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

If you have sold or transferred all your shares in Link-Asia International MedTech Group Limited (the “Company”), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Link-Asia International MedTech Group Limited

環亞國際醫療科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1143)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS AND
APPOINTMENT OF DIRECTOR,
(3) PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “AGM”) to be held on 7 June 2022 (Tuesday) at 11:00 a.m. at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong is set out on pages 18–22 of this circular. A form of proxy for use for the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

This circular together with the form of proxy will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.link-asia.com.hk).

PRECAUTIONARY MEASURES FOR THE AGM

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the AGM, including:

- compulsory body temperature checks
- wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue or be required to leave the AGM venue. The Company reminds all Shareholders that physical attendance in person at the AGM is NOT necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM, instead of attending the AGM in person.

3 May 2022

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held on 7 June 2022 (Tuesday) at 11:00 a.m. at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 18 to 22 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Company”	Link-Asia International MedTech Group Limited (環亞國際醫療科技集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange (Stock Code: 1143);
“connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 4 in the AGM Notice;
“Latest Practicable Date”	26 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;

DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region;
“Proposed Amendments”	the proposed amendments to the Memorandum and the Articles as set out in Appendix III of this circular;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 5 in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
“Share(s)”	share(s) of HK\$0.02 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Share Option Scheme”	the share option scheme of the Company adopted on 10 March 2020;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers; and
“%”	percent.



Link-Asia International MedTech Group Limited

環亞國際醫療科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1143)

Executive Directors:

Mr. Lin Dailian (*Chairman*)
Mr. Wang Guozhen
Mr. Duan Chuanhong
Ms. Lin Xiaoshan

Independent Non-executive Directors:

Mr. Chak Chi Shing
Mr. Li Huiwu
Mr. Yang Weidong

Registered Office:

Windward 3,
Regatta Office Park,
PO Box 1350,
Grand Cayman,
KY1-1108,
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Suites 3501&3513-14,
35th Floor, Tower 6,
The Gateway, Harbour City,
Tsim Sha Tsui, Kowloon,
Hong Kong

3 May 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS AND
APPOINTMENT OF DIRECTOR,
(3) PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM relating to: (a) the granting of the Issue Mandate to the Directors to issue Shares; (b) the granting of the Repurchase Mandate to the Directors to

LETTER FROM THE BOARD

repurchase Shares; (c) the granting of the extension mandate to extend the Issue Mandate by an amount representing the total number of any Shares repurchased under the Repurchase Mandate; (d) the re-election and appointment of Directors; and (e) the Proposed Amendments.

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 31 May 2021, ordinary resolutions were passed to grant general mandates to the Directors (i) to issue additional Shares not exceeding 20% of issued share capital of the Company as at the date of passing the relevant resolutions; (ii) to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the relevant resolutions; and (iii) to extend the general mandate to issue Shares to include the aggregate number of shares repurchased by the Company. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 924,363,855 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 184,872,771 Shares, representing 20% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM, and to repurchase up to a maximum 92,436,386 Shares, representing 10% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 112 of the Articles of Association, Mr. Lin Dailian, Ms. Lin Xiaoshan and Mr. Chak Chi Shing will retire at the AGM and, being eligible, will offer themselves for re-election at the AGM. Particulars of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

To comply with the new Listing Rules requirements regarding the adoption of “Core Standards” for shareholders’ information and protection, the board of directors of the Company (the “**Board**”) proposes to amend the Company’s existing memorandum and articles of association as follows:

- (a) to provide that an annual general meeting of the Company is held in each financial year, rather than calendar year;
- (b) to provide that all members have the right to speak and vote at a general meeting, unless specifically required to abstain from voting by the Listing Rules; and
- (c) to provide that an ordinary, rather than special, resolution of members is required to appoint and remove the Company’s auditors;

In addition, to align with the legislative amendments under Cayman Islands law, the Board proposes to amend the Memorandum and the Articles to update the reference to the relevant Cayman legislation.

The Board also proposes certain minor housekeeping amendments to the Memorandum and the Articles for the purpose of clarifying existing practices and making consequential amendments in line with the Proposed Amendments.

Details of the Proposed Amendments are set out in Appendix III to this circular. The legal advisors to the Company have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and do not violate Cayman Islands law.

The Proposed Amendments are prepared in the English language. The Chinese translation of the memorandum and articles of association is for reference only. In case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

AGM

A notice convening the AGM to be held on 7 June 2022 (Tuesday) at 11:00 a.m. at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong is set out on pages 18 to 22 of this circular for the purpose of considering and, if thought fit, passing the

LETTER FROM THE BOARD

resolutions set out therein. Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, the resolutions set out in the AGM Notice will be required to be voted by way of poll.

The Company will be closed from 1 June 2022 (Wednesday) to 7 June 2022 (Tuesday), both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share register of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 31 May 2022 (Tuesday).

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM, or any adjourned meeting thereof should you so desire.

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

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, and the re-election of the Directors and the Proposed Amendments are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM.

By Order of the Board
Link-Asia International MedTech Group Limited
Lin Dailian
Chairman and Executive Director

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors in the AGM.

1. LISTING RULES RELATING TO REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorised by the Articles and subject to the laws of the Cayman Islands, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the laws of the Cayman Islands, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

As compared with the financial position of the Company as at 31 December 2021 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

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

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 924,363,855 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 92,436,386 Shares, being 10% of the issued share capital of the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum and articles of association of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

So far as the Directors are aware based on the register of substantial shareholders maintained by the Company pursuant to Section 336 of Part XV of the SFO as at the Latest Practicable Date, the exercise of the Repurchase Mandate in full will not give rise to any obligation on any Shareholder (and parties acting in concert with he/she/it, if any) to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not purchase any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 calendar months prior to the Latest Practicable Date:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	1.970	0.710
May	1.740	0.221
June	0.320	0.245
July	0.445	0.245
August	0.260	0.224
September	0.265	0.205
October	0.265	0.198
November	0.280	0.198
December	0.205	0.161
2022		
January	0.202	0.123
February	0.180	0.141
March	0.150	0.097
April (up to the Latest Practicable Date)	0.100	0.097

Set out below are details of the Directors proposed to be re-elected at the AGM.

Mr. Lin Dailian, Executive Director and Chairman

Mr. Lin Dailian (“**Mr. Lin**”), aged 41, was appointed as an executive Director and Chairman of the Company with effect from 12 July 2019. Mr. Lin was graduated from Anhui University of Finance and Economics and later studied at Fudan University. He is a well-known venture capitalist in China. Mr. Lin has over 17 years of experience in entrepreneurship and investment, successfully led or participated in the equity investment and listing of nearly 30 projects. Mr. Lin has been adhering to the concept of value investment, real estate finance, corporate strategic planning and business model shaping. He has extensive practical experience and professional knowledge in business management, mergers and acquisitions, and restructuring of companies. He has held senior management positions in a number of companies, including:

- (a) 2004, Chairman of Chongqing Haina Marketing Planning Co., Ltd. (重慶海納營銷策劃有限公司);
- (b) 2008, Partner of a well-known investment institution Advantage Capital (Private Investment) Co., Ltd. (優勢資本(私募投資)有限公司);
- (c) 2011, Chairman of a well-known investment institution Talent Capital Holdings Group Co., Ltd.;
- (d) 2015, Chairman of the Board of Directors of Anhui Zhongtai Chuangzhan Environmental Technology Limited (安徽中泰創展環境科技股份有限公司) (Stock code: 872755.OC); and
- (e) 2017, Chairman of Zhongcai Talent (Hengqin) Equity Investment Fund Management Co., Ltd., a joint venture formed by Shanghai Talent Equity Investment Fund Management Limited and Zhongcai Financial Holding Investment Ltd (“Zhongcai Financial”). Zhongcai Financial is a subsidiary of China Finance & Economy Media Group, which is directly controlled by the Ministry of Finance of the PRC.

With rich entrepreneurial experience and value investment philosophy, Mr. Lin has been recognised in the financial industry. He has won the Top 100 Best Venture Capitalists of Hurun 2016 and the Top 30 Outstanding Innovative People of China’s Equity Investment in China.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lin (i) has not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have other major appointments and professional qualifications; (ii) has no interest in the Shares within the meaning of Part XV of the SFO; and (iii) does not have any relationships with any other Directors, senior management or any substantial or controlling shareholders of the Company.

Mr. Lin has entered into a service contract as an executive Director with the Company for an initial term of three years commencing on 20 April 2020 and is subject to retirement by rotation at least once every three years and in accordance with the memorandum and articles of association of the Company. Mr. Lin is entitled to an annual salary of HK\$2,000,000 and a discretionary bonus as specified in his service agreement, which is determined by the Board (the decision of which was based on the recommendation of the remuneration committee of the Company (the “**Remuneration Committee**”)) with reference to his duties and responsibilities with the Company as well as prevailing market rates. The respective remuneration is subject to review by the Remuneration Committee and the Board from time to time. As a Director, Mr. Lin is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

In addition, Mr. Lin is not aware of any other matters that need to be brought to the attention of the Shareholders. As advised by Mr. Lin, there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

Ms. Lin Xiaoshan, Executive Director

Ms. Lin Xiaoshan (“**Ms. Lin**”), aged 32, holds a Bachelor of Communication and Information System Management* (通信與信息系統管理) from Chinese People’s Liberation Army National University of Defense Technology, School of Information Communication* (中國人民解放軍國防科技大學信息通信學院). She has over 10 years of experience in operation management and medical business management. Before joining the Group, she was a general manager of oversea projects of Shenzhen Jinjiayuan Import and Export Limited* (深圳金嘉源進出口有限公司), the managing director of Chaoshang Investment (Shenzhen) Holdings Limited* (潮商投資控股(深圳)有限公司), and executive director of Qianhai Aesthetics and Plastics Surgery Medical Group (Shenzhen) Holdings Limited* (前海醫美醫生集團(深圳)控股有限公司).

Save as disclosed above, as at the Latest Practicable Date, Ms. Lin (i) does not hold any other positions with the Company or any other members of the Group; (ii) has not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have other major appointments and professional qualifications; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; and (iv) does not have any relationships with any other Directors, senior management or any substantial or controlling shareholders of the Company.

Ms. Lin has entered into a service agreement as an executive Director with the Company for an initial term of three years commencing on 4 March 2022 and is subjected to retirement by rotation and re-election at general meeting of the Company in accordance with the Company’s articles of association. Ms. Lin is entitled to an annual salary of HK\$600,000 and a discretionary bonus as specified in her service agreement, which is determined by the Board and Remuneration Committee with reference to her duties and responsibilities with the Company, the prevailing market rate and the remuneration policy of the Company. Such

remuneration is subject to review by the remuneration committee and the Board from time to time. As a Director, Ms. Lin is subjected to retirement by rotation and re-election in accordance with the articles of association of the Company.

In addition, Ms. Lin is not aware of any other matters that need to be brought to the attention of the Shareholders. As advised by Ms. Lin, there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

Mr. Chak Chi Shing, Independent Non-Executive Director

Mr. Chak Chi Shing (“**Mr. Chak**”), aged 41, holds a bachelor’s degree of commerce in Accounting and Finance from Curtin University of Technology. He is a certified public accountant of Hong Kong Institute of Certified Public Accountants and Certified Public Accountant Australia. Mr. Chak has more than 15 years of experience in auditing, accounting, corporate finance and financial management and five years of experience in company secretarial matter and corporate governance in listed companies. Mr. Chak has been the independent non-executive director of SDM Group Holdings Limited (“**SDM**”) (stock code: 8363), a company listed on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since May 2019. Mr. Chak has been appointed as the chief financial officer and company secretary of Tokyo Chuo Auction Holdings Limited (stock code: 1939), a company listed on the Main Board of the Stock Exchange since September 2019. Mr. Chak was the executive director of China Shenghai Food Holdings Company Limited (stock code: 1676), a company listed on the Main Board of the Stock Exchange, from December 2018 to September 2019, the company secretary of Bolina Holding Co., Limited (stock code: 1190), a company listed on the Main Board of the Stock Exchange until its delisting on 10 March 2021, from March 2017 to August 2018, and the chief financial officer and company secretary of SDM from March 2016 to July 2016.

Mr. Chak has entered into an appointment letter as an independent non-executive Director with the Company for an initial term of three years, and is subjected to retirement by rotation and re-election at general meeting of the Company in accordance with the Company’s articles of association. Mr. Chak is entitled to a directors’ fee of HK\$240,000 per annum as specified in his letter of appointment, which is determined by the Board (the decision of which was based on the Remuneration Committee of the Company) with reference to his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company. Such remuneration is subjected to review by the Remuneration Committee and the Board from time to time. As a Director, Mr. Chak is subjected to retirement by rotation and re-election in accordance with the articles of association of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chak: (i) does not hold any other positions with the Company or other members of the Group; (ii) does not have any relationships with any directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (iii) has not at any time during the three years preceding the date of this announcement served nor is currently serving as a director of any other publicly listed companies in Hong Kong or overseas; and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In addition, Mr. Chak is not aware of any other matters that need to be brought to the attention of the Shareholders. As advised by Mr. Chak, there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

In respect of the proposed re-election of Mr. Chak, the Nomination Committee of the Company has carefully considered the independence confirmation received from Mr. Chak during which he had been an independent non-executive director and the criteria as set out in Rule 3.13 of the Listing Rules and he has not engaged in any executive management of the Group. The Nomination Committee of the Company had also evaluated the performance of Mr. Chak during the year ended 31 December 2021 based on the nomination policy of the Company, and found his performance satisfactory to be re-elected. Mr. Chak has provided his own contributions to the Company and demonstrated his ability to provide independent advice to affairs of the Company. His extensive experience have enabled him to provide valuable insights to the Board. In addition, his educational background and diversity of work experience as disclosed above have enabled him to provide valuable and diverse views, contributing to the diversity of the Board.

Details of the Proposed Amendments are set out as follows:

1. THROUGHOUT THE MEMORANDUM AND ARTICLES OF ASSOCIATION

All references to “Companies Law (2010 Revision)” and “the Companies Law” in the Memorandum and Articles of Association will be deleted and replaced with “Companies Act (As Revised)”, and “the Companies Act” accordingly.

2. CLAUSE 1 OF THE MEMORANDUM

By deleting the existing Clause 1 in its entirety and replacing it with the following new Clause 1:

“The name of the Company is Link-Asia International MedTech Group Limited 環亞國際醫療科技集團有限公司.”

3. CLAUSE 2 OF THE MEMORANDUM

By deleting the existing Clause 2 in its entirety and replacing it with the following new Clause 2:

“The registered office is situated at the offices of Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide”

4. ARTICLE 1(c)

By deleting the existing Article 1(c) in its entirety and replacing it with the following new Article 1(c):

“At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting held in accordance with these Articles and of which notice specifying the intention to propose the resolution as a Special Resolution, has been duly given.”

5. ARTICLE 15(b)(ii)

By deleting the existing Article 15(b)(ii) in its entirety.

6. ARTICLE 62

By deleting the existing Article 62 in its entirety and replacing it with the following new Article 62:

“At all times during the Relevant Period, the Company shall in each financial year hold a general meeting as its annual general meeting and shall specify the meeting as such in the notice calling it. The annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the Listing Rules, if any) and shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held 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 such a meeting shall constitute presence at such meetings.”

7. ARTICLE 67A

By inserting the following new Article 67A:

“All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.”

8. ARTICLE 92(b)

By inserting the words “and the right to speak” immediately after the words “on a show of hands” in Article 92(b).

9. ARTICLE 112

By deleting the existing Article 112 in its entirety and replacing it with the following new Article 112:

“The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.”

10. ARTICLE 114

“The Shareholders may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Directors so appointed shall be subject to retirement by rotation pursuant to Article 108.”

11. ARTICLE 172

By adding the following sentence at the end of Article 172:

“The financial year end of the Company shall be 31st of December in each calendar year or as otherwise determined by the Board.”

12. ARTICLE 176(a)

By deleting the existing Article 176 in its entirety and replacing it with the following new Article 176:

“The Shareholders may by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by the Shareholders in general meeting by Ordinary Resolution or in such manner as the Shareholders may determine.”

13. ARTICLE 176(b)

By replacing the word “Special” with “Ordinary” in Article 176(b).

14. ARTICLE 188

By deleting the existing Article 188 in its entirety and replacing it with the following new Article 188:

“Subject to the Companies Act, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution”

If the serial numbering of the chapters and the clauses and articles of the Memorandum and the Articles are changed due to the addition, deletion or re-arrangement of certain clauses and articles made in these Proposed Amendments, the serial numbering of the chapters, clauses and articles of the Memorandum and the Articles as so amended shall be changed accordingly, including cross-references.

NOTICE OF ANNUAL GENERAL MEETING



Link-Asia International MedTech Group Limited

環亞國際醫療科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1143)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Link-Asia International MedTech Group Limited (the “**Company**”) will be held on 7 June 2022 (Tuesday) at 11:00 a.m. at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2021.
2. To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditors of the Company and the board of directors of the Company (the “**Board**”) be authorised to fix their remuneration.
3.
 - (a) To re-elect Mr. Lin Dailian and Ms. Lin Xiaoshan as executive Directors of the Company and the Board be authorised to fix their director’s remuneration
 - (b) To re-elect Mr. Chak Chi Shing as an independent non-executive Director of the Company and the Board be authorised to fix his director’s remuneration
4. “**THAT:**
 - (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the Share Option Scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of Resolutions 4 and 5 as set out in this notice convening the AGM of which this Resolution forms part, the general mandate granted to the Directors pursuant to Resolution 4 as set out in this notice convening the AGM of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in this notice convening the AGM of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”
7. To, as special business, consider and, if thought fit, passing the following resolution as a special resolution:

SPECIAL RESOLUTIONS

“**THAT** the second amended and restated memorandum and articles of association of the Company, which contains all the proposed amendments to the existing amended and restated memorandum and articles of association of the Company in Appendix III to the circular of the Company dated 3 May 2022) and a copy of which has been produced to the AGM and marked “A” and for the purpose of identification initiated by the chairman of the AGM, be and are hereby approved and adopted as the new amended and restated memorandum and articles of association in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company, with immediate effect after the close of the AGM and that the Directors, secretary of the Company and the registered office provider of the Company be and are hereby authorised to do all acts, deeds, things and execute all such documents and make all such arrangements that they shall, in their absolute discretion, deem necessary or expedient to give effect to the adoption of the second amended and restated memorandum and articles of association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board
Link-Asia International MedTech Group Limited
Lin Dailian
Chairman and Executive Director

Hong Kong, 3 May 2022

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend 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 at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

NOTICE OF ANNUAL GENERAL MEETING

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. The register of members of the Company will be closed from 1 June 2022 (Wednesday) to 7 June 2022 (Tuesday), both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 31 May 2022 (Tuesday).
4. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the AGM or any adjournment thereof in cases where the AGM was originally held within 12 months from such date.
6. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
7. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person (or in the case of a member being a corporation, its duly authorised representative) at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 as set out in this notice is enclosed.
9. Details of the Directors proposed to be re-elected as Directors of the Company at the AGM are set out in Appendix II to this circular.
10. A form of proxy for use at the AGM is enclosed.

PRECAUTIONARY MEASURES FOR THE AGM

In light of the recent ongoing spread of Novel Coronavirus (COVID-19), the Company **will implement the following precautionary measures at the AGM in order to protect the health and safety** of all participants including the Shareholders, their proxies and other personnel (the “**Participants**”) in the AGM, including:

1. all the Participants will subject to compulsory body temperature checks;
2. all the Participants will be requested to submit health declaration forms;
3. **all the Participants will be requested of wearing of surgical face masks throughout the AGM. Any person who does not comply with this requirement may be denied entry into the AGM venue and be asked to leave the AGM venue. A safe distance between seats are also recommended;**
4. all Participants in the AGM shall use sanitiser to sanitise their hands at least once when they enter into the AGM venue, and when they leave after the AGM;
5. no beverage and refreshment will be served either during or after the AGM to avoid close contacts of the Participants during their attendance; and
6. other safety measures as appropriate.

Shareholders are reminded that any person who is subject to any Hong Kong Government prescribed quarantine, with fever or respiratory symptoms, a body temperature over 37.5 degree Celsius or without wearing a surgical face mask will not be given access to the venue of the AGM, which also means that you will not be allowed to enter the venue and attend the AGM.

The Company strongly recommends Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person. Shareholders who choose to do so should take action as soon as possible to ensure the proxy instructions reach the Company’s Hong Kong branch share registrar not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof.

If Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office as follows:

Address:
Level 54, Hopewell Centre,
183 Queen’s Road East, Hong Kong
Telephone: (852) 2980 1333
Fax: (852) 2810 8185