (中國通用技術集團意大利公司) from September 2004 to September 2006, and the manager of the finance department of Genertec Europe Temax GmbH (通用技術歐洲德瑪斯有限公司) from May 2002 to September 2004. He worked in China National Technical Import and Export Corporation (中國技術進出口總公司) from July 1996 to May 2002 and his last position in that company was the chief of the finance department.

Mr. Wang obtained a bachelor's degree in accounting from the Central University of Finance and Economics (中央財經大學) in July 1996. He obtained a master's degree in accounting from the Postgraduate Section of the Research Institute for Fiscal Science of the Ministry of Finance (財政部財政科學研究所, currently known as Chinese Academy of Fiscal Sciences (中國財政科學研究院)) in September 2008 and a master's degree in finance from School of Finance at Central University of Finance and Economics (中央財經大學金融學院) in December 2016. Mr. Wang obtained a senior international finance manager (高級國際財務管理師) certificate from the International Financial Management Association (國際財務管理協會) in August 2007. He was qualified as a senior accountant (高級會計師) in October 2017 and a senior economist (高級經濟師) in October 2020, respectively, by the Appraisal and Approval Committee for Professional & Technical Qualification of GT-PRC (通用技術集團專業技術資格評審委員會).

Save as disclosed above, Mr. Wang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Wang did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Wang has entered into a service contract with the Company commencing from 13 September 2021 until the conclusion of the Annual General Meeting. Pursuant to the service contract, the remuneration of Mr. Wang as an executive Director will be considered by the remuneration committee and subsequently considered and approved by the Board. He is not subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

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

(2) MR. ZHAO YAN – NON-EXECUTIVE DIRECTOR, VICE-CHAIRMAN OF THE BOARD

Mr. Zhao Yan (趙彥先生), aged 42, was appointed as the vice-chairman of the Board and a non-executive Director on 27 August 2021, and appointed as a member of each of the Remuneration Committee and the Strategy Committee on 13 September 2021.

Mr. Zhao has more than ten years of experience in private equity investment. Mr. Zhao has been a senior managing director of CITIC Capital Partners Advisory (Shanghai) Limited (鵬譽投資諮詢(上海)有限公司) since March 2015, responsible for private equity investment in China. Prior to that, he served as an executive director of CITIC Capital Partners (Shanghai) Limited (鵬威投資諮詢(上海)有限公司) from October 2008 to February 2015. Both of CITIC Capital Partners Advisory (Shanghai) Limited and CITIC Capital Partners (Shanghai) Limited are subsidiaries of CITIC Capital Holdings Limited (中信資本控股有限公司). From June 2019 to December 2020, he served as a non-executive director of Hygeia Healthcare Holdings Co., Limited (海吉亞醫療控股有限公司), the shares of which are listed on the Stock Exchange (stock code: 6078). From September 2015 to January 2018, he served as a director of Tianjin Guifaxiang 18th Street Mahua Food Co., Ltd. (天津桂發祥十八街麻花食品股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002820).

Mr. Zhao obtained a bachelor's degree in engineering majoring in computer science and technology in July 2002 from Shanghai Jiaotong University (上海交通大學), where he also received his master's degree in computer application technology in March 2005.

Save as disclosed above, Mr. Zhao does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Zhao did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Zhao has entered into an appointment letter with the Company commencing from 27 August 2021 until the conclusion of the Annual General Meeting. Mr. Zhao, pursuant to the appointment letter, is not entitled to any remuneration during his term of services. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

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

(3) MR. CHE LINGYUN – NON-EXECUTIVE DIRECTOR

Mr. Che Lingyun (車凌雲), aged 45, was appointed as a non-executive Director and a member of each of the Remuneration Committee and the Nomination Committee with effect from 1 March 2022. He is primarily responsible for providing advice on matters requiring Directors' consideration and/or approval.

Mr. Che has over ten years of experience in accounting and financing management and more than ten years of experience in corporate management. Prior to joining the Company, from July 1998 to June 2004, he successively served as an assistant accountant in accounting department and a president assistant in finance and asset management department of Beijing Machine Tool Research Institute (北京機床研究所, "BMTI", currently known as Beijing Machine Tool Research Institute Co., Ltd. (北京機床研究所有限公司)), which is a wholly-owned subsidiary of the Company's controlling shareholder, GT-PRC. From June 2004 to August 2014, he successively served as a vice-president, the president of the finance department, the president of the finance department of industrial research and precision mechatronics (工研精機財務部), an assistant to general manager and a deputy general manager of Beijing Machine Tool Research Institute Precision Mechatronics Co., Ltd. (北京機床所精密機電有限公司). From August 2014 to May 2017, he served in Beijing FANUC Co., Ltd. (北京發那科機電有限公司) as a deputy general manager. From November 2016 to March 2021, he served in BMTI as the secretary of the disciplinary committee (紀委書記) and later as the party committee member concurrently. From March 2021 to November 2021, he served as a secretary of the disciplinary committee of China National Machinery Import & Export Corporation (中國機械進出口(集團)有限公司), a wholly-owned subsidiary of GT-PRC. Mr. Che has concurrently served as a vice-president of the human resources department and the head (主任) of the service center of retired officials of GT-PRC since November 2021.

Mr. Che obtained his bachelor's degree in engineering from Huainan Institute of Technology (淮南工業學院, currently known as Anhui University of Science and Technology (安徽理工大學)) in July 1998. He further obtained his master's degree in business management from Guanghua School of Management, Peking University in July 2007. He also obtained his senior accountant license granted by Beijing Appraisal and Approval Committee for Senior Professional and Technical Qualification (北京市高級專業技術資格評審委會) in May 2010.

Save as disclosed above, Mr. Che does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

As at the Latest Practicable Date, Mr. Che did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Che has entered into an appointment letter with the Company commencing from 1 March 2022 until the conclusion of the Annual General Meeting. Pursuant to the appointment letter, Mr. Che is not entitled to any remuneration during his term of service. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

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

(4) MR. ZHU ZIYANG – NON-EXECUTIVE DIRECTOR

Mr. Zhu Ziyang (朱梓陽先生), aged 26, was appointed as a non-executive Director and a member of each of the Risk Control Committee and the Strategy Committee with effect from 7 July 2021. He is primarily responsible for providing advice on matters requiring Directors' consideration and/or approval.

Mr. Zhu has been a non-executive director of Ping An Healthcare and Technology Company Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 1833)) since 10 December 2021. He has been the vice president of Hopson Development Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 0754)) (“**Hopson Development**”) since July 2021, responsible for operation of the Group's technology sector. He has been the head for the smart medical sector of Guangdong Yuanzhi Technology Group Co., Ltd. (廣東元知科技集團有限公司, “**Yuanzhi Technology**”) since June 2021, primarily responsible for operation and management of its smart medical sector. Mr. Zhu has been the head for the traditional Chinese medicine sector of Yuanzhi Technology since May 2020, primarily responsible for operation and management of its traditional Chinese medicine sector. Prior to that, he served as the assistant to the principal of the Strategy Committee (戰略委員會主任助理) of Hopson Development from June 2017 to May 2020.

Mr. Zhu obtained his bachelor's degree in management from Beijing Institute of Technology (北京理工大學) in June 2017. Mr. Zhu is a nephew of Mr. Chu Mang Yee (朱孟依), a substantial shareholder of the Company.

As at the Latest Practicable Date, Mr. Zhu did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Zhu has entered into an appointment letter with the Company commencing from 7 July 2021 until the conclusion of the Annual General Meeting. Mr. Zhu, pursuant to the appointment letter, is not entitled to any remuneration during his term of services. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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

(5) MR. LI YINQUAN – INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Li Yinquan (李引泉先生), aged 66, was appointed as an independent non-executive Director with effect from 9 June 2015. He is also the chairman of the Audit Committee. He was appointed as a member of each of the Remuneration Committee and the Nomination Committee on 13 September 2021.

Mr. Li has served as an independent non-executive director of Million Cities Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 2892)) since June 2018, an independent non-executive director of Hong Kong Shanghai Alliance Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 1001)) since July 2018, and an independent non-executive director of Kimou Environmental Holding Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 6805)) since July 2019. Mr. Li has served as an independent non-executive director of China Everbright Bank Company Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 6818) and the Shanghai Stock Exchange (stock code: 601818)) since June 2020.

Mr. Li successively served as the general manager of the financial department, financial controller and vice president of China Merchants Group, and the chief executive officer of China Merchants Capital Investment Co., Ltd. during 2000 to 2017. He served as an executive director of China Merchants Port Holdings Company Limited (formerly known as China Merchants Holdings (International) Co., Ltd.) (whose shares are listed on the Main Board of the Stock Exchange (stock code: 144)) from June 2001 to March 2015 and a non-executive director of China Merchants Bank Co., Ltd. (whose shares are listed on the Main Board of the Stock Exchange (stock code: 3968) and the Shanghai Stock Exchange (stock code: 600036)) from April 2001 to June 2016. He was an executive director of China Merchants China Direct Investments Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 133)) from July 2008 to April 2017. He was an independent non-executive director of Lizhi Inc. (whose shares are listed on the NASDAQ Stock Market (stock code: LIZI)) from January 2020 to June 2021.

Mr. Li was awarded a bachelor's degree in Economics from Shaanxi Institute of Finance and Economics (陝西財經學院), China in July 1983. He was then awarded a master's degree in Economics from the PBC School of Finance, Tsinghua University (清華大學五道口金融學院) (formerly known as Graduate School of the People's Bank of China (中國人民銀行總行金融研究所)) in July 1986. In October 1988, Mr. Li obtained a master's degree in Banking and Finance for Development from Finafrica Institute in Milan, Italy. In August 1989, he was qualified as a senior economist by the Appraisal and Approval Committee for Professional & Technical Qualification of the Agricultural Bank of China.

Save as disclosed above, Mr. Li does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

As at the Latest Practicable Date, Mr. Li did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Li has entered into an appointment letter with the Company for a term of three years commencing from 9 June 2021 unless terminated by either party giving not less than three months' notice in writing. Effective from 1 January 2022, Mr. Li is entitled to a director's remuneration of HK\$400,000 per annum which was determined by the Board with reference to the remuneration of the comparable companies, his time contribution, duties and responsibilities as well as the results of the Group. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

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

(6) MR. HAN DEMIN – INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Han Demin (韓德民先生), aged 70, was appointed as an independent non-executive Director and a member of the Remuneration Committee on 13 April 2016.

Mr. Han is an academician of Chinese Academy of Engineering and expert in otolaryngology-head and neck surgery. He is now the head of otolaryngology-head and neck surgery department of Beijing Tongren Hospital, Capital Medical University and the dean of Otolaryngology School, Capital Medical University. He is also a director of Collaborating Center for Prevention of Deafness and Hearing Impairment of the World Health Organisation, president of the World Chinese Society of Otolaryngology-Head and Neck Surgery* (世界華人耳鼻咽喉頭頸外科學會), honorary chairman of Otolaryngology-Head and Neck Surgery Branch under Chinese Medical Association, honorary chairman of the Otolaryngology-Head and Neck Surgeons Branch under Chinese Medical Doctor Association (January 2019) and chairman of China International Exchange and Promotive Association for Medical and Health Care and head of National Guidance Team for Prevention and Treatment of Deafness. Mr. Han has served as an independent director of Northeast Pharmaceutica Holding Co., Ltd. (whose shares are listed on the Shenzhen Stock Exchange (stock code: 000597)) since July 2018.

In 1990, Mr. Han was awarded a Doctor Degree of Medicine from China Medical University and a Doctor Degree of Medicine and a Doctor Degree of Philosophy in Medicine from Kanazawa Medical University, Japan. In 1991, he did his post-doctoral research in Beijing Institute of Otolaryngology and Otolaryngology Department of Beijing Tongren Hospital. In 1994, he was promoted to professor and doctoral supervisor of Capital Medical University. He was also a former superintendent of Beijing Tongren Hospital. Mr. Han was awarded three Second Prizes for National Science and Technology Progress Award. He also won 14 provincial prizes for science and technology achievements and was granted 10 patents for practical inventions. He led 9 main projects and general projects in the 10th and 11th Five-year Plan Periods of Ministry of Science and Technology and Natural Science Foundation of China as well as 21 provincial research subjects. He has been granted a special allowance from the State Council of China since 1992 and was titled "Young and Middle-aged Expert with Remarkable Achievements" by the Ministry of Human Resources of China and the Beijing Municipal Government. In 2007, he won "He Liang & He Li Prize for

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Science and Technology Progress”. In 2012, he was awarded “UN South – South International Humanism Spirit Prize”, the first doctor winner ever in history. In 2013, he was titled as “Beijing Scholar” and “Academician of Chinese Academy of Engineering”.

Save as disclosed above, Mr. Han does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Han did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Han has entered into an appointment letter with the Company commencing from 13 April 2019 unless terminated by either party giving not less than three months’ notice in writing and the term of appointment will expire until the conclusion of the Annual General Meeting by the Company. Effective from 1 January 2022, Mr. Han is entitled to a director’s remuneration of HK\$400,000 per annum which was determined by the Board with reference to the remuneration of the comparable companies, his time contribution, duties and responsibilities as well as the results of the Group. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

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

(7) MR. LIAO XINBO – INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Liao Xinbo (廖新波先生), aged 65, was appointed as an independent non-executive Director and a member of the Nomination Committee on 2 December 2019.

Mr. Liao is a member of the core experts group of China Alliance for Patient Safety (中國患者安全聯盟核心專家組), an expert of the national think tank of Xinhuanet Health China Promotion Working Committee (新華網健康中國促進工作委員會國家智庫), a deputy director (副主任委員) of the Intelligent Medicine Professional Committee of the Chinese Medical Doctor Association (中國醫師協會智慧醫療專業委員會), and the director (主任) of the Research Center of Medical Behavior in Shanghai Jiaotong University (上海交通大學醫療行為研究中心). From December 1982 to February 2004, Mr. Liao worked in Guangdong Provincial People’s Hospital (廣東省人民醫院), engaged in clinical pathology for 11 years and then hospital management for another 11 years. Mr. Liao served in the Department of Health of Guangdong Province (廣東省衛生廳) for 12 years, holding positions as deputy director (副廳長) and inspector (巡視員), and later served as a deputy director (副主任) of Health and Family Planning Commission of Guangdong Province (廣東省衛生和計劃生育委員會).

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Liao graduated from the Medical Department of Guangzhou Medical College (currently known as Guangzhou Medical University) with a bachelor's degree in 1982, obtained a master's degree from China Europe International Business School in 2003 and a master's degree in advanced hospital administration from Lingnan (University) College of Sun Yat-Sen University in 2005.

Save as disclosed above, Mr. Liao does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. He does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Liao did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Liao has entered into an appointment letter with the Company commencing from 2 December 2019 until the conclusion of the Annual General Meeting unless terminated by either party by giving not less than three months' notice in writing. Effective from 1 January 2022, Mr. Liao is entitled to a director's remuneration of HK\$400,000 per annum which was determined by the Board with reference to his duties and responsibilities as well as prevailing market rates. If Mr. Liao would be re-elected at the Annual General Meeting, he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

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

* *For identification purpose only*

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 Share Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,891,539,661 Shares. Subject to the passing of the ordinary resolution set out in item 7 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,891,539,661 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 189,153,966 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back 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 buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of Hong Kong and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Share Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back 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 Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2021		
April	6.53	6.23
May	7.28	6.27
June	8.19	6.74
July	7.68	5.76
August	6.55	5.80
September	6.39	5.73
October	6.18	5.76
November	5.88	5.26
December	6.10	5.23
2022		
January	5.90	5.31
February	5.83	5.42
March	5.58	4.20
April (up to the Latest Practicable Date)	5.34	5.00

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 have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons 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 Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back 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 Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, GT-PRC was interested in 697,978,700 Shares representing approximately 36.90% of the total issued share capital of the Company. In the event that the Directors exercised the proposed Share Buy-back Mandate in full, the shareholding interests of GT-PRC would be increased to approximately 41.00% of the issued share capital of the Company.

The Directors consider that such increase in shareholding interests would give rise to an obligation on GT-PRC to make a mandatory offer under Rule 26 of the Takeovers Code but would not reduce the issued share capital in the public to less than 25%, the prescribed minimum percentage required by the Stock Exchange. The Directors do not have any present intention to exercise the proposed Share Buy-back Mandate to such an extent as would give rise to such obligation.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has not bought back any of the Shares (whether on the Stock Exchange or otherwise).

**GENERTEC UNIVERSAL MEDICAL GROUP
COMPANY LIMITED
RULES OF PROCEDURES FOR THE HOLDING OF BOARD MEETINGS**

Chapter 1 General Provisions

Article 1 In order to further regulate the discussion methods and decision-making procedures of the board (hereinafter referred to as the “**Board**”) of directors (hereinafter referred to as the “**Directors**”) of Genertec Universal Medical Group Company Limited (hereinafter referred to as the “**Company**”), these Rules have been formulated in accordance with the relevant requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (hereinafter referred to as the “**Ordinance**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Stock Exchange Listing Rules**”) and other laws, regulations, regulatory documents, as well as the Articles of Association of Genertec Universal Medical Group Company Limited (hereinafter referred to as the “**Articles of Association**”).

Chapter 2 Board Meetings

Article 2 The Board meetings include regular meetings and other meetings. The Directors shall meet regularly and hold at least four meetings a year at approximately quarterly intervals. Save as otherwise provided in the Articles of Association, the Directors may meet together for the despatch of business, adjourn, or otherwise regulate their meetings as they think fit.

Article 3 A Director may, and the secretary on the requisition of a Director shall, call a meeting of the Directors (including regular meetings and other meetings) in accordance with provisions of the Articles of Association. Notice of at least fourteen (14) days shall be given to each Director for any regular Board meeting, and reasonable notice for other Board meetings. The meeting notice shall at least contain the topics discussed at the meeting: the time and venue of the meeting, and other materials or documents for Directors to understand the topics.

Article 4 Notice of a meeting shall be deemed to be duly given to a Director if it is given to him/her personally in writing or orally or sent to him/her at his/her last known address or any other address notified by him/her to the Company. A Director may waive notice of any meeting and any such waiver may be prospective or retrospective.

Article 5 The quorum for a Board meeting shall be two (2) or may be fixed by the Directors. No business shall be transacted at any Board meeting unless a quorum is present. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

Article 6 A Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director appointed by him/her. If such person is not a Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved.

Article 7 An alternate Director shall be entitled to receive notices of Board meetings and of committees of the Board of which his/her appointor is a member, to attend and vote at any such meeting at which the Director appointing him/her is not present, and generally to perform all the functions of his/her appointor as a Director, but shall not (unless the Company by ordinary resolution otherwise determines) be entitled to any fees for his/her services as an alternate Director.

Article 8 An alternate Director shall be counted in a quorum of the Board meetings. However, save as otherwise provided in the Articles of Association, any alternate Director shall not vote (nor shall be counted in the quorum) at a Board meeting on any resolution approving any transaction, contract or arrangement or concerning a matter in which the Director or any of the Director's close associate(s) has, directly or indirectly, a material interest (other than an interest in shares, debentures or other securities of, or otherwise in or through, the Company).

Article 9 A Director (including his/her connected entities) who is in any way, whether directly or indirectly, interested in a transaction, arrangement or contract or proposed transaction, arrangement or contract with the Company shall declare the nature and extent of his/her interest or his/her connected entities' interest at a Board meeting in accordance with the provisions under the Ordinance and the Articles of Association.

Article 10 A meeting of the Board or any committee of the Board may be held on site, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in a meeting according to this Article shall constitute presence in person at such meeting. A Director participating in a meeting by the abovementioned means shall be entitled to vote at the meeting and be counted in the quorum.

Article 11 The Directors may elect from their member, and remove, a chairman and a vice-chairman of the Board. The chairman, or in his/her absence the vice-chairman, shall act as chairman of the meeting and preside at all meetings of the Directors, but if there is no chairman or vice-chairman, or if at the meeting neither the chairman nor the vice-chairman is present within 15 minutes after the time appointed for the meeting, or if neither of them is willing to act as chairman of the meeting, the Directors present may choose one of their number to be chairman of the meeting.

Chapter 3 Procedures and Voting Method of the Board Meetings

Article 12 Except as otherwise provided in the Articles of Association, matters arising at any Board meeting shall be decided by a single majority of votes of all Directors present at such meeting. One Director shall have one vote when voting on a Board resolution. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote. Where a Director is connected with an enterprise involved in the resolution of a Board meeting, the connected Director shall neither vote on the resolution nor exercise voting rights on behalf of other Directors. The resolutions proposed at a Board meeting shall be decided by a single majority of all non-connected Directors present at the meeting. Subject to the exceptions particularly specified in the Articles of Association, the Directors shall not vote on any Board resolution approving any contract, transaction, arrangement or any other proposal in which he/she or any of his/her close associates has a material interest.

Article 13 A resolution in writing signed by all the Directors (or their respective alternate Directors as the case may be) for the time being entitled to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effectual as if it had been passed at a Board meeting or of that committee, duly convened and held, and may consist of several documents in the like form each executed by one or more Directors, but a resolution executed by an alternate Director need not also be executed by his/her appointor and, if it is executed by a Director who has appointed an alternate Director, it need not also be executed by the alternate Director in that capacity. A resolution which is signed and sent by a Director or his/her alternate Director or a member of such committee by electronic means shall be treated as being signed by him/her for the purpose of this Article. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.

Article 14 The Directors may delegate any of their powers: (i) to any managing Director, any Director holding any other executive office or any other Director; (ii) to any committee consisting of one or more Directors and (if thought fit) one or more other persons, but a majority of the members of the committee shall be Directors and no resolution of the committee shall be effective unless a majority of those present when it is passed are Directors; and (iii) to any local board or agency for managing any of the affairs of the Company either in Hong Kong or elsewhere.

Any such delegation may be subject to any conditions proposed by the Directors and may be revoked or varied. The power to delegate under this Article, being without limitation, includes power to delegate the determination of any fee, remuneration or other benefit which may be paid or provided to any Director; and the scope of the power to delegate under aforementioned sub-paragraph (i), (ii) or (iii) shall not be restricted.

Chapter 4 Minutes and Summary of the Board Meetings

Article 15 For the on-site meetings of the Board and the Board committees and the meetings convened in the forms of video, telephone and so on, the Company shall arrange to take the minutes of the meetings. The Board shall cause minutes to be made in books kept for the purpose: (a) of all appointment of senior management of the Company; (b) the names of all the Directors present at each meeting of the Board or of any committee; and (c) of all resolutions and proceedings of meetings of any class of member, the Board and committees. The Board must ensure that the Company keeps a written record of every decision taken by the Directors for at least 10 years from the date of the decision.

Article 16 The Company shall compile a concise summary of the meeting to record the matters considered and the decisions reached at the relevant meetings, specifying any objections raised by the Directors. After conclusion of a Board meeting, the minutes shall be dispatched to all directors within a reasonable period. The first draft shall be for the Directors' comments, and the final draft shall be kept by the Directors for records. Meeting files of the Board and the committees under it, including notices and materials of meetings, attendance books, powers of attorney granted by the Directors to their proxies (if any), audio recording of the meetings (if any), voting papers (if any), written resolutions and summary of the meeting signed by all Directors, etc., shall be kept by the Company. The meeting minutes shall be made available for inspection by any Director within any reasonable period of time upon reasonable notice given by such Director.

Chapter 5 Others

Article 17 Where any relevant matters are not covered in these Rules, they shall be implemented in compliance with the applicable laws, regulations, regulatory documents, the Articles of Association and other relevant provisions.

Article 18 These Rules shall become effective from the approval date after consideration and approval by the general meeting of the Company.

Article 19 In these Rules, the expressions of “more than”, “less than”, “within” and “exceeding” shall include the figures mentioned whilst the expressions of “not exceeding”, “over “and “other than” shall not include the figures mentioned.

Article 20 These Rules shall be interpreted by the Board.

NOTICE OF ANNUAL GENERAL MEETING



GENERTEC UNIVERSAL MEDICAL GROUP COMPANY LIMITED 通用環球醫療集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2666)

Notice is hereby given that the annual general meeting of Genertec Universal Medical Group Company Limited (the “**Company**”) will be held at Conference Room, 5/F, West Wing of Hademen Plaza, 8-1 Chongwenmenwai Street, Dongcheng District, Beijing, China on Tuesday, 7 June 2022 at 10:00 a.m. (the “**Annual General Meeting**”) for the purpose of considering and, if thought fit, approving the following resolutions.

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company (the “**Auditors**”) for the year ended 31 December 2021.
2. To declare a final dividend of HK\$0.36 per share for the year ended 31 December 2021.
3. To re-elect retiring Directors as follows:
 - (a) To re-elect Mr. Wang Wenbing as Director;
 - (b) To re-elect Mr. Zhao Yan as Director;
 - (c) To re-elect Mr. Che Lingyun as Director;
 - (d) To re-elect Mr. Zhu Ziyang as Director;
 - (e) To re-elect Mr. Li Yinquan as Director;
 - (f) To re-elect Mr. Han Demin as Director; and
 - (g) To re-elect Mr. Liao Xinbo as Director.
4. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
5. To re-appoint Ernst & Young as the overseas auditors and to authorise the Board to fix their remuneration.

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6. To re-appoint ShineWing Certified Public Accountants (Special General Partnership) as the domestic auditors and to authorise the Board to fix their remuneration.
7. 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 to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back 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 in general meeting.”

8. 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 to issue, allot and deal with additional shares in the capital of the Company

NOTICE OF ANNUAL GENERAL MEETING

and to make or grant 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 issued and allotted or to be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) 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; or
 - (iii) any issue of shares upon exercise of options under a share option scheme of the Company; or
 - (iv) any specific authority granted or to be granted by the shareholders of the Company in general meeting,

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 in general meeting.

“**Rights Issue**” means an offer of shares or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares 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

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expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

9. 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 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the Directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 7 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).”

10. To consider and, if thought fit, approve the adoption of the Rules of Procedures for the Holding of Board Meetings in the form as set forth in Appendix III to the Company’s circular dated 20 April 2022, and the same to take effect upon the shareholders’ approval.

For and on behalf of the Board
Genertec Universal Medical Group
Company Limited
通用環球醫療集團有限公司
Peng Jiahong
Chairwoman of the Board

Beijing, PRC, 20 April 2022

Notes:

1. All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). 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 member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend, speak and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member 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. On a poll, every member who is present in person or by proxy shall have one vote for every fully paid-up share held by him.

On a show of hands, every member who is present in person or by proxy shall have one vote. If a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands.

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3. In order to be valid, the form of proxy and any authority under which it is executed or a copy of the authority certified notari ally, must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the above meeting or the adjourned meeting (as the case may be). Accordingly, the form of proxy must be delivered to the Company's share registrar not later than 10:00 a.m. on Sunday, 5 June 2022 (Hong Kong time).
4. Deposit of the form of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it and, in such event, the form of proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Wednesday, 1 June 2022 to Tuesday, 7 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 31 May 2022.
6. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Monday, 13 June 2022 to Wednesday, 15 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 June 2022.
7. A circular containing further details concerning items 2, 3, 7, 8, 9 and 10 set out in the above notice will be sent to all members of the Company together with the 2021 Annual Report.
8. Taking into account the recent development of the epidemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the Annual General Meeting against the epidemic to protect the shareholders from the risk of infection:
 - (i) compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature over 37.5 degrees Celsius will not be admitted to the venue;
 - (ii) every shareholder or proxy is required to wear surgical facial mask throughout the meeting; and
 - (iii) no refreshment will be served.

Furthermore, the Company wishes to strongly advise the shareholders, particularly those who are unwell or subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the Annual General Meeting as a proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.

As at the date of this announcement, the executive Directors are Ms. Peng Jiahong (Chairwoman), Mr. Wang Wenbing and Mr. Yu Gang; the non-executive Directors are Mr. Zhao Yan (Vice-chairman), Mr. Tong Chaoyin, Mr. Che Lingyun and Mr. Zhu Ziyang; and the independent non-executive Directors are Mr. Li Yinquan, Mr. Chow Siu Lui, Mr. Han Demin and Mr. Liao Xinbo.

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This circular (in both English and Chinese versions) has been posted on the Company's website at www.umcare.cn. Shareholders who have chosen to receive the Company's Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) via the Company's website and for any reason have difficulty in gaining access to this circular posted on the Company's website will promptly upon request be sent by post this circular in printed form free of charge. Shareholders may at any time change their choice of means of receipt and language of the Corporate Communications. Shareholders may request for printed copy of the circular free of charge or change their choice of means of receipt and language of the Company's corporate communications by sending reasonable notice in writing to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by sending an email to unimedical.ecom@computershare.com.hk.

Shareholders who have chosen to receive the Company's corporate communication in either English or Chinese version will receive both English and Chinese versions of this circular since both languages are bound together into one booklet.