

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

If you have sold or transferred all your shares in Beijing Chunlizhengda Medical Instruments Co., Ltd.\* (北京市春立正達醫療器械股份有限公司), you should at once hand this circular to the purchaser or transferee or to the bank or stockbroker or other licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**北京市春立正達醫療器械股份有限公司**  
**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***  
(A joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1858)

**2021 PROFIT DISTRIBUTION PLAN**  
**APPOINTMENT OF AUDITORS (DOMESTIC AND OVERSEAS) AND**  
**INTERNAL CONTROL AUDITOR FOR 2022**  
**REMUNERATION OF THE DIRECTORS OF THE COMPANY FOR 2022**  
**ANNUAL REPORT FOR THE YEAR 2021 AND ITS SUMMARY**  
**FINANCIAL REPORT FOR THE YEAR 2021**  
**2021 PERFORMANCE REPORT OF THE INDEPENDENT NON-EXECUTIVE**  
**DIRECTORS**  
**REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2021**  
**REMUNERATION OF THE SUPERVISORS OF THE COMPANY FOR 2022**  
**REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021**  
**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR**  
**GRANTING THE GENERAL MANDATE TO THE BOARD TO REPURCHASE**  
**H SHARES**  
**NOTICE OF THE 2021 ANNUAL GENERAL MEETING AND**  
**NOTICE OF H SHAREHOLDERS' CLASS MEETING**

The 2021 Annual General Meeting and Class Meetings will be held at 2:00 p.m., on Wednesday, 1 June 2022 at No. 10 Xinmi Xi Er Road, Southern District of Tongzhou Economic Development Zone, Tongzhou District, Beijing, the PRC.

The forms of proxy for use at the 2021 Annual General Meeting and the H Shareholders' Class Meeting have been published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.clzd.com>) on Monday, 28 March 2022. If you intend to appoint a proxy to attend the 2021 Annual General Meeting and/or the H Shareholders' Class Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the 2021 Annual General Meeting and/or the H Shareholders' Class Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the 2021 Annual General Meeting and/or the H Shareholders' Class Meeting and voting in person if you so wish.

# CONTENTS

	<i>Page</i>
<b>DEFINITIONS .....</b>	<b>1</b>
<b>LETTER FROM THE BOARD .....</b>	<b>4</b>
<b>APPENDIX I — REMUNERATION PLAN FOR THE DIRECTORS FOR 2022 .....</b>	<b>14</b>
<b>APPENDIX II — 2021 PERFORMANCE REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS .....</b>	<b>15</b>
<b>APPENDIX III — REMUNERATION PLAN FOR THE SUPERVISORS FOR 2022 .....</b>	<b>21</b>
<b>APPENDIX IV — EXPLANATORY STATEMENT .....</b>	<b>22</b>
<b>NOTICE OF 2021 ANNUAL GENERAL MEETING .....</b>	<b>26</b>
<b>NOTICE OF THE H SHAREHOLDERS' CLASS MEETING .....</b>	<b>30</b>

## DEFINITIONS

*Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:*

“2021 Annual General Meeting”	the annual general meeting of the Company to be held at 2:00 p.m., on Wednesday, 1 June 2022 at No. 10 Xinmi Xi Er Road, Southern District of Tongzhou Economic Development Zone, Tongzhou, District, Beijing, the PRC
“A Share(s)”	the ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in RMB and are listed for trading on the STAR Market of Shanghai Stock Exchange
“A Shareholder(s)”	the holder(s) of A Share(s)
“A Shareholders’ Class Meeting”	the A Shareholders’ class meeting of the Company to be held at 2:00 p.m. (or the time immediately after the conclusion of the 2021 Annual General Meeting) on Wednesday, 1 June 2022
“Articles of Association”	the articles of association of the Company currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“Class Meetings”	the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting
“Company”	Beijing Chunlizhengda Medical Instruments Co., Ltd.* (北京市春立正達醫療器械股份有限公司), a joint stock limited company incorporated in the People’s Republic of China with limited liability, the A Shares of which are listed on the STAR Market of Shanghai Stock Exchange (stock code: 688236) and the H Shares of which are listed on the Hong Kong Stock Exchange (stock code: 1858)
“Director(s)”	director(s) of the Company

## DEFINITIONS

“H Share(s)”	ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	the holder(s) of H Shares
“H Shareholders’ Class Meeting”	the H Shareholders’ class meeting of the Company to be held at 2:00 p.m. (or the time immediately after the conclusion of the A Shareholders’ Class Meeting) on Wednesday, 1 June 2022
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	20 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	the general mandate to be granted to the Board at the 2021 Annual General Meeting and Class Meetings to exercise the power of the Company to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue at the time when the relevant resolution proposed for granting such mandate for repurchasing H Shares is passed at the 2021 Annual General Meeting, the Class Meetings, respectively
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Shareholders”	holders of the Company’s Share(s)

## DEFINITIONS

“Shares” ordinary share(s) of RMB1.00 each in the share capital of the Company

“Supervisor(s)” supervisor(s) of the Company

\* *For identification purposes only*

LETTER FROM THE BOARD



北京市春立正達醫療器械股份有限公司  
**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***

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

**(Stock Code: 1858)**

*Executive Directors:*

Mr. Shi Chunbao (*Chairman*)

Ms. Yue Shujun

Mr. Xie Feng Bao

*Non-Executive Director:*

Mr. Wang Xin

*Independent Non-executive Directors:*

Mr. Ge Changyin

Mr. Wong Tak Shing

Mr. Weng Jie

*Registered Office and Headquarters  
in the PRC:*

No. 10 Xinmi Xi Er Road  
Southern District of Tongzhou  
Economic Development Zone  
Tongzhou District  
Beijing  
the PRC  
Postal Code: 101112

*Principal Place of Business  
in Hong Kong:*

20th Floor, Winbase Centre  
208 Queen's Road Central  
Sheung Wan  
Hong Kong

*To the Shareholders*

Dear Sir or Madam,

**2021 PROFIT DISTRIBUTION PLAN  
APPOINTMENT OF AUDITORS (DOMESTIC AND OVERSEAS) AND  
INTERNAL CONTROL AUDITOR FOR 2022  
REMUNERATION OF THE DIRECTORS OF THE COMPANY FOR 2022  
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REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021  
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR  
GRANTING THE GENERAL MANDATE TO THE BOARD TO REPURCHASE  
H SHARES  
NOTICE OF THE 2021 ANNUAL GENERAL MEETING AND  
NOTICE OF H SHAREHOLDERS' CLASS MEETING**

## LETTER FROM THE BOARD

### INTRODUCTION

The purpose of this circular is to give you notice of the 2021 Annual General Meeting and the Class Meetings and to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the 2021 Annual General Meeting and/or the Class Meetings (where applicable), which includes, among other things:

- (1) consider and approve the proposed profit distribution plan for 2021;
- (2) consider and approve the appointment of auditors (domestic and overseas) and internal control auditor for 2022;
- (3) consider and approve the remuneration of the Directors of the Company for 2022;
- (4) consider and approve the annual report for 2021 and its summary;
- (5) consider and approve the financial report for the year 2021;
- (6) consider and approve the 2021 performance report of the independent non-executive Directors;
- (7) consider and approve the report of the Board of Directors for 2021;
- (8) consider and approve the remuneration of Supervisors of the Company for 2022;
- (9) consider and approve the report of the Board of Supervisors for 2021;
- (10) consider and approve the election of Ms. Shi Wenling (史文玲) as executive Director; and
- (11) consider and approve the grant of the general mandate to the Board of Directors to repurchase the H Shares of the Company.

The item (11) as mentioned above is required to be proposed at the 2021 Annual General Meeting and Class Meetings for consideration in the form of a special resolution.

### PROFIT DISTRIBUTION PLAN FOR 2021

An ordinary resolution will be proposed at the 2021 Annual General Meeting to consider and approve the 2021 Profit Distribution Plan of the Company.

## LETTER FROM THE BOARD

As audited by WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合夥)), the Company's audited consolidated net profit attributable to the owners of the parent company for 2021 was approximately RMB322.36 million. The accumulated undistributed profit of parent company as at 31 December 2021 was approximately RMB900.76 million. The Board of Directors reviewed and approved the Profits Distribution Plan for 2021 of the Company on 28 March 2022.

According to the Profits Distribution Plan of the Company, the dividend for 2021 is proposed to be distributed to all Shareholders in cash at RMB1.3 per 10 Shares (tax inclusive) by the Company. In particular: A Shareholders will be paid in RMB; H Shareholders will be paid in HK dollars. The exchange rate of HK dollars will be calculated in accordance with the average exchange rate of the relevant foreign exchange published by the People's Bank of China the mid-rate of seven business days prior to the date of approval of dividend in 2021 Annual General Meeting. As at 31 December 2021, the total issued shares of the Company is 384,280,000 and a total cash dividend of RMB49,956,400 (tax inclusive) will be distributed, accounting for 15.50% of the net profit attributable to the owners of the parent company in the consolidated statements of the Company for 2021.

The dividend for 2021 is expected to be paid on 15 July 2022 to Shareholders whose names appear on the register of members of the Company as at 7 June 2022 in respect of H Shares.

If the total share capital of the Company changes before the record date(s) for the implementation of the profit distribution, the Company intends to maintain the distribution amount per Share unchanged and adjust the total distribution amount accordingly.

### WITHHOLDING AND PAYMENT OF DIVIDEND TAX

In accordance with the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules effective on 1 January 2008, where a PRC domestic enterprise distributes dividends for financial periods beginning from 1 January 2008 to non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, the Company will, after withholding 10% of the final dividend as enterprise income tax, distribute the final dividend to non-resident enterprise shareholders, i.e. any shareholders who hold the Company's shares in the name of non-individual shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or holders of H Shares registered in the name of other organizations and groups.

According to regulations by the State Administration of Taxation (Guo Shui Han [2011] No. 348) (《國家稅務總局國稅函[2011]348號》) and relevant laws and regulations, if the individual holders of H shares are residents of Hong Kong or Macau or those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these shareholders. However, if otherwise provided by tax laws, relevant tax treaties or notices, the tax will be withheld in accordance with the relevant requirements and tax levy and administration requirements.



## LETTER FROM THE BOARD

According to the requirements of the Notice on the Tax Policies Concerning the Pilot Program of the Shanghai-Hong Kong Stock Connect published by the Ministry of Finance, the State Administration of Taxation and the CSRC (Cai Shui [2014] No. 81) (《財政部、國家稅務總局、中國證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), H-share companies shall withhold an individual income tax at the rate of 20% on dividends from the H shares of the company invested by mainland individual investors on the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect. For dividends of the shares listed on the Hong Kong Stock Exchange received by mainland securities investment funds from investment through the Shanghai-Hong Kong Stock Connect, individual income tax shall be calculated in accordance with the above requirements. For dividends of the shares listed on the Hong Kong Stock Exchange received by mainland enterprise investors from investment through the Shanghai-Hong Kong Stock Connect, H-share companies shall not withhold income tax of dividends, and mainland enterprise investors shall report and pay the tax amount by themselves. In particular, the dividends received by resident enterprises in mainland which hold H shares for at least 12 consecutive months shall be exempted from enterprise income tax according to law.

According to the requirements of the Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect published by the Ministry of Finance, the State Administration of Taxation and the CSRC (Cai Shui [2016] No. 127) (《財政部、國家稅務總局、中國證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), H-share companies shall withhold an individual income tax at the rate of 20% on dividends from the H shares of the company invested by mainland individual investors on the Hong Kong Stock Exchange through the Shenzhen-Hong Kong Stock Connect. For dividends of the shares listed on the Hong Kong Stock Exchange received by mainland securities investment funds from investment through the Shenzhen-Hong Kong Stock Connect, individual income tax shall be calculated in accordance with the above requirements. For dividends of the shares listed on the Hong Kong Stock Exchange received by mainland enterprise investors from investment through the Shenzhen-Hong Kong Stock Connect, H-share companies shall not withhold income tax of dividends, and mainland enterprise investors shall report and pay the tax amount by themselves. In particular, the dividends received by resident enterprises in mainland which hold H shares for at least 12 consecutive months could be exempted from enterprise income tax according to law.

### **APPOINTMENT OF AUDITORS (DOMESTIC AND OVERSEAS) AND INTERNAL CONTROL AUDITORS FOR 2022**

An ordinary resolution will be proposed at the 2021 Annual General Meeting to consider and approve the appointment of WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合夥)) as the domestic auditor and overseas auditor of the Company's financial report for 2022, until the conclusion of the Company's 2022 annual general meeting, and that the Board be authorized to fix its remuneration.

## LETTER FROM THE BOARD

According to the Basic Standards of Enterprise Internal Control (《企業內部控制基本規範》) and the Ancillary Guidance on Enterprise Internal Control (《企業內部控制配套指引》) and the information disclosure requirements for listed companies on the STAR Market of Shanghai Stock Exchange, the Company is required to appoint a qualified accounting firm to conduct annual audit on its internal control and disclose the underlying audit report. The Board proposed that WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合夥)) be appointed as the internal control auditor for 2022, until the conclusion of the Company's 2022 annual general meeting, and that the Board be authorized to fix its remuneration.

### REMUNERATION OF THE DIRECTORS OF THE COMPANY FOR 2022

An ordinary resolution will be proposed at the 2021 Annual General Meeting to consider and approve the remuneration of the Directors of the Company for 2022.

In accordance with the current economic environment, the regions of operations of the Company, industry and scale of the Company and with reference to remuneration of the industry, the Company has formulated the Remuneration Plan for the Directors for 2022, which is set out in Appendix I to this circular.

### ANNUAL REPORT FOR THE YEAR 2021 AND ITS SUMMARY

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the Company's 2021 annual report and its summary. Please refer to the Company's annual report for the year 2021 published on the websites of the Hong Kong Stock Exchange and the Company on 28 April 2022.

### FINANCIAL REPORT FOR THE YEAR 2021

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the financial report for the year 2021. The audited financial statements prepared in compliance with the China Accounting Standards and the auditor's report for the year 2021 have been set out in the Company's 2021 annual report.

### 2021 PERFORMANCE REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the 2021 performance report of the independent non-executive Directors.

The 2021 performance report of the independent non-executive Directors is set out in Appendix II to this circular.

### REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the report of the Board of Directors for the year 2021. Please refer to the report of the Board of Directors as set out in the Company's annual report for the year 2021.

## LETTER FROM THE BOARD

### REMUNERATION OF THE SUPERVISORS OF THE COMPANY FOR 2022

An ordinary resolution will be proposed at the 2021 Annual General Meeting to consider and approve the remuneration of the Supervisors of the Company for 2022.

In accordance with the relevant laws and regulations, requirements of regulatory documents, and the Articles of Association, together with the remuneration levels of the operation industries and regions of the Company, the annual operating condition and job responsibilities, the Company has formulated the Remuneration Plan for the Supervisors for 2022, which is set out in Appendix III to this circular.

### REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the report of the Board of Supervisors for the year 2021. Please refer to the report of the Board of Supervisors as set out in the Company's annual report for the year 2021.

### PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the appointment of Ms. Shi Wenling (史文玲) ("**Ms. Shi**") as an executive Director of the Company.

Reference is made to the announcement of the Company dated 28 March 2022 in relation to, among others, the proposed appointment of executive Director. The Board has considered and approved to nominate Ms. Shi as a candidate for executive Director of the Company. The appointment of Ms. Shi will be effective upon approval by the Shareholders at the 2021 Annual General Meeting.

The biographical details of Ms. Shi are as follows:

Ms. Shi, aged 24, worked at the user expansion department of Beijing Bytedance Technology Co., Ltd.\* (北京字節跳動科技有限公司) from January 2021 to March 2022 and joined the Company in March 2022 as the assistant to the Chairman. Ms. Shi graduated from Ohio State University in United States of America with a double degree in marketing and operation management in December 2020.

Subject to the approval of the Shareholders at the 2021 Annual General Meeting, Ms. Shi will enter into a service contract with the Company (the "**Service Contract**") for a term of service from the day of the conclusion of the 2021 Annual General Meeting to the expiry of term of office of the fourth session of the Board (and renewable thereafter by mutual agreement provided that at any time during the term of appointment, either party may terminate the contract by giving to the other not less than one month's prior notice in writing without payment of compensation (other than statutory compensation)).

## LETTER FROM THE BOARD

Ms. Shi will not receive any remuneration for acting as executive Director of the Company. Ms. Shi will be eligible for re-election and reappointment pursuant to the Articles of Association.

Ms. Shi is the daughter of Mr. Shi Chunbao, who is a controlling shareholder (as defined in the Listing Rules) and an executive Director of the Company and Ms. Yue Shujun, who is a controlling shareholder (as defined in the Listing Rules), deputy general manager and an executive Director of the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Shi (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules); (ii) has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not hold any other positions with the Company and its subsidiaries; and (iv) did not have any interest in the shares or underlying shares of the Company under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Other than the above, as at the Latest Practicable Date, the Board is not aware of other matters which need to be brought to the attention of the shareholders of the Company and information that needs to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to the aforesaid appointment of Ms. Shi.

### **GRANTING THE GENERAL MANDATE TO THE BOARD OF DIRECTORS TO REPURCHASE H SHARES**

A special resolution will be proposed at the 2021 Annual General Meeting and the Class Meetings to consider and approve the proposal on granting the general mandate to the Board to repurchase H Shares of the Company.

It is proposed that a general mandate be granted to the Board to repurchase H Shares of the Company not exceeding 10% of its total number of the H Shares in issue when the Repurchase Mandate is approved at the 2021 Annual General Meeting and the Class Meetings with reference to market conditions, funding arrangements and the needs of the Company and in accordance with the relevant laws and regulations, the Articles of Association, requirements of securities regulatory authorities of the places where the shares of the Company are listed and any other relevant government or regulatory authorities in the PRC when the Board believes that such repurchase is beneficial to the Company and the Shareholders as a whole.

It is proposed that the authorization granted to the Board by the 2021 Annual General Meeting and the Class Meetings includes but not limited to:

- (i) formulating and implementing specific repurchase plan, including but not limited to repurchase price(s), number of H Shares to be repurchased, timing(s) of repurchase and period(s) of repurchase, etc;
- (ii) notifying creditors and making announcement(s) in accordance with the requirements of the Company Law of the PRC, other laws and regulations and the Articles of Association;

## LETTER FROM THE BOARD

- (iii) opening overseas stock accounts, capital accounts and carrying out relevant procedures of change in foreign exchange registration;
- (iv) carrying out relevant approval, filing and/or disclosure procedures (if necessary) in accordance with laws, regulations, the Articles of Association and requirements of the securities regulatory authorities of the places where the shares of the Company are listed and any other relevant government or regulatory authorities in the PRC;
- (v) carrying out the cancellation procedure of the repurchased H Shares, reducing the registered capital of the Company, amending the Articles of Association in relation to the total amount of share capital, share capital structure and other relevant contents and carrying out the legal registration and filing procedures in the PRC and overseas; and
- (vi) executing all documents and dealing with other matters in relation to the repurchase of H Shares.

The general mandate will expire on the earlier of:

- (a) the conclusion of the annual general meeting of the Company for the year 2022; or
- (b) the date on which the authorization granted by the relevant special resolution is revoked or varied by a special resolution at the general meeting, the class meeting of the holders of H Shares and the class meeting of the holders of A Shares of the Company (the “**Relevant Period**”).

The Explanatory Statement of the Repurchase Mandate is set out in Appendix IV to this circular, which contains further details of the Repurchase Mandate.

### 2021 ANNUAL GENERAL MEETING AND CLASS MEETING

The 2021 Annual General Meeting, A Shareholders’ Class Meeting and H Shareholders’ Class Meeting of the Company will be held at 2:00 p.m., 2:00 p.m. or immediately after the conclusion of the 2021 Annual General Meeting and 2:00 p.m. or immediately after the conclusion of the A Shareholders’ Class Meeting, respectively, on Wednesday, 1 June 2022 at No. 10 Xinmi Xi Er Road, Southern District of Tongzhou Economic Development Zone, Tongzhou, District, Beijing. The notice to convene the 2021 Annual General Meeting and notice to convene the H Shareholders’ Class Meeting have been published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.clzd.com>) on Monday, 28 March 2022 and are set out on pages 26 to 29 and 30 to 32 of this circular respectively and the forms of proxy for use at the 2021 Annual General Meeting and H Shareholders’ Class Meeting are also enclosed hereto.

## LETTER FROM THE BOARD

In order to be qualified to attend and vote at the 2021 Annual General Meeting and the H Shareholders' Class Meeting, holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the office of the H Share registrar of the Company, 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 Wednesday, 25 May 2022.

Holders of H Shares whose names appear on the Company's register of members at the close of business on Wednesday, 25 May 2022 are entitled to attend and vote at the 2021 Annual General Meeting and the H Shareholders' Class Meeting.

The forms of proxy for use at the 2021 Annual General Meeting and H Shareholders' Class Meeting have been published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.clzd.com>) on Monday, 28 March 2022. If you intend to appoint a proxy to attend the 2021 Annual General Meeting and/or H Shareholders' Class Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the 2021 Annual General Meeting and/or the H Shareholders' Class Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the 2021 Annual General Meeting and/or the H Shareholders' Class Meeting and voting in person if you so wish.

As Ms. Shi is the daughter of Mr. Shi Chunbao, who is a controlling shareholder (as defined in the Listing Rules) and an executive Director of the Company and Ms. Yue Shujun, who is a controlling shareholder (as defined in the Listing Rules), deputy general manager and an executive Director of the Company, Mr. Shi Chunbao and Ms. Yue Shujun will abstain from voting on the resolution in relation to the appointment of Ms. Shi as an executive Director of the Company. As Mr. Shi Chunbao and Ms. Yue Shujun are controlling shareholders (as defined in the Listing Rules) and executive Directors of the Company, Mr. Shi Chunbao and Ms. Yue Shujun will abstain from voting on the relevant resolution in relation to the Remuneration Plan for the Directors for 2022. Save as mentioned above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Shareholder is required under the Listing Rules to abstain from voting on the proposed resolutions at the 2021 Annual General Meeting and the H Shareholders' Class Meeting.

### **PROCEDURES FOR VOTING AT THE 2021 ANNUAL GENERAL MEETING AND CLASS MEETING**

According to Rule 13.39(4) of the Hong Kong Listing Rules, the vote of Shareholders at the 2021 Annual General Meeting will be taken by poll. Accordingly, all the resolutions could be taken by poll at the 2021 Annual General Meeting and the Class Meetings pursuant to the Articles of Association.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

As Ms. Shi is the daughter of Mr. Shi Chunbao, who is a controlling shareholder (as defined in the Listing Rules) and an executive Director of the Company and Ms. Yue Shujun, who is a controlling shareholder (as defined in the Listing Rules), deputy general manager and an executive Director of the Company, Mr. Shi Chunbao and Ms. Yue Shujun have abstained from voting on the relevant Board resolution in relation to the appointment of Ms. Shi as an executive Director of the Company. As Mr. Shi Chunbao and Ms. Yue Shujun are controlling shareholders (as defined in the Listing Rules) and executive Directors of the Company, Mr. Shi Chunbao and Ms. Yue Shujun have abstained from voting on the relevant Board resolution in relation to the Remuneration Plan for the Directors for 2022. Save as mentioned above, none of the Directors has any material interest in the resolutions to be proposed at the 2021 Annual General Meeting and the H Shareholders' Class Meeting. The Directors believe that the proposals mentioned above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the resolutions to be proposed at the 2021 Annual General Meeting and/or the Class Meetings as set out in the notices of the 2021 Annual General Meeting and/or the Class Meetings.

By order of the Board  
**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***  
**Shi Chunbao**  
*Chairman*

Beijing, the PRC  
28 April 2022

\* For identification purposes only



## BEIJING CHUNLIZHENGDA MEDICAL INSTRUMENTS CO., LTD.\*

## REMUNERATION PLAN OF THE DIRECTORS FOR 2022

Dear Shareholders,

In accordance with the current economic environment, the regions of operations of the Company, industry and scale of the Company and with reference to remuneration of the industry, the Company has formulated the Remuneration Plan for the Directors for 2022.

*i. Remuneration of executive Directors*

Executive Directors are remunerated according to their performance appraisal in accordance with the specific management positions they hold in the Group and are no longer separately remunerated as Directors. The specific remuneration of the executive Directors will be considered by the Board.

*ii. Remuneration of non-executive Directors (including independent non-executive Directors)*

Non-executive Directors (including independent non-executive Directors), of which Mr. Wang Xin, a non-executive Director, Mr. Ge Changyin and Mr. Weng Jie, independent non-executive Directors, are remunerated at a fixed rate of RMB100,000/year (before tax) and Mr. Wong Tak Shing, an independent non-executive Director, is remunerated at a fixed rate of RMB175,800/year (before tax).

\* For identification purposes only



## BEIJING CHUNLIZHENGDA MEDICAL INSTRUMENTS CO., LTD.\*

2021 PERFORMANCE REPORT OF THE INDEPENDENT NON-EXECUTIVE  
DIRECTORS

As Independent Non-executive Directors of Beijing Chunlizhengda Medical Instruments Co., Ltd. (hereinafter as the “Company”), we performed our duties as Independent Non-executive Directors diligently in 2021 in strict accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter as the “Securities Law”), the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange, the Guidelines for Governance of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of Beijing Chunlizhengda Medical Instruments Co., Ltd. (hereinafter as the “Articles of Association”), the Working Systems for Independent Directors of Beijing Chunlizhengda Medical Instruments Co., Ltd. (hereinafter as the “Working Systems”) and other laws and regulations, regulatory documents, company system requirements. We have safeguarded the legitimate interests of all shareholders and fully capitalized on the effectiveness of Independent Non-executive Directors. The duty performance as Independent Non-executive Directors in 2021 is hereby reported as follows:

**1. Independence**

As Independent Non-executive Directors, we are in no relationship with the Company and the substantial shareholders, directors, supervisors and senior management of the Company which interferes with our exercise of independent and objective judgment, have not been appointed in related enterprises of the Company, have met the requirements of independence in relevant laws and regulations, have adhered to objective and independent professional judgments in the performance of our duties, and safeguarded the interests of all shareholders, especially small and medium investors.

\* For identification purposes only

**2. Annual Duty Performance of Independent Non-executive Directors****(1) Attendance at Meetings**

For the year 2021, the Company convened five general meetings and 10 board meeting in total. In 2021, we attended the general meetings and board meetings as follows:

<b>Name of Independent Non-executive Director</b>	<b>General Meeting</b>	<b>Board Meeting</b>
Ge Changyin	5	10
Weng Jie	5	9
Wong Tak Shing	5	10

*Note:* Non-executive Director Weng Jie was absent from the 11th meeting of the fourth session of the Board Meeting, Weng Jie fulfilled the corresponding leave process before the meeting.

During the reporting period, as Independent Non-executive Directors of the Company, we have actively participated in the board meetings and general meetings of the Company and faithfully performed the duties as Independent Non-executive Directors. Before attending the meetings, we carefully reviewed the meeting materials, fully communicated with the Company's management, actively discussed each proposal, and carefully reviewed each proposal in the board meetings of the Company. We believed that these proposals did not harm the interests of shareholders as a whole, especially small and medium shareholders. No objection was raised to any of the proposals.

**(2) On-site inspection and the Company's cooperation with Independent Non-executive Directors in their work**

Affected by the pandemic, in 2021, we mainly maintained close contact with the Company's management, secretary to the Board and relevant staff through telephone, email, online meetings, etc. to communicate regularly and understand the Company's daily operations. During the reporting period, the Company actively cooperated with our work and facilitated the performance of our duties as Independent Non-executive Directors.

### 3. Key Issues of Concern Regarding Annual Duty Performance of Independent Non-Executive Directors

During the year, we focused on the reviewing the following issues of the Company in accordance with the requirements in relation to the functions and powers of the independent non-executive directors under the Company Law, the Securities Law and other laws and regulations and the Articles of Association.

#### (1) *Related Party Transaction*

During the reporting period, the daily transactions between the Company and the related parties constituted normal business activities, which supported the Company's production, operation and sustainable development to a certain extent, and was conducive to the stability of the Company's normal operation. The Company and the related parties remain independent, and the Company's principal business will not rely on the related parties for such transactions. The Company's daily connected transactions followed the principles of openness, fairness and impartiality, were negotiated and priced with reference to the market price, which will not harm the interests of the Company and shareholders as a whole, especially small and medium shareholders.

#### (2) *External Guarantees and Fund Occupation*

During the reporting period, as Independent Non-executive Directors of the Company, we have reviewed the Company's external guarantees. The Company strictly followed the Articles of Association and relevant regulations of the Company, and no external guarantees occurred during the reporting period. During the reporting period, there was no non-operating fund occupation of the Company by the related parties.

#### (3) *Use of Raised Proceeds*

According to the Regulatory Guidance No. 2 of Listed Companies — Supervision and Administration Requirements for Listed Companies on the Management and Use of Raised Funds (2022 Revision) (CSRC Announcement No. 15 [2022]), Shanghai Stock Exchange STAR Market Guidelines No. 1 for Self-Regulation for Listed Companies – Standard Operation and the management system for raised proceeds of the Company and other relevant regulations, the Independent Non-executive Directors reviewed the deposit and actual use of the raised proceeds by the Company in 2021, and no violations were found.

#### (4) *Mergers and acquisitions*

During the reporting period, the Company did not have any mergers and acquisitions.

**(5) *Nomination and Remuneration of Directors and Senior Management***

The remuneration and allowances of the Company's directors and senior management are in line with the Company's actual operating conditions and the remuneration level of the industry and region in which it operates, and the assessment and payment procedures are in line with the relevant national laws and regulations, the Articles of Association and other relevant regulations and requirements of relevant systems.

**(6) *Performance forecast and performance bulletins***

During the reporting period, the Company was not required to issue performance forecast nor performance bulletins.

**(7) *Engagement or change of Accounting Firms***

During the reporting period, the Company engaged WUYIGE Certified Public Accountants LLP as the domestic and overseas audit institutions of the Company for 2021, and there was no change of accounting firm. WUYIGE Certified Public Accountants LLP has been diligent during the financial audit of the Company, it has high professional standards and quality of personnel, followed the principles of independence, objectivity and fairness and successfully completed various audit tasks of the Company as scheduled. The report issued objectively and fairly reflected the Company's financial position, business performance and cash flow during the reporting period

**(8) *Cash Dividends and Other Investor Returns***

In 2021, the Company plans to distribute to all shareholders a cash dividend of RMB1.3 (tax included) for every 10 shares, of which A Shareholders shall be paid in RMB and H Shareholders shall be paid in Hong Kong dollars. The exchange rate of Hong Kong dollars is based on the average closing price of the relevant foreign exchange announced by the People's Bank of China 7 working days before the date of dividend approval at the 2021 annual general meeting of the Company. This matter still needs to be submitted to the general meeting for consideration.

In 2021, multiple factors such as the coronavirus pandemic, the centralized procurement of artificial joints organized by the state, and the changing political and economic situations at home and abroad will continue to have a certain impact on the Company's business. Based on the characteristics of high-end interventional medical devices, the Company will continue to increase investments in research and development, continuously enrich product pipelines, strengthen market development, and expand the sales teams for related businesses at home and abroad. In this process, a large amount of financial support is needed. Therefore, in full consideration of the adverse impact on the Company's external business environment caused by the implementation of the central procurement policy of

artificial joints by the state and the Company's capital requirements at the current stage and for future development, the large demand for product research and development funds and the actual situation, in order to better safeguard the long-term interests of all shareholders, the Company will implement a cash dividend ratio of less than 30% in 2021.

**(9) *Implementation of commitments made by the Company and its shareholders***

During the reporting period, we did not find any breach of commitments by the Company and the relevant shareholders.

**(10) *Implementation of information disclosure***

During the reporting period, the company provided investors with timely, accurate, true and complete information in strict accordance with the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant regulations as well as the Company's regulations on disclosure of information. There were no false records, misleading statements or material omissions.

**(11) *Implementation of internal control***

During the reporting period, the Company has maintained effective internal control in all material respects and the internal control system is operating effectively in accordance with the requirements of the corporate internal control standard system and relevant regulations. There were no major deficiencies in internal control of financial reports or non-financial reports during the reporting period.

**(12) *New business development***

During the reporting period, the Company did not develop any new business.

**(13) *Other Matters which are Required by the Independent Non-executive Directors to be Improved***

We believe that during the reporting period, the Company operated in a standardized manner, the corporate governance system was relatively complete, and there are no matters that need to be improved.

#### 4. Overall Evaluation and Recommendations

In 2021, the Company's directors, supervisors, senior management and related personnel have given strong support and cooperation to the Independent Non-executive Directors in performing their duties, and we would like to express our sincere gratitude. As Independent Non-executive Directors of the Company, we discharged our duties based on the principles of objectiveness, fairness and independence, with integrity and diligence, and in strict compliance with the relevant regulations such as the Company Law, the Securities Law, the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Articles of Association. Based on the principles of objectivity, impartiality and independence, perform duties with integrity and diligence. We carefully reviewed various meeting proposals, financial reports and other documents submitted by the Company, participated in the decision-making of material matters of the Company, fully capitalized on the effectiveness of Independent Non-executive Directors and safeguarded the interests of the Company and the legitimate rights of the shareholders (especially small and medium shareholders) as a whole.

In 2022, we will continue to uphold the principle of being accountable to all Shareholders in accordance with the requirements of relevant laws and regulations and the Articles of Association, maintain good communication with the Company's management, express opinions independently and objectively, and at the same time, make use of professional knowledge and experience to provide opinions and recommendations for the Company's development, and play an active role in continuously enhancing and improving the level of corporate governance and promoting the Company's stable operation.

Independent Non-executive Directors:  
Ge Changyin, Weng Jie, Wong Tak Shing

28 March 2022

## BEIJING CHUNLIZHENGDA MEDICAL INSTRUMENTS CO., LTD.\*

## REMUNERATION PLAN OF THE SUPERVISORS FOR 2022

Dear Shareholders,

*Remuneration of employee Supervisors*

According to the relevant laws and regulations, requirements of regulatory documents, and the Articles of Association, together with the remuneration levels of the operation industries and regions of the Company, the annual operating condition and job responsibilities, employee Supervisors are no longer separately remunerated as Supervisors and will be remunerated according to the performance of the Company, service agreements entered into with the Company and annual individual assessment.

The Remuneration Plan of the Supervisors for 2022 has been considered and adopted at the sixth meeting of the fourth session of the Board of Supervisors on 28 March 2022.

\* For identification purposes only

*In accordance with the Hong Kong Listing Rules, this appendix serves as an explanatory statement to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the 2021 Annual General Meeting, the A Shareholders Class Meeting and the H Shareholders Class Meeting for the grant of the Repurchase Mandate to the Directors.*

### **Reasons for Repurchase of H Shares**

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to and in the best interest of the Company and its Shareholders. Such repurchases of the H Shares may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. Such repurchases of the H Shares will only be made when the Directors believe that it will benefit the Company and its Shareholders as a whole.

### **Share Capital**

As at the Latest Practicable Date, the total issued capital of the Company was RMB384,280,000, comprising 95,852,000 H Shares with a par value of RMB1.00 each and 288,428,000 A Shares with a par value of RMB1.00 each.

### **Exercise of Repurchase Mandate**

Subject to the passing of the relevant special resolution set out in the notices of the 2021 Annual General Meeting and the Class Meetings, respectively, the Board will be granted the Repurchase Mandate until the earlier of (a) the conclusion of the annual general meeting of the Company for the year 2022; or (b) the date on which the authorization granted by the relevant special resolution is revoked or varied by a special resolution at the general meeting, the class meeting of the holders of H Shares and the class meeting of the holders of A Shares of the Company (the “**Relevant Period**”). The exercise of the Repurchase Mandate is subject to relevant approval(s) of and/or filings with relevant regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

The exercise in full of the Repurchase Mandate (on the basis of 95,852,000 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the 2021 Annual General Meeting and the Class Meetings) would result in a maximum of 9,585,200 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total number of the H Shares in issue as at the date of passing the relevant special resolution at the 2021 Annual General Meeting and the Class Meetings.

### **Funding of Repurchase**

In repurchasing its H Shares, the Company intends to apply funds from the Company’s internal resources (which may include capital common reserve funds and distributable profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.



The Directors consider that there may not be a material adverse impact on the working capital or on the gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the financial report of the Company for the year ended 31 December 2021) in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period.

### Prices of H Share

The highest and lowest prices at which the H Shares have been trading on the Hong Kong Stock Exchange during the 12 calendar months preceding the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
<b>2021</b>		
April	24.95	17.68
May	29.80	21.45
June	34.95	23.20
July	26.40	16.36
August	25.30	18.90
September	23.00	15.00
October	20.75	16.02
November	22.20	17.08
December	18.88	14.12
<b>2022</b>		
January	14.14	11.60
February	12.78	10.26
March	11.30	7.63
April (up to the Latest Practicable Date)	9.96	8.88

### Shares Repurchased by the Company

No repurchase of Shares has been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or other stock exchanges).

### Directors' Undertakings and General Information

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the proposed special resolution to approve the Repurchase Mandate in accordance with the Hong Kong Listing Rules and the applicable laws, rules and regulations of the PRC.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Hong Kong Listing Rules) presently intends to sell H Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the 2021 Annual General Meeting and the Class Meetings, and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Hong Kong Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the 2021 Annual General Meeting and the Class Meetings and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

#### **Takeovers Code and Public Float Requirement**

If as a result of a share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Codes on Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company or become obligated to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Shi Chunbao ("**Mr. Shi**") and Ms. Yue Shujun ("**Ms. Yue**") were deemed to be interested in 209,133,335 A Shares (as defined in part XV of the SFO), representing approximately 54.42% of the Company's total issued capital. Mr. Shi holds 113,685,435 A Shares as the beneficial owner. Mr. Shi, as the spouse of Ms. Yue, was deemed to be interested in 95,447,900 A Shares in the Company under the SFO. Ms. Yue holds 95,447,900 A Shares as the beneficial owner. Ms. Yue, as the spouse of Mr. Shi, was deemed to be interested in 113,685,435 A Shares in the Company under the SFO. In the event that the Directors fully exercise their Repurchase Mandate, the total interests held by Mr. Shi and Ms. Yue in the Company's total issued capital will increase to approximately 55.81%, assuming that the A Shares held by Mr. Shi and Ms. Yue as at the Latest Practicable Date remain unchanged and there is no other change to the issued share capital of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

Assuming that no Shares are issued between the Last Practicable Date and the repurchase date, the exercise of the Repurchase Mandate in whole or in part will not result in the public float being less than 25% of the Company's shares or other minimum shareholding percentage as required by the Hong Kong Stock Exchange. The Directors do not intend to make share repurchase on the Hong Kong Stock Exchange if such repurchase would result in failure to comply with the requirements under Rule 8.08 of the Hong Kong Listing Rules.

**Status of Repurchased Shares**

Pursuant to the Hong Kong Listing Rules, the listing status of all repurchased H Shares of the Company will be automatically cancelled and the relevant certificates of Shares will be cancelled and destroyed.

Under the PRC laws, the repurchased H Shares will be cancelled, and the amount of the Company's registered capital shall be reduced by an amount equal to the aggregate nominal value of the repurchased H Shares accordingly.



北京市春立正達醫療器械股份有限公司  
**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***

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

**(Stock Code: 1858)**

**NOTICE OF THE 2021 ANNUAL GENERAL MEETING**

**Notice is hereby given that** the annual general meeting for the year 2021 (the “**2021 Annual General Meeting**”) of Beijing Chunlizhengda Medical Instruments Co., Ltd.\* (the “**Company**”) will be held at 2:00 p.m. on Wednesday, 1 June 2022 at No. 10 Xinmi Xi Er Road, Southern District of Tongzhou Economic Development Zone, Tongzhou District, Beijing, the PRC to consider and, if thought fit, to pass the following resolutions:

**As ordinary resolutions**

1. to consider and approve the proposed profit distribution plan for 2021;
2. to consider and approve the appointment of auditors (domestic and overseas) and internal control auditor for 2022;
3. to consider and approve the remuneration of the Directors of the Company for 2022;
4. to consider and approve the annual report for 2021 and its summary;
5. to consider and approve the financial report for the year 2021;
6. to consider and approve the 2021 performance report of the independent non-executive Directors;
7. to consider and approve the report of the Board of Directors for 2021;
8. to consider and approve the remuneration of Supervisors of the Company for 2022;
9. to consider and approve the report of the Board of Supervisors for 2021; and
10. to consider and approve the election of Ms. Shi Wenling (史文玲) as executive Director.

## NOTICE OF 2021 ANNUAL GENERAL MEETING

### As special resolution

11. to consider and approve the grant of the following general mandate to the Board to repurchase the H Shares (the “**H Shares**”) of the Company:

“That:

- (a) the Board be and is hereby granted a general mandate to repurchase H Shares not exceeding 10% of the total number of the H Shares as of the date when the repurchase mandate is approved at the 2021 Annual General Meeting and the class meeting of the holders of H Shares and the class meeting of the holders of A Shares of the Company in issue during the Relevant Period (as defined below) with reference to market conditions, funding arrangements and the needs of the Company and in accordance with the relevant laws and regulations, the Articles of Association, requirements of securities regulatory authorities of the places where the shares of the Company are listed and any other relevant government or regulatory authorities of the PRC;
- (b) the Board be and is hereby authorised to deal with, all matters in relation to the repurchase of H Shares, including but not limited to:
  - (i) formulating and implementing specific repurchase plan, including but not limited to repurchase price(s), number of H Shares to be repurchased, timing(s) of repurchase and period(s) of repurchase, etc;
  - (ii) notifying creditors and making announcement(s) in accordance with the requirements of the Company Law of the PRC, other laws and regulations and the Articles of Association;
  - (iii) opening overseas stock accounts, capital accounts and carrying out relevant procedures of change in foreign exchange registration;
  - (iv) carrying out relevant approval, filing and/or disclosure procedures (if necessary) in accordance with laws, regulations, the Articles of Association and requirements of the securities regulatory authorities of the places where the shares of the Company are listed and any other relevant government or regulatory authorities in the PRC;
  - (v) carrying out the cancellation procedure of the repurchased H Shares, reducing the registered capital of the Company, amending the Articles of Association in relation to the total amount of share capital, share capital structure and other relevant contents and carrying out the legal registration and filing procedures in the PRC and overseas; and

## NOTICE OF 2021 ANNUAL GENERAL MEETING

- (vi) executing all documents and dealing with other matters in relation to the repurchase of H Shares.

The above general mandate will expire on the earlier of:

- (a) the conclusion of the annual general meeting of the Company for the year 2022; or
- (b) the date on which the authorization granted by the relevant special resolution is revoked or varied by a special resolution at the general meeting, the class meeting of the holders of H Shares and the class meeting of the holders of A Shares of the Company (the “**Relevant Period**”).”

By order of the Board  
**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***  
**Shi Chunbao**  
*Chairman*

Beijing, the PRC  
28 March 2022

\* For identification purposes only

*As at the date of this notice, the executive directors of the Company are Mr. Shi Chunbao, Ms. Yue Shujun and Mr. Xie Feng Bao; the non-executive director of the Company is Mr. Wang Xin; and the independent non-executive directors of the Company are Mr. Ge Changyin, Mr. Wong Tak Shing and Mr. Weng Jie.*

Notes:

### 1. REGISTRATION OF MEMBERS

In order to be qualified to attend and vote at the 2021 Annual General Meeting, holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the office of the H Share registrar of the Company, 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 Wednesday, 25 May 2022.

Holders of H Shares whose names appear on the Company’s register of members at the close of business on Wednesday, 25 May 2022 are entitled to attend and vote at the 2021 Annual General Meeting.

### 2. APPOINTMENT OF PROXY

Any Shareholder entitled to attend and vote at the 2021 Annual General Meeting is entitled to appoint one or more proxies to attend and vote at the meeting instead of him/her. A proxy need not be a Shareholder of the Company.

The instrument to appoint a proxy shall be in writing and signed by the Shareholder or of his/her attorney duly authorised in writing or, if the Shareholder is a corporate body, either executed under its common seal or signed by its legal representative, director or duly authorised attorney. If the proxy form is signed by the attorney of the Shareholder, the power of attorney or other authorisation document authorising the attorney to sign the proxy form must be notarised.

## NOTICE OF 2021 ANNUAL GENERAL MEETING

To be valid, the proxy form, together with the power of attorney or other authority (if any), shall be lodged by hand or post, to the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) not less than 24 hours before the time appointed for holding the 2021 Annual General Meeting or its adjourned meeting (as the case may be). Completion and return of the proxy form shall not preclude Shareholders from attending and voting in person at the 2021 Annual General Meeting.

### 3. CONTACT INFORMATION OF THE COMPANY

Contact Person: Ms. Sun Yuan  
Contact Tel: (8610) 5861 1761/62/63  
Contact Fax: (8610) 5861 1751

### 4. PROCEDURES OF VOTING AT THE 2021 ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, any vote of Shareholders at the 2021 Annual General Meeting must be taken by poll.

### 5. OTHERS

The 2021 Annual General Meeting is expected to take half a day. Shareholders attending the 2021 Annual General Meeting (in person or by proxy) are responsible for their own transportation and accommodation fees.

Identification documents must be shown by Shareholder(s) or proxies to attend the 2021 Annual General Meeting.

Further details of the resolutions will be included in the circular to be despatched to the holders of H Shares by the Company in due course.

This notice of 2021 Annual General Meeting is despatched to the holders of H Shares only. The notice of 2021 Annual General Meeting to the holders of A Shares is separately published on the website of the Shanghai Stock Exchange (<http://www/sse/com/cn/>).

## NOTICE OF THE H SHAREHOLDERS' CLASS MEETING



### 北京市春立正達醫療器械股份有限公司 Beijing Chunlizhengda Medical Instruments Co., Ltd.\*

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

(Stock Code: 1858)

## NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

Notice is hereby given that a class meeting of the holders of H shares (the “**H Shareholders’ Class Meeting**”) of Beijing Chunlizhengda Medical Instruments Co., Ltd.\* (the “**Company**”) will be held at 2:00 p.m. (or the time immediately after the conclusion of the annual general meeting for the year 2021 (the “**2021 Annual General Meeting**”) and the class meeting of A shareholders of the Company held on the same date as indicated hereunder) on Wednesday, 1 June 2022 or any adjournment thereof at No. 10 Xinmi Xi Er Road, Southern District of Tongzhou Economic Development Zone, Tongzhou District, Beijing, the PRC, to consider and, if thought fit, to pass the following resolution:

#### As special resolution

1. to consider and approve the grant of the following general mandate to the Board to repurchase the H Shares (the “**H Shares**”) of the Company:

#### “That:

- (a) the Board be and is hereby granted a general mandate to repurchase H Shares not exceeding 10% of the total number of the H Shares as of the date when the repurchase mandate is approved at the 2021 Annual General Meeting and the H Shareholders’ Class Meeting and the class meeting of the holders of A Shares of the Company in issue during the Relevant Period (as defined below) with reference to market conditions, funding arrangements and the needs of the Company and in accordance with the relevant laws and regulations, the Articles of Association, requirements of securities regulatory authorities of the places where the shares of the Company are listed and any other relevant government or regulatory authorities of the PRC;
- (b) the Board be and is hereby authorised to deal with, all matters in relation to the repurchase of H Shares, including but not limited to:
  - (i) formulating and implementing specific repurchase plan, including but not limited to repurchase price(s), number of H Shares to be repurchased, timing(s) of repurchase and period(s) of repurchase, etc;
  - (ii) notifying creditors and making announcement(s) in accordance with the requirements of the Company Law of the PRC, other laws and regulations and the Articles of Association;



## NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

- (iii) opening overseas stock accounts, capital accounts and carrying out relevant procedures of change in foreign exchange registration;
- (iv) carrying out relevant approval, filing and/or disclosure procedures (if necessary) in accordance with laws, regulations, the Articles of Association and requirements of the securities regulatory authorities of the places where the shares of the Company are listed and any other relevant government or regulatory authorities in the PRC;
- (v) carrying out the cancellation procedure of the repurchased H Shares, reducing the registered capital of the Company, amending the Articles of Association in relation to the total amount of share capital, share capital structure and other relevant contents and carrying out the legal registration and filing procedures in the PRC and overseas; and
- (vi) executing all documents and dealing with other matters in relation to the repurchase of H Shares.

The above general mandate will expire on the earlier of:

- (a) the conclusion of the annual general meeting of the Company for the year 2022; or
- (b) the date on which the authorization granted by the relevant special resolution is revoked or varied by a special resolution at the general meeting, the class meeting of the holders of H Shares and the class meeting of the holders of A Shares of the Company (the “**Relevant Period**”).

By order of the Board  
**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***  
**Shi Chunbao**  
*Chairman*

Beijing, the PRC  
28 March 2022

\* For identification purposes only

## NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

*As at the date of this notice, the executive directors of the Company are Mr. Shi Chunbao, Ms. Yue Shujun and Mr. Xie Feng Bao; the non-executive director of the Company is Mr. Wang Xin; and the independent non-executive directors of the Company are Mr. Ge Changyin, Mr. Wong Tak Shing and Mr. Weng Jie.*

Notes:

### 1. REGISTRATION OF MEMBERS

In order to be qualified to attend and vote at the H Shareholders' Class Meeting, holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the office of the H Share registrar of the Company, 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 Wednesday, 25 May 2022.

H Shareholders whose names appear on the Company's register of members at the close of business on Wednesday, 25 May 2022 are entitled to attend and vote at the H Shareholders' Class Meeting.

### 2. APPOINTMENT OF PROXY

Any H Shareholder entitled to attend and vote at the H Shareholders' Class Meeting is entitled to appoint one or more proxies to attend and vote at the meeting instead of him/her. A proxy need not be a H Shareholder of the Company.

The instrument to appoint a proxy shall be in writing and signed by the H Shareholder or of his/her attorney duly authorised in writing or, if the H Shareholder is a corporate body, either executed under its common seal or signed by its legal representative, director or duly authorised attorney. If the proxy form is signed by the attorney of the H Shareholder, the power of attorney or other authorisation document authorising the attorney to sign the proxy form must be notarised.

To be valid, the proxy form, together with the power of attorney or other authority (if any), shall be lodged by hand or post, to the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time appointed for holding the H Shareholders' Class Meeting or its adjourned meeting (as the case may be). Completion and return of the proxy form shall not preclude H Shareholders from attending and voting in person at the H Shareholders' Class Meeting.

### 3. CONTACT INFORMATION OF THE COMPANY

Contact Person: Ms. Sun Yuan  
Contact Tel: (8610) 5861 1761/62/63  
Contact Fax: (8610) 5861 1751

### 4. PROCEDURES OF VOTING AT THE H SHAREHOLDERS' CLASS MEETING

An H Shareholder or his/her/its proxy may exercise the right to vote by poll.

### 5. OTHERS

The H Shareholders' Class Meeting is expected to take place immediately after the 2021 Annual General Meeting and the class meeting of the holders of A Shares of the Company. H Shareholders attending the H Shareholders' Class Meeting (in person or by proxy) are responsible for their own transportation and accommodation fees.

Identification documents must be shown by shareholder(s) or proxies to attend the H Shareholders' Class Meeting.

Further details of the resolution will be included in the circular to be despatched to the holders of H Shares by the Company in due course.