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

If you have sold or transferred all your shares in China Resources Medical Holdings Company Limited (華潤醫療控股有限公司), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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China Resources Medical Holdings Company Limited

華潤醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1515)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE NEW SHARES
AND
PROPOSED PAYMENT OF FINAL DIVIDEND
AND
PROPOSED CHANGE OF INDEPENDENT AUDITOR
AND
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of China Resources Medical Holdings Company Limited (華潤醫療控股有限公司) to be held at 50/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, June 1, 2023 at 10:00 a.m. is set out on pages 54 to 59 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.crmedical.hk).

Whether or not you are able to attend the annual general meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting (i.e. not later than 10:00 a.m. Tuesday, May 30, 2023 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting in person at the annual general meeting should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

April 25, 2023

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DEFINITIONS

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

“2022 Final Dividend”	The proposed final dividend of 3.7 HK cents per Share for financial year 2022 subject to the approval by Shareholders at the annual general meeting to be held on June 1, 2023
“Amended and Restated Memorandum and Articles of Association”	the fourth amended and restated memorandum and articles of association of the Company incorporating the changes set out in Appendix III to this circular proposed to be approved by the Shareholders at the Annual General Meeting
“Annual General Meeting”	the annual general meeting of the Company to be held at 50/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, June 1, 2023 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 54 to 59 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Company”	China Resources Medical Holdings Company Limited (華潤醫療控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Dividend Currency Election Form”	the form that a Shareholder must complete and return to the Company’s branch share registrar in Hong Kong in the manner set out in this circular in order to elect to receive all (but not part) of the final dividend for the year ended December 31, 2022 in RMB
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issuance Mandate”	as defined in paragraph 4 of the Letter from the Board on page 5 of this circular
“Latest Practicable Date”	April 18, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company currently in force
“Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association
“Nomination Committee”	the nomination committee of the Company
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	as defined in paragraph 3 of the Letter from the Board on page 5 of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.00025 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“%”	per cent



China Resources Medical Holdings Company Limited
華潤醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1515)

Executive Directors:

Mr. SONG Qing (*Chairman of the Board*)
Mr. YU Hai (*Chief Executive Officer*)
Ms. REN Yuan (*Chief Financial Officer*)
Mr. SHAN Baojie (*Deputy President*)

Non-executive Director:

Mr. HU Hui

Independent Non-executive Directors:

Mr. WU Ting Yuk Anthony
Mr. KWONG Kwok Kong
Mr. LEE Kar Chung Felix
Mr. FU Tingmei

Registered Office:

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
PO Box 10240
Grand Cayman, KY1-1002
Cayman Islands

*Headquarters and Principal Place
of Business in the PRC:*

14/F, Kunlun Center Office Building
No. 9, Fuyi Street
Fengtai District, Beijing
the People's Republic of China

*Principal Place of Business
in Hong Kong:*

Room 2603,
26/F, China Resources Building,
26 Harbour Road, Wanchai
Hong Kong

April 25, 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE NEW SHARES
AND
PROPOSED PAYMENT OF FINAL DIVIDEND
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PROPOSED CHANGE OF INDEPENDENT AUDITOR
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PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 87(1) and 87(2) of the Articles of Associations, Mr. SONG Qing, Mr. YU Hai, Ms. REN Yuan, Mr. WU Ting Yuk, Anthony and Mr. FU Tingmei (the “**Retiring Directors**”) shall retire by rotation at the Annual General Meeting. All of the above Retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Nomination procedures for Directors and Recommendations of the Nomination Committee

The Nomination Committee shall recommend to the Board on the appointment of Directors (including independent non-executive Directors) having regard to (i) the proposed candidates’ qualification, background and experience; (ii) independence of candidates for independent non-executive Directors, which is assessed with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board; and (iii) the diversity of the Board in all aspects, including gender, age, cultural and educational background, professional experience, skills, knowledge and work experience.

The Nomination Committee has assessed the independence of each of the independent non-executive Directors based on the independent criteria as set out in Rule 3.13 of the Listing Rules by reviewing the written confirmation of independence for year 2022 as submitted to the Company by each of them, and confirmed that all of them are independent. In addition, the Nomination Committee has assessed and are satisfied with the performance of each of the Retiring Directors for the year ended December 31, 2022.

In particular, the Nomination Committee is also of the view that the Directors who are proposed to be subject to re-election at the Annual General Meeting would bring to the Board their own perspective, skills and experience, as further described in their biographies in Appendix I to this circular. Based on the Board diversity policy adopted by the Company, the Nomination Committee considers that each of the Directors who will be subject to re-election (i.e. the Retiring Directors) can contribute to the diversity of the Board, in particular, with their strong and diversified educational background and professional experience in their expertise. Therefore, in response to the recommendation of the Nomination Committee, the Board recommended all Retiring Directors to be re-elected as Directors at the Annual General Meeting. As a good corporate governance practice, each of the abovementioned Retiring Directors has abstained from voting at the relevant Board meeting on the resolution to recommend each of their re-election by the Shareholders at the Annual General Meeting.

LETTER FROM THE BOARD

Details of the Retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on June 2, 2022, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of new general mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution (i.e. a total of 129,667,651 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (the “**Repurchase Mandate**”). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

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

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on June 2, 2022, a general mandate was granted to the Directors to issue new Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue new Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of new general mandate to the Directors to allot, issue or otherwise deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution (i.e. a total of 259,335,303 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (the “**Issuance Mandate**”). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

LETTER FROM THE BOARD

5. PROPOSED PAYMENT OF FINAL DIVIDEND

At the Board meeting held on March 28, 2023, the Directors recommended a final dividend of HK\$3.7 cents (equivalent to approximately RMB3.2 cents) per Share for the year ended December 31, 2022 (“**2022 Final Dividend**”) (final dividend for the financial year ended December 31, 2021: HK\$12 cents per Share). Subject to the approval by the Shareholders at the Annual General Meeting, the 2022 Final Dividend will be paid on Wednesday, July 19, 2023 to Shareholders whose names appear on the Company’s register of members at the close of business on Tuesday, June 13, 2023. This represents a total distribution of the 2022 Final Dividend of approximately HK\$48 million (on the basis that the number of shares in issue of the Company remains unchanged on the date of the Annual General Meeting).

The 2022 Final Dividend will be payable in cash to each Shareholder in HK\$ unless an election is made to receive the same in RMB. Shareholders will be given the option to elect to receive all (but not part) of the 2022 Final Dividend in RMB at the average benchmark exchange rate of HK\$ to RMB as published by the People’s Bank of China during the five business days ending on June 1, 2023 (inclusive), being the date of the Annual General Meeting. To make such election, Shareholders should complete the Dividend Currency Election Form, which is expected to be despatched to Shareholders in late June 2023 as soon as practicable after the record date of Tuesday, June 13, 2023 to determine Shareholders’ entitlement to the 2022 Final Dividend, and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, July 7, 2023. Shareholders who are minded to elect to receive all (but not part) of the 2022 Final Dividend in RMB by cheques should note that (i) they should ensure that they have an appropriate bank account to which the RMB cheques for dividend can be presented for payment; and (ii) there is no assurance that RMB cheques can be cleared without material handling charges or delay in Hong Kong or that RMB cheques will be honoured for payment upon presentation outside Hong Kong. The cheques are expected to be posted to the relevant Shareholders by ordinary post on Wednesday, July 19, 2023 at the Shareholders’ own risk.

If no election is made by a Shareholder or no duly completed Dividend Currency Election Form in respect of that Shareholder is received by the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, by 4:30 p.m. on Friday, July 7, 2023, such Shareholder will automatically receive the 2022 Final Dividend in HK\$.

All dividend payments in HK\$ will be made in the usual way on Wednesday, July 19, 2023. If Shareholders wish to receive the 2022 Final Dividend in HK\$ in the usual way, no additional action is required. Shareholders should seek professional advice from their own tax advisors regarding the possible tax implications of the proposed dividend payment.

LETTER FROM THE BOARD

6. PROPOSED CHANGE OF INDEPENDENT AUDITOR

Reference is made to the announcement of the Company dated March 28, 2023 in relation to the proposed change of independent auditor of the Company.

According to the relevant regulations issued by the Ministry of Finance of the PRC and the State-owned Assets Supervision and Administration Commission of the State Council regarding the audit work on financial statements of state-owned enterprises, there are restrictions in respect of the years of audit services that an accounting firm can continuously provide to a state-owned enterprise. The Company is a Subsidiary of China Resources Company Limited which is a state-owned enterprise, and since the number of years that the Company has continuously engaged its existing independent auditor, Ernst & Young, is approaching the prescribed time limit, the Board proposes Ernst & Young to retire as the independent auditor of the Company with effect from the conclusion of the Annual General Meeting and will not be re-appointed.

The Board resolved, with the recommendation from the Audit Committee, to propose the appointment of KPMG as the new independent auditor of the Company following the retirement of Ernst & Young, subject to the approval of Shareholders at the Annual General Meeting.

Pursuant to Rule 13.51(4) of the Listing Rules, the Company has received a confirmation letter dated March 28, 2023 from Ernst & Young confirming that there are no circumstances connected with the proposed change of independent auditor that should be brought to the attention of holders of securities or creditors of the Company. The Board has also confirmed that there are no circumstances connected with the proposed change of independent auditor that should be brought to the attention of holders of securities or creditors of the Company.

7. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated April 17, 2023 in relation to the Proposed Amendments.

The Board has proposed to seek the Shareholders' approval by way of a special resolution to adopt the Amended and Restated Memorandum and Articles of Association in order to reflect certain amendments in the applicable laws of the Cayman Islands and the Listing Rules, and to better facilitate the business and corporate governance needs of the Company.

The proposed adoption of the Amended and Restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting. The key Proposed Amendments are summarized as follows:

1. to elaborate on the general powers of the Company that are vested in the Board;

LETTER FROM THE BOARD

2. to better align the wordings in the Memorandum and Articles of Association with those in the applicable laws of the Cayman Islands and the Listing Rules; and
3. to incorporate certain consequential and housekeeping changes.

Please refer to Appendix III to this circular for the full particulars of the Proposed Amendments. The Proposed Amendments are prepared in English and the Chinese translation of the Proposed Amendments is for reference only. In the event of any inconsistencies between the English version and the Chinese version of the Proposed Amendments, the English version shall prevail.

The resolution in relation to the Proposed Amendments will be proposed at the Annual General Meeting for approval of the Shareholders by way of a special resolution.

8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 54 to 59 of this circular.

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

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.crmedical.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, May 30, 2023 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish.

9. RECOMMENDATION

The Directors consider that the proposed re-election of the Retiring Directors, the proposed granting of the Repurchase Mandate and the Issuance Mandate, the proposed change of independent auditor, and the Proposed Amendments to the Memorandum and Articles of Association are in the interest of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

10. RESPONSIBILITY STATEMENT

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

Yours faithfully,
For and on behalf of the Board
China Resources Medical Holdings Company Limited
SONG Qing
Chairman

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

(1) Mr. SONG Qing

Mr. Song Qing, aged 58, joined the Group in August 2018 as an executive Director and the vice chairman, and was re-designated as the chairman in April 2021 and then appointed as the chairman of the Nomination Committee in December 2021.

Mr. Song holds a bachelor's degree in Chinese medicine from Anhui University of Traditional Chinese Medicine in Hefei, the PRC, and obtained his chief pharmacist title from the general logistics department of the People's Liberation Army in April 1999. Mr. Song has extensive experiences in corporate management, and has over 30 years of experience and sophisticated background in the pharmaceutical industry. Mr. Song is currently the chairman of China Resources Healthcare Group Limited ("**CR Healthcare**"), which is the controlling shareholder of the Company, and also takes the role as the Company's chairman in order to lead the healthcare segment of China Resources. The Company believes that with Mr. Song's extensive experience in corporate management and mergers and acquisitions, and his deep understanding of the healthcare industry, he will lead the Group to promote business development, actively participate in the reform of state-owned enterprises hospitals, accelerate the scale expansion plan of the Company, further leverage advantages of China Resources Group and further synergize the collaboration between the Company and CR Healthcare. Mr. Song was the director of China Resources Pharmaceutical Group Limited (which is listed on the main board of the Stock Exchange; stock code: 3320) from May 2016 to August 2018, and also its president from June 2017 to August 2018. Mr. Song was the chairman of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd. (which is listed on Shenzhen Stock Exchange; stock code: 000999) and he is currently the chairman of DIRUI Medical Technology Co., Ltd. (which is listed on ChiNext of Shenzhen Stock Exchange; stock code: 300396). He also served as an inspection pharmacist of quality inspection department, a pharmacist in charge and the director of production department, the director of the enterprise management department and an assistant to president of Shenzhen South Pharmaceutical Factory. Mr. Song served as an assistant general manager, the director of technology center, the director of medical & pharmaceutical department of Sanjiu Enterprise.

Save as disclosed above, Mr. Song (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Mr. Song has entered into a service agreement with the Company for the term of three years, commencing from August 7, 2021 to August 6, 2024 and subject to termination before expiry by either party giving not less than one month's notice in writing to the other. He is subject to retirement by rotation and re-election at the Annual General Meeting in

accordance with the Articles of Association. Mr. Song shall not receive any fixed salary from the Company, but he shall be entitled to the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Mr. Song was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and his duties and responsibilities to the Group.

As at the Latest Practicable Date, Mr. Song was interested in a total of 400,000 Shares (representing approximately 0.03% of the issued share capital of the Company) including those declared to him under the share award scheme of the Company adopted on July 7, 2014 and amended on May 25, 2015 and August 31, 2018, respectively. Save as disclosed above, Mr. Song does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Song involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Song that need to be brought to the attention of the Shareholders and the Stock Exchange.

(2) Mr. YU Hai

Mr. Yu Hai, aged 55, joined the Group in February 2023 as an executive Director and the Chief Executive Officer. He is currently the vice chairman and general manager of CR Healthcare, and served as the senior vice general manager of CR Healthcare from January 2020 to February 2023 and as the chairman of Liaoning Healthcare Industry Group Co., Ltd. from July 2018 to January 2020. Mr. Yu worked in Benxi Municipal Government, Liaoning Province from July 2008 to July 2018, and served as the deputy mayor of Benxi City etc. Prior to that, Mr. Yu held various positions at government departments including the deputy director of the Social Development Division of the Department of Science & Technology of Liaoning Province, the deputy director of the High-tech Development and Industrialization Division of the Department of Science & Technology of Liaoning Province, the deputy director of the Bureau of Science and Technology of Nagechu District, the Tibet Autonomous Region, and the principal officer of the Industrial and Social Development Division, the Scientific and Technological Commission of Liaoning Province etc. Mr. Yu holds a doctor of science degree in pharmaceutical affairs management from the School of Pharmacy, Shenyang Pharmaceutical University.

Save as disclosed above, Mr. Yu (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Mr. Yu has entered into a service agreement with the Company for the term of three years commencing from February 27, 2023 to February 26, 2026 and subject to termination before expiry by either party giving not less than one month's notice in writing to the other. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Yu shall not receive any fixed salary from the Company, but he shall be entitled to the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Mr. Yu was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and his duties and responsibilities to the Group.

As at the Latest Practicable Date, Mr. Yu did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Yu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Yu that need to be brought to the attention of the Shareholders and the Stock Exchange.

(3) Ms. REN Yuan

Ms. Ren Yuan, aged 49, joined the Group in October 2017 as an executive Director and chief financial officer, and was appointed as a member of the Remuneration Committee from October 2019 to November 2022.

Ms. Ren is currently also taking the office as a director of a number of the subsidiaries of CR Healthcare, the Company's controlling shareholder. Ms. Ren worked as the deputy manager of the finance department of China Resources Microelectronics (Holdings) Limited from June 2002 to December 2006. From February 2004 to February 2010, Ms. Ren served as the finance director of Wuxi CR Micro-Assembly Tech., Ltd. Prior to joining the Group, Ms. Ren worked as the consultancy general director and deputy general director of the information management department of China Resources (Holdings) Co., Ltd. since March 2010. Ms. Ren obtained her master's degree in accounting from the Chinese University of Hong Kong in December 2007. Ms. Ren obtained the qualifications of China Certified Public Accountant and China Certified Public Valuer in December 1998 and September 1999, respectively.

Save as disclosed above, Ms. Ren (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Ms. Ren has entered into a service agreement with the Company for a term of three years from October 12, 2022 to October 11, 2025 and subject to termination before expiry by either party giving not less than one month's notice in writing to the other. She is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Ms. Ren is entitled to a remuneration package comprising the basic salary (before tax) of RMB1,212,000 per annum and the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Ms. Ren was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and her duties and responsibilities to the Group.

As at the Latest Practicable Date, Ms. Ren was interested in a total of 300,000 Shares (representing approximately 0.02% of the issued share capital of the Company), including those declared to her under the share award scheme of the Company adopted on July 7, 2014 and amended on May 25, 2015 and August 31, 2018, respectively. Saved as disclosed above, Ms. Ren does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is discloseable nor is Ms. Ren involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Ren that need to be brought to the attention of the Shareholders and the Stock Exchange.

(4) Mr. WU Ting Yuk, Anthony

Mr. Wu Ting Yuk, Anthony, aged 68, joined the Group in August 2018 as an independent non-executive Director and the chairman of the Company, and then resigned as the chairman in April 2021. Mr. Wu was appointed as the chairman of the Remuneration Committee in November 2022. Mr. Wu is a leader in the healthcare industry and has extensive management experience in medical system. Mr. Wu joined the board of the Hong Kong Hospital Authority in 1999 and was formerly its chairman from 2004 to 2013. He has so far been the longest-serving chairman of the Hospital Authority. He has led the team of the Hospital Authority to manage all public hospitals and public clinics in Hong Kong and implemented the public health policy of the Hong Kong Government. He has also actively promoted a number of public and private medical co-operation projects during his tenure. Mr. Wu is currently the principal advisor to the State Administration of Traditional Chinese Medicine of the PRC, a member of the Chinese Medicine Reform and Development Advisory Committee. He was a member of the State Council's Medical Reform Leadership Advisory Committee and an advisor to the Public Policy Advisory Committee of the National Health and Family Planning Commission. Other important public positions that Mr. Wu has served include a member of the 12th and 13th Standing Committee of the Chinese People's Political Consultative Conference National Committee, and a member of the Chief Executive's Council of Advisers on Innovation and Strategic Development and

the Task Force on Land Supply of Hong Kong, and has been awarded JP and GBS by the government of Hong Kong. Mr. Wu also served as the chairman of the Chamber Council of the Hong Kong General Chamber of Commerce from 2010 to 2012, and is currently a member of its consultation committee. Mr. Wu was a partner of Ernst & Young (“EY”) from 1985 to 2015, and served as chairman of the EY’s Far East Region from 2000 to 2005. He is currently the chief advisor to MUFG Bank, Ltd., the chairman of The China Oxford Scholarship Fund, an honorary professor of the Faculty of Medicine of the Chinese University of Hong Kong and the Peking Union Medical College Hospital, and an honorary fellow of the Hong Kong College of Community Medicine. Mr. Wu also has directorships in certain listed companies of the main board of the Stock Exchange: he is an independent non-executive director of Sing Tao News Corporation Limited (stock code: 1105), Power Assets Holdings Limited (stock code: 006), China Taiping Insurance Holdings Company Limited (stock code: 966), Cstone Pharmaceuticals (stock code: 2616), Venus Mecttech (Hangzhou) Inc. (stock code: 2500) and Ocumension Therapeutics (stock code: 1477), and is also the chairman and non-executive director of CLARITY MEDICAL GROUP HOLDING LIMITED (stock code: 1406). He was an executive director of Sincere Watch (Hong Kong) Limited (stock code: 444) and an independent non-executive director of Guangdong Investment Limited (stock code: 270). He was also an independent non-executive director of Agricultural Bank of China Limited (stock code: 1288) from 2009 to 2015. He was also a director of the Fidelity Funds from 2011 to 2014. Mr. Wu is a fellow of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the Institute of Chartered Accountants in England and Wales, and the honorary chairman of the Institute of Certified Management Accountants (Australia) Hong Kong Branch.

On December 24, 2013, the Disciplinary Committee of the HKICPA found Mr. Wu’s failure to observe, maintain or otherwise apply the requirements of HKICPA in preserving the “appearance” of independence by acting as an independent financial advisor on behalf of EY to a non-listed company whilst also a senior partner of EY who acted as auditors of such company in respect of the financial years ended 31 December 1995 to 31 December 1997, and is therefore a deemed auditor of that company under the Companies Ordinance, to be a professional misconduct (the “Incident”). Mr. Wu was ordered to pay a penalty of HK\$250,000, name removed from the register for a period of two years from July 23, 2014, and together with the other respondents, were ordered to pay the costs of HK\$2 million to HKICPA. This Incident was then referred to the Institute of Chartered Accountants in England and Wales by HKICPA in 2014, and was dismissed by the institute in 2017.

Notwithstanding Mr. Wu’s engagement as an independent non-executive director of eight listed companies (including the Company) and a non-executive director of one listed company, Mr. Wu confirmed that he would devote sufficient time to act as an independent non-executive Director based on the following:

- Mr. Wu is neither a full-time member of the abovementioned companies nor involved in the day-to-day operations or management of such companies. As such, he has no executive and management responsibility therein;

- he is not a chief executive officer or full-time executive director of any listed company;
- with his background and experience, Mr. Wu is full aware of the responsibilities and expected time involvement for an independent non-executive director. He has sufficient understanding of his role as independent director in different listed companies and of estimating the time required for attending to the affairs of each listed company. He has not found difficulties in devoting to and managing his time with numerous companies and he is confident that with his experience in being responsible for several roles, he will be able to discharge his duties to the Company; and
- Mr. Wu's role in the Group is non-executive in nature and he will not be involved in the daily management of the Group's business, thus his engagement as an independent non-executive Director will not require his full-time participation.

Based on the foregoing, the Directors are of the view that the various positions currently held by Mr. Wu will not result in Mr. Wu not having sufficient time to act as an independent non-executive Director or not properly discharging his fiduciary duties as a Director.

Save as disclosed above, Mr. Wu (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Mr. Wu has entered into a letter of appointment with the Company for a term from August 7, 2021 to December 31, 2023 and subject to termination before expiry by either party giving not less than one month's notice in writing to the other. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Wu is entitled to a director fee of HK\$300,000 per annum and the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Mr. Wu was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and his duties and responsibilities to the Group.

As at the Latest Practicable Date, Mr. Wu is interested in a total of 1,000,000 Shares (representing approximately 0.08% of the issued share capital of the Company), including those declared to him under the share award scheme of the Company adopted on July 7, 2014 and amended on May 25, 2015 and August 31, 2018, respectively. Saved as disclosed

above, Mr. Wu does not have any interests in the Shares within the meaning of Part XV of the SFO and has met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Wu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders and the Stock Exchange.

(5) Mr. FU Tingmei

Mr. Fu Tingmei, aged 56, joined the Group in February 2023 as an independent non-executive Director and also a member of the Audit Committee and the Remuneration Committee. He is currently serves as an independent non-executive director of the following companies which are listed on the Stock Exchange: China Resources Pharmaceutical Group Limited (stock code: 3320), Guotai Junan International Holdings Limited (stock code: 1788) and COFCO Joycome Foods Limited (stock code: 1610). Mr. Fu was an independent non-executive director of Beijing Enterprises Holdings Limited, a company listed on the Stock Exchange (stock code: 0392) from July 2008 to June 2017, an independent non-executive director of CPMC Holdings Limited, a company listed on the Stock Exchange (stock code: 0906) from June 2008 to July 2019 and an independent non-executive director of Postal Savings Bank of China Co., Ltd., a company listed on the Stock Exchange (stock code: 1658) from May 2016 to March 2023. Mr. Fu has over 30 years of experience in investment, finance, law and business management. Mr. Fu holds a master's degree in law and a Ph.D. degree in law from London University, the United Kingdom.

Save as disclosed above, Mr. Fu (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Mr. Fu has entered into a letter of appointment with the Company for a term of three years from February 27, 2023 to February 26, 2026 and subject to termination before expiry by either party giving not less than one month's notice in writing to the other. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Fu is entitled to a director fee of HK\$300,000 per annum and the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Mr. Fu was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and his duties and responsibilities to the Group.

As at the Latest Practicable Date, Mr. Fu does not have any interests in the Shares within the meaning of Part XV of the SFO and has met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Fu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Fu that need to be brought to the attention of the Shareholders and the Stock Exchange.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,296,676,516 Shares.

Subject to the passing of the ordinary resolution set out in item 10 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,296,676,516 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 129,667,651 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

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

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

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

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

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
April 2022	4.90	3.92
May 2022	4.42	4.00
June 2022	5.47	4.05
July 2022	5.47	4.74
August 2022	4.79	4.10
September 2022	4.80	4.06
October 2022	4.47	3.71
November 2022	5.14	3.57
December 2022	6.08	4.98
January 2023	6.59	5.50
February 2023	7.12	5.81
March 2023	8.36	6.48
April 2023 (up to the Latest Practicable Date)	7.50	6.70

6. GENERAL

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

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

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

7. 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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, China Resources Company Limited, the substantial shareholder of the Company (as defined in the Listing Rules), was interested in 474,319,516 Shares, representing approximately 36.58% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the aggregate shareholding interest of China Resources Company Limited would be increased to approximately 40.64% of the issued share capital of the Company.

The Directors consider that such increase in shareholding may give rise to an obligation for China Resources Company Limited to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the proposed Repurchase Mandate to such an extent as would give rise to such an obligation.

In addition, the Directors do not have any intention to exercise the proposed Repurchase Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the 6 months immediately preceding the Latest Practicable Date, the Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

Particulars of the Proposed Amendments to the Memorandum of Association are set out as follows:

The Memorandum of Association	
Original Memorandum of Association	Amended and Restated Memorandum of Association
<p style="text-align: center;">THE COMPANIES LAW (2012 REVISION) OF THE CAYMAN ISLANDS</p> <p style="text-align: center;">CHINA RESOURCES MEDICAL HOLDINGS COMPANY LIMITED 華潤醫療控股有限公司</p> <p style="text-align: center;">An Exempted Company Limited By Shares</p> <p style="text-align: center;">MEMORANDUM OF ASSOCIATION</p> <p>(Conditionally adopted by special resolution dated 30 September 2013 and amended and restated by special resolution dated 7 September 2018)</p>	<p style="text-align: center;">THE COMPANIES LAW (2012 REVISION) <u>ACT (AS REVISED)</u> OF THE CAYMAN ISLANDS</p> <p style="text-align: center;">CHINA RESOURCES MEDICAL HOLDINGS COMPANY LIMITED 華潤醫療控股有限公司</p> <p style="text-align: center;">(formerly known as China Resources Phoenix Healthcare <u>Holdings Company Limited</u> <u>華潤鳳凰醫療控股有限公司</u>)</p> <p style="text-align: center;">An Exempted Company Limited By Shares</p> <p style="text-align: center;"><u>FOURTH AMENDED AND RESTATED</u> <u>MEMORANDUM OF ASSOCIATION</u></p> <p style="text-align: center;">(Conditionally adopted by special resolution dated 30 September 2013 and amended and restated by special resolution dated 7 September 2018) <u>(Adopted pursuant to a special resolution passed on 29 December 2021 June 2023)</u></p>
<p>4 OBJECTS AND CAPACITY</p> <p>Subject to paragraph 9 of this Memorandum, the objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Law or any other law of the Cayman Islands. The Company is a body corporate capable of exercising all the functions of a natural person of full capacity, irrespective of any question of corporate benefit.</p>	<p>4 OBJECTS AND CAPACITY</p> <p>Subject to paragraph 9 of this Memorandum, the objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Law <u>Act</u> or any other law of the Cayman Islands. The Company is a body corporate capable of exercising all the functions of a natural person of full capacity, irrespective of any question of corporate benefit.</p>
<p>5 SHARE CAPITAL</p> <p>The share capital of the Company is HK\$380,000 divided into 1,520,000,000 Shares of a par value of HK\$0.00025 each.</p>	<p>5 SHARE CAPITAL</p> <p>The share capital of the Company is HK\$380,000 <u>760,000</u> divided into 1,520,000,000 <u>3,040,000,000</u> Shares of a par value of HK\$0.00025 each.</p>
<p>7 CONTINUATION</p> <p>The Company may exercise the powers contained in the Companies Law to transfer and be registered by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be de-registered in the Cayman Islands.</p>	<p>7 CONTINUATION</p> <p>The Company may exercise the powers contained in the Companies Law <u>Act</u> to transfer and be registered by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be de- registered in the Cayman Islands.</p>

Particulars of the Proposed Amendments to the Articles of Association are set out as follows:

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>THE COMPANIES LAW (2012 REVISION) OF THE CAYMAN ISLANDS</p> <p>CHINA RESOURCES MEDICAL HOLDINGS COMPANY LIMITED 華潤醫療控股有限公司</p> <p>An Exempted Company Limited By Shares</p> <p>ARTICLES OF ASSOCIATION</p> <p>(Conditionally adopted by special resolution dated 30 September 2013 and amended and restated by special resolution dated 7 September 2018)</p>	<p>THE COMPANIES LAW (2012 REVISION) ACT (AS REVISED) OF THE CAYMAN ISLANDS</p> <p>CHINA RESOURCES MEDICAL HOLDINGS COMPANY LIMITED 華潤醫療控股有限公司 (formerly known as China Resources Phoenix Healthcare Holdings Company Limited 華潤鳳凰醫療 控股有限公司)</p> <p>An Exempted Company Limited By Shares</p> <p><u>FOURTH AMENDED AND RESTATED</u> <u>ARTICLES OF ASSOCIATION</u></p> <p>(Conditionally adopted by special resolution dated 30 September 2013 and amended and restated by special resolution dated 7 September 2018) (Adopted pursuant to a special resolution passed on 1 June 2023)</p>

The Articles of Association				
No.	Original Articles of Association		Amended and Restated Articles of Association	
	INDEX		INDEX	
	SUBJECT	Article No.	SUBJECT	Article No.
	
	NIL	NIL	<u>Financial Year</u>	<u>170</u>
	TABLE A 1. The regulations in Table A in the Schedule to the Companies Law (2012 Revision) do not apply to the Company.		TABLE A 1. The regulations in Table A in the Schedule to the Companies Act (as revised) Law (2012 Revision) do not apply to the Company.	
	INTERPRETATION 2. (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.		INTERPRETATION 2. (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.	
	WORD	MEANING	WORD	MEANING
	“Articles”	these Articles in their present form or as supplemented or amended or substituted from time to time.	“ <u>Act</u> ”	<u>the Companies Act (as revised) of the Cayman Islands</u>
	“associate”	has the meaning attributed to it in the rules of the Designated Stock Exchange.	“Articles”	these Articles in their present form or as supplemented or amended or substituted from time to time.
	“Auditor”	the auditor of the Company for the time being and may include any individual or partnership.	“associate”	has the meaning attributed to it in the rules of the Designated Stock Exchange.
			“Auditor”	the auditor of the Company for the time being and may include any individual or partnership.
			“ <u>black rainstorm warning</u> ”	<u>shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong).</u>

The Articles of Association				
No.	Original Articles of Association		Amended and Restated Articles of Association	
	WORD	MEANING	WORD	MEANING
	“Board” or “Directors”	the board of directors of the Company or the directors present at a meeting of directors of the Company at which a quorum is present.	“Board” or “Directors”	the board of directors of the Company or the directors present at a meeting of directors of the Company at which a quorum is present.
	“capital”	the share capital from time to time of the Company.	“capital”	the share capital from time to time of the Company.
	“clear days”	in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.	“clear days”	in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
	“clearing house”	a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.	“clearing house”	a clearing house recognised recognized by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction, <u>including in the case of the Company, the HKSCC.</u>
	“Company”	China Resources Medical Holdings Company Limited (華潤醫療控股有限公司)	“Communication Facilities”	<u>video, video-conferencing, internet or online conferencing applications, telephone or teleconferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all persons participating in a meeting are capable of hearing and being heard by each other.</u>
			“Company”	China Resources Medical Holdings Company Limited (華潤醫療控股有限公司)

The Articles of Association				
No.	Original Articles of Association		Amended and Restated Articles of Association	
	WORD	MEANING	WORD	MEANING
	“competent regulatory authority”	a competent regulatory authority in the territory where the shares of the Company are listed or quoted on a stock exchange in such territory.	“competent regulatory authority”	a competent regulatory authority in the territory where the shares of the Company are listed or quoted on a stock exchange in such territory.
	“debenture” and “debenture holder”	include debenture stock and debenture stockholder respectively.	“debenture” and “debenture holder”	include debenture stock and debenture stockholder respectively.
	“Designated Stock Exchange”	a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.	“Designated Stock Exchange”	a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.
	“dollars” and “\$”	dollars, the legal currency of Hong Kong.	“dollars” and “\$”	dollars, the legal currency of Hong Kong.
	“head office”	such office of the Company as the Directors may from time to time determine to be the principal office of the Company.	<u>“gale warning”</u>	<u>shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong).</u>
	“Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.	“head office”	such office of the Company as the Directors may from time to time determine to be the principal office of the Company.
			<u>“HKSCC”</u>	<u>has the meaning attributed to it in the rules of the Designated Stock Exchange.</u>
			“Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

The Articles of Association				
No.	Original Articles of Association		Amended and Restated Articles of Association	
	WORD	MEANING	WORD	MEANING
	“Member”	a duly registered holder from time to time of the shares in the capital of the Company.	“Member”	a duly registered holder from time to time of the shares in the capital of the Company.
	“month”	a calendar month.	“month”	a calendar month.
	“Notice”	written notice unless otherwise specifically stated and as further defined in these Articles.	“Notice”	written notice unless otherwise specifically stated and as further defined in these Articles.
	“Office”	the registered office of the Company for the time being.	“Office”	the registered office of the Company for the time being.
	“ordinary resolution”	a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which not less than fourteen (14) clear days’ Notice has been duly given.	“ordinary resolution”	a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which not less than fourteen (14) clear days’ Notice has been duly given.
	“paid up”	paid up or credited as paid up.	“paid up”	paid up or credited as paid up.
			“Present”	shall mean, in respect of any <u>person, such person’s presence at a general meeting of Members, which may be satisfied by means of such person or, if a corporation or other non-natural person, its duly authorised representative (or, in the case of any Member, a proxy which has been validly appointed by such member in accordance with these Articles), being:</u> (a) <u>physically present at the meeting; or</u> (b) <u>in the case of any meeting at which Communication Facilities are permitted in accordance with these Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities.</u>

The Articles of Association				
No.	Original Articles of Association		Amended and Restated Articles of Association	
	WORD	MEANING	WORD	MEANING
	“Register”	the principal register and where applicable, any branch register of Members to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.	“Register”	the principal register and where applicable, any branch register of Members to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.
	“Registration Office”	in respect of any class of share capital such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.	“Registration Office”	in respect of any class of share capital such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.
	“Seal”	common seal or any one or more duplicate seals of the Company (including a securities seal) for use in the Cayman Islands or in any place outside the Cayman Islands.	“Seal”	common seal or any one or more duplicate seals of the Company (including a securities seal) for use in the Cayman Islands or in any place outside the Cayman Islands.
	“Secretary”	any person, firm or corporation appointed by the Board to perform any of the duties of secretary of the Company and includes any assistant, deputy, temporary or acting secretary.	“Secretary”	any person, firm or corporation appointed by the Board to perform any of the duties of secretary of the Company and includes any assistant, deputy, temporary or acting secretary.

The Articles of Association				
No.	Original Articles of Association		Amended and Restated Articles of Association	
	WORD	MEANING	WORD	MEANING
	“special resolution”	<p>a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which not less than twenty-one (21) clear days’ Notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a special resolution, has been duly given. Provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety-five percent (95%) in nominal value of the shares giving that right and in the case of an annual general meeting, if it is so agreed by all Members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one (21) clear days’ Notice has been given;</p> <p>a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.</p>	“special resolution”	<p>a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which not less than twenty-one (21) clear days’ Notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a special resolution, has been duly given. Provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety-five percent (95%) in nominal value of the shares giving that right and in the case of an annual general meeting, if it is so agreed by all Members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one (21) clear days’ Notice has been given;</p> <p>a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.</p>

The Articles of Association				
No.	Original Articles of Association		Amended and Restated Articles of Association	
	WORD	MEANING	WORD	MEANING
	"Statutes"	the Law and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.	"Statutes"	the Law Act and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.
	"Subsidiary and Holding Company"	has the meanings attributed to them in the rules of the Designated Stock Exchange.	"Subsidiary and Holding Company"	has the meanings attributed to them in the rules of the Designated Stock Exchange.
	"year"	a calendar year.	" <u>Virtual Meeting</u> "	<u>any general meeting of the Members at which the Members (and any other permitted participants of such meeting, including, without limitation, the chairman of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.</u>
			"year"	a calendar year.

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>3. (2) Subject to the Law, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it thinks fit. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.</p> <p>(3) Except as allowed by the Law and subject further to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority the Company shall not give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>	<p>3. (2) Subject to the Law-Act, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it thinks fit. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law-Act.</p> <p>(3) Except as allowed by the Law-Act and subject further to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority the Company shall not give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>
	<p>4. The Company may from time to time by ordinary resolution in accordance with the Law alter the conditions of its Memorandum of Association to:</p> <p>...</p> <p>(d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Company's Memorandum of Association (subject, nevertheless, to the Law), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;</p>	<p>4. The Company may from time to time by ordinary resolution in accordance with the Law-Act alter the conditions of its Memorandum of Association to:</p> <p>...</p> <p>(d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Company's Memorandum of Association (subject, nevertheless, to the Law-Act), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;</p>
	<p>6. The Company may from time to time by special resolution, subject to any confirmation or consent required by the Law, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.</p>	<p>6. The Company may from time to time by special resolution, subject to any confirmation or consent required by the Law-Act, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>8. (1) Subject to the provisions of the Law and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine.</p> <p>(2) Subject to the provisions of the Law, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>	<p>8. (1) Subject to the provisions of the Law<u>Act</u> and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine.</p> <p>(2) Subject to the provisions of the Law<u>Act</u>, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>
	<p>9. Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</p>	<p>9. Subject to the Law<u>Act</u>, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>10. Subject to the Law and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:</p> <p>(a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum;</p>	<p>10. Subject to the Law-Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in <u>nominal value</u> of the voting rights of holders of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:</p> <p>(a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized <u>authorised</u> representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized <u>authorised</u> representative or by proxy (whatever the number of shares held by them) shall be a quorum;</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>12. (1) Subject to the Law, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.</p>	<p>12. (1) Subject to the Law-Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.</p>
	<p>13. The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Law. Subject to the Law, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.</p>	<p>13. The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Law-Act. Subject to the Law-Act, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.</p>
	<p>15. Subject to the Law and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.</p>	<p>15. Subject to the Law-Act and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	19. Share certificates shall be issued within the relevant time limit as prescribed by the Law or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.	19. Share certificates shall be issued within the relevant time limit as prescribed by the Law Act or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.
	27. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made. The joint holders of a share shall be jointly and severally liable to pay all calls and instalments due in respect thereof or other moneys due in respect thereof.	27. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding <u>him notwithstanding</u> the subsequent transfer of the shares in respect of which the call was made. The joint holders of a share shall be jointly and severally liable to pay all calls and instalments due in respect thereof or other moneys due in respect thereof.
	33. The Board may, if it thinks fit, receive from any Member willing to advance the same, and either in money or money's worth, all or any part of the moneys uncalled and unpaid or instalments payable upon any shares held by him and upon all or any of the moneys so advanced (until the same would, but for such advance, become presently payable) pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such Member not less than one (1) months' Notice of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. Such payment in advance shall not entitle the holder of such share or shares to participate in respect thereof in a dividend subsequently declared.	33. The Board may, if it thinks fit, receive from any Member willing to advance the same, and either in money or money's worth, all or any part of the moneys uncalled and unpaid or instalments payable upon any shares held by him and upon all or any of the moneys so advanced (until the same would, but for such advance, become presently payable) pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such Member not less than one (1) months' <u>month's</u> Notice of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. Such payment in advance shall not entitle the holder of such share or shares to participate in respect thereof in a dividend subsequently declared.

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>44. The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</p>	<p>44. The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law-Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</p>
	<p>48. (4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefore, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Law.</p>	<p>48. (4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefortherefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Law-Act.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	49. (c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Law or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and	49. (c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Law Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
	56. An annual general meeting of the Company shall be held in each year other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.	56. An annual general meeting of the Company shall be held in each for, and within six (6) months after the end of, each financial year other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board.</p> <p>58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>	<p>(Combined as 1 article)</p> <p>57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition <u>in aggregate shares representing not less than one-tenth of the paid up capital</u> voting right, on a one vote per share basis, of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition <u>and shall have the right to add resolutions to a meeting agenda</u>; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days <u>two (2) months</u> of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	Nil	<p>58. <u>The Directors may make Communications Facilities available for a specific general meeting or all general meetings of the Company so that Members and other participants may attend and participate in such general meetings by means of such Communication Facilities and attendance and participation in such general meetings by means of Communication Facilities shall constitute presence in person at such meetings. Without limiting the generality of the foregoing, the Directors may determine that any general meeting be held as a Virtual Meeting under the arrangements for the proceedings of a Virtual Meeting, which shall be specified in the notice calling for the Virtual Meeting, to the extent that such arrangements shall not contravene anything provided in the Act and in these Articles. Any member who attends and participates in a Virtual Meeting by means of Communication Facilities and is present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy shall be counted in the quorum for and be entitled to vote at the Virtual Meeting.</u></p>
	<p>59. (1) An annual general meeting and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days' Notice. All other extraordinary general meetings may be called by not less than fourteen (14) clear days' Notice but a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:</p>	<p>59. (1) An annual general meeting and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days' Notice. All other extraordinary general meetings may be called by not less than fourteen (14) clear days' Notice but a general meeting may be called by shorter notice, subject to the Law Act, if it is so agreed:</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>59. (2) The notice shall specify the time and place of the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p>	<p>59. (2) The notice shall specify the time and place of the meeting and, where applicable, details of the <u>Communication Facilities available for attendance and participation in the meeting or that such details will be made available by the Company prior to the meeting</u> and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p> <p>(3) <u>If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place in accordance with Article 64.</u></p> <p>(4) <u>The Board shall also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) being in force at any time on the day of the general meeting prior to the start of the meeting (unless such warning has been cancelled at least a minimum period of time prior to the start of the general meeting as the Board may specify in the relevant notice), the meeting scheduled to be convened after the aforementioned warning is hoisted shall be automatically postponed and reconvened on a later date in accordance with Article 64 without further notice.</u></p>
	<p>61. (1) (d) appointment of Auditors (where special notice of the intention for such appointment is not required by the Law) and other officers;</p>	<p>61. (1) (d) appointment of Auditors (where special notice of the intention for such appointment is not required by the Law Act) and other officers;</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
64.	<p>The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>	<p>64. (1) The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p> <p>(2) Where a general meeting is adjourned in accordance with Article 59 (3) or Article 59 (4):</p> <p style="padding-left: 20px;">(a) the Company shall endeavour to cause a notice of such adjournment, which shall set out the reason for the adjournment in accordance with the rules of the Designated Stock Exchange, to be placed on the Company's website and the website of the Designated Stock Exchange as soon as practicable, provided that failure to place such notice shall not affect the automatic adjournment of a general meeting pursuant to Article 59 (4); and</p> <p style="padding-left: 20px;">(b) the Board shall fix the date, time and place of and the Communication Facilities (if any) available for attendance and participation in the reconvened meeting and at least seven (7) clear days' notice shall be given for the reconvened meeting.</p> <p>(3) An adjournment notice under Article 64 shall specify the date, time and place at which the postponed meeting will be reconvened and the Communication Facilities (if any) available for attendance and participation in such meeting, and the date and time by which any instrument appointing a proxy shall be submitted in order to be valid at such reconvened meeting (provided that any instrument appointing a proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy-appointing instrument); but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid under Article 64, it shall be unnecessary to give notice of an adjournment.</p> <p>(4) No business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place.</p>

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66.	<p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:</p> <p>(a) by the chairman of such meeting; or</p> <p>(b) by at least three Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or</p>	<p>66 (1) <u>A resolution put to the vote of a general meeting shall be decided by way of a poll, save that the chairman of the meeting may, in good faith and pursuant to the rules of the Designated Stock Exchange, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.</u> Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands (as permitted under the rules of the Designated Stock Exchange) every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (</p> <p>(2) <u>In the case where a show of hands is allowed under the rules of the Designated Stock Exchange, before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll, a poll may be demanded:</u></p> <p>(a) by the chairman of such meeting; or</p> <p>(b) by at least three Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or</p>

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	<p>(c) by a Member or Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or</p> <p>(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five percent (5%) or more of the total voting rights at such meeting.</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.</p>	<p>(c) by a Member or Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or</p> <p>(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five percent (5%) or more of the total voting rights at such meeting.</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a <u>the</u> Member.</p>
73.	<p>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.</p>	<p>73. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law <u>Act</u>. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.</p>

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	<p>76. (1) No Member shall, unless the Board otherwise determines, be entitled to attend and vote and to be reckoned in a quorum at any general meeting unless he is duly registered and all calls or other sums presently payable by him in respect of shares in the Company have been paid.</p> <p>(2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>	<p>76. (1) <u>All Members must have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by any rule(s) of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration;</u></p> <p>(1)(2) No Member shall, unless the Board otherwise determines, be entitled to attend and vote and to be reckoned in a quorum at any general meeting unless he is duly registered and all calls or other sums presently payable by him in respect of shares in the Company have been paid.</p> <p>(2)(3) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>
	<p>78. Any Member entitled to attend and vote at a meeting of the Company 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 a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.</p>	<p>78. Any Member entitled to attend and vote at a meeting of the Company 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 a general meeting of the Company or at a class meeting. A proxy need not be a Member. <u>Any member being a corporation may execute a form of proxy under the hand of a duly authorised representative.</u> In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.</p>

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	<p>84. (1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.</p> <p>(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including the right to vote individually on a show of hands.</p>	<p>84. (1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers, <u>including without limitation the right to attend and vote at any such meeting</u>, on behalf of such corporation as the corporation could exercise <u>as if</u> it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.</p> <p>(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives <u>and proxies</u> at any meeting of the Company or at any meeting of any class of Members <u>(including but not limited to any general meeting and creditors meeting)</u> provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including the right to <u>speak and vote and where a show of hands is allowed, to vote individually on a show of hands</u>.</p>

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	<p>86. (2) Subject to the Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.</p> <p>(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p> <p>...</p> <p>(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p>	<p>86. (2) Subject to the Articles and the Law <u>Act</u>, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.</p> <p>(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first <u>annual</u> general meeting of Members <u>after his</u> appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the first next following <u>annual</u> general meeting of the Company after his appointment and shall then be eligible for re-election.</p> <p>...</p> <p>(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director <u>(including a managing or other executive director)</u> at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p> <p>...</p> <p><u>(8)</u> <u>The Board shall have the power to appoint one (1) secretary of the Board for such term and upon such conditions as it may think fit, and set up an office of the Board to establish or maintain the corporate governance system of the Company, the daily operation of the Board and other relevant work.</u></p>

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93.	An alternate Director shall only be a Director for the purposes of the Law and shall only be subject to the provisions of the Law insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.	93. An alternate Director shall only be a Director for the purposes of the Law Act and shall only be subject to the provisions of the Law Act insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.
101.	Subject to the Law and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 102 herein.	101. Subject to the Law Act and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 102 herein.

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No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>104. (1) The business of the Company shall be managed and conducted by the Board, which may pay all expenses incurred in forming and registering the Company and may exercise all powers of the Company (whether relating to the management of the business of the Company or otherwise) which are not by the Statutes or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Statutes and of these Articles and to such regulations being not inconsistent with such provisions, as may be prescribed by the Company in general meeting, but no regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.</p> <p>...</p> <p>(3)(c) to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Law.</p> <p>...</p> <p>(4) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Law, the Company shall not directly or indirectly:</p>	<p>104. (1) The business of the Company shall be managed and conducted by the Board, which. The Company upholds the principles of governing the enterprise according to law, market orientation, and equal rights and responsibilities, ensures that the Board exercises various rights in accordance with the law, improves the operation mechanism, strengthens responsibility and supervision, continuously enhances the regulation, effectiveness and overall functioning of the Board, and enables the Board to play its role of "strategies formulation, decision-making and risk prevention". The Board may pay all expenses incurred in forming and registering the Company and may exercise all powers of the Company (whether relating to the management of the business of the Company or otherwise) which are not by the Statutes or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Statutes and of these Articles and to such regulations being not inconsistent with such provisions, as may be prescribed by the Company in general meeting, but no regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.</p> <p>...</p> <p>(3) (c) <u>to make decisions regarding the medium to long term development of the Company, including the powers to make plans for medium to long term development, to make annual investment plans and to incubate new business areas;</u></p> <p>(d) <u>to appoint manager(s) of the Company, evaluate their performance and manage their remuneration, including:</u></p> <p>(i) <u>to appoint the managers of the Company, including the powers to make plans for the appointment of managers, to carry out such plans properly, and to implement tenure system and contract-based management. The relevant employment contracts of managers should reflect the basic principles such as scientific determination of contract objectives, standardized tenure management, strict assessment and exit;</u></p>

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		<p>(ii) to evaluate the performance of the managers of the Company, including the powers to make rules on operating performance appraisals, to request managers to sign annual and term-of-office operating performance pledges, and to scientifically and reasonably evaluate the performance of managers; and</p> <p>(iii) to manage the remuneration of the managers of the Company, including the powers to make rules on the management of remuneration, to formulate plans of remuneration allocation, and to establish sound constrained mechanisms;</p> <p>(e) to manage the allocation of remuneration of the Company's employees, including the powers to make rules on the management of total remuneration, to specify the mechanism of determining total remuneration, to dynamically monitor the implementation of indicators relating to employees' remuneration, and to coordinate and promote reforms on the allocation mechanism of the Company's income; matters such as the employment, dismissal, resignation, salary, benefits, labor insurance, labor protection, labor discipline of the Company's employees shall be handled in accordance with the relevant laws and regulations to protect the legitimate rights and interests of the employees. The standard of the remuneration and benefits of the Company's employees shall be determined in accordance with the relevant laws and regulations and the Company's operating conditions. The Company explores the establishment of a salary distribution system for core talents, and explores medium and long-term incentive policies flexibly;</p>

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		<p>(f) to manage material financial matters of the Company, including but not limited to the powers to formulate policies on management of guarantees, management of indebtedness, and management of external donations; and</p> <p>(e)(g) to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the LawAct.</p> <p>(4) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32622 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, amended from time to time, and except as permitted under of the LawAct, the Company shall not directly or indirectly:</p>
	110. The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Law, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.	110. The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Law Act, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
	113. (2) The Board shall cause a proper register to be kept, in accordance with the provisions of the Law, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the Law in regard to the registration of charges and debentures therein specified and otherwise.	113. (2) The Board shall cause a proper register to be kept, in accordance with the provisions of the Law Act, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the Law Act in regard to the registration of charges and debentures therein specified and otherwise.

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	124. The Board may from time to time appoint a general manager, a manager or managers of the Company and may fix his or their remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes and pay the working expenses of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company.	124. The Board may from time to time appoint a general manager, a manager or managers of the Company and may fix his or their remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes and pay the working expenses of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company. <u>The Board may appoint manager(s) who shall report to the Board. The manager(s) shall play the role of "seeking business, pursuing implementation, and strengthening management".</u>
	127. (1) The officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law and these Articles.	127. (1) The officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law <u>Act</u> and these Articles.
	128. (1) The Secretary and additional officers, if any, shall be appointed by the Board and shall hold office on such terms and for such period as the Board may determine. If thought fit, two (2) or more persons may be appointed as joint Secretaries. The Board may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy Secretaries. (2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Law or these Articles or as may be prescribed by the Board.	128. (1) The Secretary and additional officers, if any, shall be appointed by the Board and shall hold office on such terms and for such period as the Board may determine. If thought fit, two (2) or more persons may be appointed as joint Secretaries. The Board may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy Secretaries. (2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Law <u>Act</u> or these Articles or as may be prescribed by the Board.

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	130. A provision of the Law or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.	130. A provision of the Law Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.
	131. The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the Law or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the Law.	131. The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the Law Act or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the Law Act.
	136. Subject to the Law, the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.	136. Subject to the Law Act, the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.
	137. Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law.	137. Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law Act.
	146. (1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the Law. The Company shall at all times comply with the provisions of the Law in relation to the share premium account.	146. (1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the Law Act. The Company shall at all times comply with the provisions of the Law Act in relation to the share premium account.

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>149. The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Law:</p> <p>...</p> <p>(3) The provision of this Article as to the establishment and maintenance of the Subscription Rights Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating the provisions for the benefit of any warrant holder or class of warrant holders under this Article without the sanction of a special resolution of such warrant holders or class of warrant holders.</p>	<p>149. The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Law Act:</p> <p>...</p> <p>(3) The provision of this Article as to the establishment and maintenance of the Subscription the Subscription Rights Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating the provisions for the benefit of any warrant holder or class of warrant holders under this Article without the sanction of a special resolution of such warrant holders or class of warrant holders.</p>
	<p>150. The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Law or necessary to give a true and fair view of the Company's affairs and to explain its transactions.</p>	<p>150. The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Law Act or necessary to give a true and fair view of the Company's affairs and to explain its transactions.</p>
	<p>155. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p> <p>(2) The Members may, at any general meeting convened and held in accordance with these Articles, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>	<p>155. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall, <u>by ordinary resolution</u>, appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p> <p>(2) The Members may, at any general meeting convened and held in accordance with these Articles, by special <u>ordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	156. Subject to the Law the accounts of the Company shall be audited at least once in every year.	156. Subject to the Law Act the accounts of the Company shall be audited at least once in every year.
	157. The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.	157. The remuneration of the Auditor shall be fixed by the Company in general meeting <u>by ordinary resolution</u> or in such manner as the Members may determine <u>(including without limitation, in any annual general meeting of the Company, delegate the fixing of such remuneration to the Board).</u>
	166. (2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Law, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.	166. (2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Law Act, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.
	Nil	<p style="text-align: center;"><u>FINANCIAL YEAR</u></p> <p>170. <u>Unless otherwise determined by the Board, the financial year end of the Company shall be 31 December in each year. Following the year of incorporation of the Company, the financial year shall begin on 1 January in each year.</u></p>



China Resources Medical Holdings Company Limited
華潤醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1515)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of China Resources Medical Holdings Company Limited (華潤醫療控股有限公司) (the “**Company**”) will be held at 10:00 a.m. on Thursday, June 1, 2023 at 50/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended December 31, 2022;
2. To declare a final dividend of HK\$3.7 cents (equivalent to approximately RMB3.2 cents) per ordinary share of the Company for the year ended December 31, 2022;
3. To re-elect Mr. SONG Qing as an executive Director;
4. To re-elect Mr. YU Hai as an executive Director;
5. To re-elect Ms. REN Yuan as an executive Director;
6. To re-elect Mr. WU Ting Yuk, Anthony as an independent non-executive Director;
7. To re-elect Mr. FU Tingmei as an independent non-executive Director;
8. To authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration;
9. To appoint KPMG as the independent auditor of the Company and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”;

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

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
 - (iv) the exercise of rights of subscription or conversion under the term, of any warrants of the Company or any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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

NOTICE OF ANNUAL GENERAL MEETING

12. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 10 and 11 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 11 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 10 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”; and

SPECIAL RESOLUTION

13. “**THAT:**

- (A) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in appendix III to the circular of the Company dated April 25, 2023, be and are hereby approved;
- (B) the amended and restated memorandum and articles of association of the Company (the “**Amended and Restated Memorandum and Articles of Association**”) incorporating and consolidating all the Proposed Amendments (copy of which has been produced to the Annual General Meeting marked “A” and signed by the chairman of the Annual General Meeting for identification purpose) be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect; and
- (C) any director or company secretary of the Company be and is hereby authorised to do all such deeds, acts, matters and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the 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, respectively.”

By order of the Board
China Resources Medical Holdings Company Limited
SONG Qing
Chairman

Shenzhen, April 25, 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend 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 above meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 10:00 a.m. on Tuesday, May 30, 2023 (Hong Kong time)) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, May 29, 2023 to Thursday, June 1, 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than Hong Kong time 4:30 p.m. on Thursday, May 25, 2023.
4. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Friday, June 9, 2023 to Tuesday, June 13, 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than Hong Kong time 4:30 p.m. on Thursday, June 8, 2023.
5. All the resolutions set out in this notice shall be decided by poll.

NOTICE OF ANNUAL GENERAL MEETING

6. If a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by a super typhoon, or black rainstorm warning signal is in force at any time between 8:30 a.m. and 11:30 a.m. on the day of the above meeting, the above meeting will be adjourned or postponed. The Company will post an announcement on the Company’s website and HKEXnews website to notify shareholders of the Company of the date, time and place of the adjourned or postponed meeting. The above meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.