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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in Zylox-Tonbridge Medical Technology Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser of transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

### 歸創通橋醫療科技股份有限公司

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

**(Stock Code: 2190)**

- (1) 2022 REPORT OF THE BOARD;**
- (2) 2022 REPORT OF THE SUPERVISORY COMMITTEE;**
- (3) 2022 FINANCIAL AUDITING REPORT;**
- (4) 2022 PROFIT DISTRIBUTION PLAN;**
- (5) RE-APPOINTMENT OF AUDITORS;**
- (6) AUTHORIZATION TO THE BOARD TO FIX THE DIRECTORS' REMUNERATION;**
- (7) GENERAL MANDATE TO ISSUE SHARES;**
- (8) GENERAL MANDATE TO REPURCHASE H SHARES;**
- (9) WORK REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS FOR 2022;**
- (10) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (11) NOTICE OF 2022 ANNUAL GENERAL MEETING;**
- (12) NOTICE OF 2023 FIRST CLASS MEETING OF HOLDERS OF H SHARES; AND**
- (13) NOTICE OF 2023 FIRST CLASS MEETING OF HOLDERS OF DOMESTIC SHARES**

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

The Company will convene and held the AGM at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on June 6, 2023 at 9:00 a.m. and the Class Meetings immediately after conclusion of the AGM, notices of which are set out on pages 48 to 51, pages 52 to 54 and pages 55 to 57 of this circular. The proxy form for use at the AGM and the Class Meetings are enclosed herein, which were also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the AGM by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the AGM or any adjournment thereof (as the case may be) (which is 9:00 a.m. on June 5, 2023 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

If you intend to attend the Class Meeting of Holders of H Shares by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the Class Meeting of Holders of H Shares or any adjournment thereof (as the case may be) (which is 10:30 a.m. on June 5, 2023 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the Class Meeting of Holders of H Shares or any adjournment thereof if you so wish.

If you intend to attend the Class Meeting of Holders of Domestic Shares by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the Class Meeting of Holders of Domestic Shares or any adjournment thereof (as the case may be) (which is 11:00 a.m. on June 5, 2023 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the Class Meeting of Holders of Domestic Shares or any adjournment thereof if you so wish.

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

April 26, 2023

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## DEFINITIONS

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

|   |   |
|---|---|
| “2022 Annual Report”                          | the annual report of the Group for the year ended December 31, 2022   |
| “AGM” or “Annual General Meeting”             | the annual general meeting of the Company to be held on June 6, 2023  |
| “Articles of Association”                     | the articles of association of the Company (as amended from time to time)   |
| “Board”                                       | the board of Directors  |
| “China” or “PRC”                              | the People’s Republic of China  |
| “Class Meetings”                              | the Class Meeting of Holders of Domestic Shares and Class Meeting of Holders of H Shares  |
| “Class Meeting of Holders of Domestic Shares” | the 2023 first class meeting of holders of Domestic Shares proposed to be held immediately after the conclusion of the Class Meeting of Holders of H Shares, notices of which or any adjournment thereof are set out on pages 55 to 57 of this circular   |
| “Class Meeting of Holders of H Shares”        | the 2023 first class meeting of holders of H Shares proposed to be held immediately after the conclusion of the AGM, notices of which or any adjournment thereof are set out on pages 52 to 54 of this circular   |
| “Company”                                     | Zylox-Tonbridge Medical Technology Co., Ltd. (歸創通橋醫療科技股份有限公司), a limited liability company incorporated in the PRC on November 6, 2012 and converted into a joint stock limited liability company incorporated in the PRC on March 2, 2021, and the H shares of which are listed on the Stock Exchange (stock code: 2190) |
| “CSRC”  | China Securities Regulatory Commission  |
| “Directors”                                   | the directors of the Company  |

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## DEFINITIONS

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|---------------------------|--|
| “Domestic Shareholder(s)” | the holder(s) of the Domestic Shares   |
| “Domestic Share(s)”       | the ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted shares which are held by domestic investors and currently not listed or traded in any stock exchange  |
| “Group”                   | the Company and its subsidiaries from time to time   |
| “H Share(s)”              | the overseas listed foreign ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange  |
| “H Shareholder(s)”        | the holder(s) of the H Shares  |
| “HK\$”                    | Hong Kong dollars, the lawful currency in Hong Kong  |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the PRC   |
| “Issue Mandate”           | the general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of shares of the respective classes of Shares in issue as at the date of passing the relevant resolution approving such mandate |
| “Latest Practicable Date” | April 19, 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein  |
| “Listing Date”            | the date on which our H Shares are listed and from which dealings are permitted to take place on the Stock Exchange, being July 5, 2021  |
| “Listing Rules”           | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited   |
| “Proposed Amendments”     | the proposed amendments to the Articles of Association, full version of which are set out in the Appendix III to this circular   |

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## DEFINITIONS

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|-------------------------|---|
| “Repurchase Mandate”    | the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase H Shares during the relevant period not exceeding 10% of the total number of H Shares in issue as at the date of passing of the relevant resolution approving such mandate |
| “RMB”                   | Renminbi, the lawful currency of the PRC  |
| “SAFE”                  | the State Administration of Foreign Exchange  |
| “SFC”                   | the Securities and Futures Commission of Hong Kong  |
| “SFO”                   | the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)   |
| “Shareholder(s)”        | the holder(s) of the Shares   |
| “Share(s)”              | the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, comprising the Domestic Shares and the H Shares   |
| “Stock Exchange”        | The Stock Exchange of Hong Kong Limited   |
| “subsidiary(ies)”       | has the meaning ascribed thereto under the Listing Rules  |
| “Supervisor(s)”         | the supervisor(s) of the Company  |
| “Supervisory Committee” | the supervisory committee of the Company  |
| “Takeovers Code”        | The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC from time to time  |
| “%”                     | percent   |

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LETTER FROM THE BOARD

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

**歸創通橋醫療科技股份有限公司**

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

**(Stock Code: 2190)**

*Executive Directors:*

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

*Non-executive Directors:*

Mr. Stephen Hui Wang  
Mr. Dongfang Li  
Dr. Steven Dasong Wang

*Independent Non-executive Directors:*

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

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

*Principal place of business in Hong Kong:*  
5/F, Manulife Place  
348 Kwun Tong Road  
Kowloon  
Hong Kong

April 26, 2023

*To the Shareholders*

Dear Sir or Madam,

- (1) 2022 REPORT OF THE BOARD;
- (2) 2022 REPORT OF THE SUPERVISORY COMMITTEE;
- (3) 2022 FINANCIAL AUDITING REPORT;
- (4) 2022 PROFIT DISTRIBUTION PLAN;
- (5) RE-APPOINTMENT OF AUDITORS;
- (6) AUTHORIZATION TO THE BOARD TO FIX THE DIRECTORS'  
REMUNERATION;
- (7) GENERAL MANDATE TO ISSUE SHARES;
- (8) GENERAL MANDATE TO REPURCHASE H SHARES;
- (9) WORK REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS  
FOR 2022;
- (10) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
- (11) NOTICE OF 2022 ANNUAL GENERAL MEETING;
- (12) NOTICE OF 2023 FIRST CLASS MEETING OF HOLDERS OF H SHARES;  
AND
- (13) NOTICE OF 2023 FIRST CLASS MEETING OF HOLDERS OF  
DOMESTIC SHARES

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

The AGM will be convened and held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on June 6, 2023 at 9:00 a.m., the notice of which is set out on pages 48 to 51 of this circular.

The Class Meeting of Holders of H Shares will be convened and held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on June 6, 2023 at 10:30 a.m. (or immediately after conclusion of the AGM or any adjournment thereof), the notice of which is set out on pages 52 to 54 of this circular.

The Class Meeting of Holders of Domestic Shares will be convened and held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on June 6, 2023 at 11:00 a.m. (or immediately after conclusion of the Class Meeting of Holders of H Shares or any adjournment thereof), the notice of which is set out on pages 55 to 57 of this circular.

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

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

Resolutions to be proposed at the AGM for the Shareholders' consideration and approval by way of ordinary resolutions include: (1) 2022 report of the Board; (2) 2022 report of the Supervisory Committee; (3) 2022 financial auditing report; (4) 2022 profit distribution plan; (5) re-appointment of auditor; and (6) authorization to the Board to fix the Directors' remuneration.

Resolutions to be proposed at the AGM for the Shareholders' consideration and approval by way of special resolutions include: (7) general mandate to issue Shares; (8) general mandate to repurchase H Shares; and (9) the Proposed Amendments.

Proposal to be proposed at the AGM for the Shareholders' review which is not subject to resolution includes: (10) work report of the independent non-executive Directors for 2022.

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## LETTER FROM THE BOARD

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Details of the matters to be resolved at the AGM are set out in the notice of the AGM on pages 48 to 51 of this circular. To enable you to get a better understanding of the resolutions to be proposed at the AGM and make informed decisions with sufficient and necessary information, we have provided particulars thereon in this circular and the accompanying appendices.

### ORDINARY RESOLUTIONS

**(1) 2022 report of the Board**

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 report of the Board, the full text of which is set out in the 2022 Annual Report.

**(2) 2022 report of the Supervisory Committee**

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 report of the Supervisory Committee, the full text of which is set out in the 2022 Annual Report.

**(3) 2022 financial auditing report**

An ordinary resolution will be proposed at the AGM to consider and adopt the 2022 financial auditing report, the full text of which is set out in the 2022 Annual Report.

**(4) 2022 profit distribution plan**

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 profit distribution plan. According to the financial status and the operation and development status of the Company, the Company did not have any profit available for distribution, and hence the Company has decided not to make profit distribution.

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

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of PricewaterhouseCoopers as the external auditors of the Company for 2023 with a term of one year, and authorized the Board to determine the specific matters, including but not limited to their remunerations, in relation to such appointment.

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## LETTER FROM THE BOARD

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

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

### **SPECIAL RESOLUTIONS**

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

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

#### *A. Subject of mandate*

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

- (a) granting of a general mandate to the Board, subject to market conditions and the needs of the Company, separately or concurrently issue, allot and deal with additional Domestic Shares and/or H Shares during the Relevant Period (as defined below), and each of the number of the Domestic Shares and/or H Shares to be allotted or agreed conditionally or unconditionally to be allotted by the Board shall not exceed 20% of the respective number of Domestic Shares and/or H Shares in issue on the date of passing of such resolution at the AGM (including but not limited to ordinary shares, preference shares, securities convertible into Shares, options and warrants or similar right which may subscribe for any Share or above convertible securities), and decide to make or grant offers for sale, offers, agreements, share options, power to exchange for or convert into Shares or other powers as required or may be required to allot Shares. Notwithstanding the Issue Mandate as set out above, provided that the allotment of Shares will effectively alter the control of the Company, the Board is required to obtain prior authorization at a general meeting by way of a special resolution to allot such Shares;

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## LETTER FROM THE BOARD

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

### *B. Term of the mandate*

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

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

- (a) conclusion of the next annual general meeting of the Company;

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## LETTER FROM THE BOARD

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

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

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

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

#### *A. Subject of the mandate*

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

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

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## LETTER FROM THE BOARD

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

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

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

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

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## LETTER FROM THE BOARD

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### *B. Conditions precedent*

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

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

### *C. Term of the mandate*

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

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

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

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## LETTER FROM THE BOARD

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### **(9) The Proposed Amendments**

#### *A. Proposed Amendments to the Articles of Association*

Reference is made to the announcement of the Company dated April 18, 2023. On April 18, 2023, in order to, among other things, (i) reflect and align with the new requirements under the amendments on the Listing Rules with effect from 1 January 2022; and (ii) remove the class meetings and related requirements, the Board proposed to put forward to the Shareholders for approval at the Annual General Meeting a special resolution to amend the existing Articles of Association.

The Proposed Amendments are mainly related to shareholder protection standards set out in Appendix 3 to the Listing Rules and consequential amendments, as well as to reflect the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies” (《境內企業境外發行證券和上市管理試行辦法》) and relevant provisions announced by the CSRC on 17 February 2023 and other housekeeping amendments.

The full text of the Proposed Amendments is set out in Articles 1, 3, 7, 12, 17, 18, 19, 48, 49, 61, 63, 65, 66, 67, 79, 85, 86, 87, 88, 89, 90, 91, 92, 95, 100 and 159 of the revised Articles of Association in Appendix III to this circular. The Board is of the view that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole.

The Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the AGM. The Proposed Amendments will become effective upon approval by the Shareholders at the AGM.

The Articles of Association are prepared and written in Chinese without a formal English version. As such, any English translation shall be for reference only. In the event of any inconsistency, the Chinese version shall prevail. After the Proposed Amendments come into effect, the full text of the revised Articles of Association will be published on the websites of the Stock Exchange and the Company.

#### *B. Change of scope of business of the Company*

A special resolution will be proposed at the AGM to consider and approve the change of scope of business of the Company as set out in Article 12 of the revised Articles of Association in Appendix III to this circular.

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## LETTER FROM THE BOARD

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### *C. Change of registered office of the Company*

A special resolution will be proposed at the AGM to consider and approve the change of registered office of the Company as set out in Article 3 of the revised Articles of Association in Appendix III to this circular.

### **As Reporting Document**

#### **(10) Work report of the independent non-executive Directors for 2022**

The work report of the independent non-executive Directors for 2022, as set out in Appendix II of this circular, has been reviewed by the Board on April 18, 2023, and is hereby proposed at the AGM for review by the Shareholders, which is not subject to resolution.

### **III. AGM**

The notice convening the AGM at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on June 6, 2023 at 9:00 a.m. is set out on pages 48 to 51 in this circular. For the purpose of determining the H Shareholders entitled to attend and vote at the AGM, the register of members of H Shares will be closed from June 1, 2023 to June 6, 2023 (both days inclusive). H Shareholders and Domestic Shareholders whose names appear on the register of members of the Company on June 6, 2023 are entitled to attend and vote at the AGM. In order to qualify for the entitlement to attend and vote at the above AGM, H Shareholders must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on May 31, 2023.

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

If you intend to attend the AGM by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the AGM by proxy are required to duly complete the proxy form and return the same to Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or the Company's office at No. 270, Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang Province, the PRC (for holders of Domestic Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the AGM (i.e. June 5, 2023 at 9:00 a.m.), or any adjourned meeting thereof (as the case may be).

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## LETTER FROM THE BOARD

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Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, and will not preclude you from viewing and listening to the AGM online if you so wish.

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

The Class Meeting of Holders of H Shares will be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on June 6, 2023 at 10:30 a.m. (or immediately after conclusion of the AGM or any adjournment thereof), for the H Shareholders to consider and, if thought fit, approve the resolution in relation to grant of a general mandate to the Board to repurchase H Shares issued on the Stock Exchange with a total number of not exceeding 10% of the aggregate number of H Shares in issue and to authorize the Board to do all such deeds, acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares, and the resolutions on amendments to the Articles of Association, change of scope of business, change of registered office.

For the purpose of determining the H Shareholders entitled to attend and vote at the Class Meeting of Holders of H Shares, the register of members of H Shares will be closed from June 1, 2023 to June 6, 2023 (both days inclusive). H Shareholders whose names appear on the register of members of the Company on June 6, 2023 are entitled to attend and vote at the Class Meeting of Holders of H Shares. In order to qualify for the entitlement to attend and vote at the above Class Meeting of Holders of H Shares, the H Shareholders must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on May 31, 2023.

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

If you intend to attend the Class Meeting of Holders of H Shares by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the Class Meeting of Holders of H Shares by proxy are required to duly complete the proxy form and return the same to Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Holders of H Shares (i.e. June 5, 2023 at 10:30 a.m.), or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Class Meeting of Holders of H Shares, and will not preclude you from viewing and listening to the Class Meeting of Holders of H Shares online if you so wish.

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## LETTER FROM THE BOARD

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

The Class Meeting of Holders of Domestic Shares will be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on June 6, 2023 at 11:00 a.m. (or immediately after conclusion of the Class Meeting of Holders of H Shares or any adjournment thereof), for the Domestic Shareholders to consider and, if thought fit, approve the resolution in relation to grant of a general mandate to the Board to repurchase H Shares issued on the Stock Exchange with a total number of not exceeding 10% of the aggregate number of H Shares in issue and to authorize the Board to do all such deeds, acts, matters and things necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares, and the resolutions on amendments to the Articles of Association, change of scope of business, change of registered office.

Domestic Shareholders whose names appear on the register of members of the Company on June 6, 2023 are entitled to attend and vote at the Class Meeting of Holders of Domestic Shares.

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

If you intend to attend the Class Meeting of Holders of Domestic Shares by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the Class Meeting of Holders of Domestic Shares by proxy are required to duly complete the proxy form and return the same to the office of the Company, at No. 270, Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang Province, the PRC as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Holders of Domestic Shares (i.e. June 5, 2023 at 11:00 a.m.), or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Class Meeting of Holders of Domestic Shares, and will not preclude you from viewing and listening to the Class Meeting of Holders of Domestic Shares online if you so wish.

### VI. RECOMMENDATIONS

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

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## LETTER FROM THE BOARD

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### VII. ADDITIONAL INFORMATION

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

### VIII. MISCELLANEOUS

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

Yours faithfully

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

歸創通橋醫療科技股份有限公司

**Dr. Jonathon Zhong Zhao**

*Chairman and Executive Director*

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

## **I. SHARE CAPITAL**

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

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

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

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

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate were to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining and in the best interest of the Company.

### III. GENERAL

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

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

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

### IV. TAKEOVERS CODE

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

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

respective voting rights in accordance with the instructions of Dr. Jonathon Zhong Zhao. Therefore, under the SFO, in addition to their respective direct shareholding or interest in controlled corporations, each Concert Party is also deemed to be interested in the interest of the other Concert Parties. As at the Latest Practicable Date, the Concert Parties Group is deemed to be interested in 88,620,231 H Shares and 9,073,688 Domestic Shares, representing approximately 29.39% of the total issued share capital of the Company.

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

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

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

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

## VI. SHARE PRICES

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

| <b>Month</b>                              | <b>Highest<br/>traded prices<br/><i>HK\$</i></b> | <b>Lowest<br/>traded prices<br/><i>HK\$</i></b> |
|---|--|---|
| <b>2022</b>                               |  |   |
| January                                   | 26.45  | 20.75   |
| February                                  | 22.60  | 12.50   |
| March                                     | 14.94  | 11.20   |
| April                                     | 13.00  | 10.52   |
| May                                       | 13.20  | 10.02   |
| June                                      | 14.76  | 11.00   |
| July                                      | 14.52  | 10.12   |
| August                                    | 13.40  | 10.02   |
| September                                 | 12.02  | 8.50  |
| October                                   | 11.60  | 8.90  |
| November                                  | 10.92  | 8.55  |
| December                                  | 14.24  | 10.04   |
| <b>2023</b>                               |  |   |
| January                                   | 14.82  | 12.24   |
| February                                  | 16.98  | 13.26   |
| March                                     | 14.80  | 10.64   |
| April (up to the Latest Practicable Date) | 13.06  | 10.80   |

**Zylox-Tonbridge Medical Technology Co., Ltd.****WORK REPORT OF THE INDEPENDENT DIRECTORS FOR 2022**

We have served as independent directors of the first session of the board (the “**Board**”) of directors (the “**Directors**”) of Zylox-Tonbridge Medical Technology Co., Ltd. (the “**Company**”) since March 2, 2021. During our tenure in 2022, we have performed our duties honestly, diligently and independently in strict accordance with relevant laws, regulations, normative documents, the Articles of Association of the Company (the “**Articles of Association**”) and the Working Rules for Independent Directors, actively attended relevant meetings, seriously considered each resolution at the meetings, effectively safeguarded the lawful rights and interests of the Company and the shareholders and played the role of independent Directors well. We hereby report on the performance of our duties as independent Directors during our tenure in 2022 as follows:

**I. Performance of Duties in 2022***(I) Attendance of meetings*

During our tenure in 2022, we actively attended the Board meetings held by the Company, and conscientiously fulfilled the duties of independent Directors of diligence and responsibility. We seriously considered all resolutions and exercised voting rights prudently at the meetings in accordance with the provisions of relevant laws, regulations and systems, thereby safeguarded the overall interests of the Company and of all shareholders, especially minority shareholders. We believe that the convening of the Company’s Board meetings are in compliance with legal procedures, and that major business decision-making matters and other major matters have gone through relevant approval procedures and are legal and effective.

During our tenure in 2022, we also actively attended the meetings of the special committees of the Board, reviewed and discussed related matters, and effectively performed the functions of the special committees of the Board.

*(II) On-site inspection*

During our tenure in 2022, we communicated with the management and business departments of the Company to understand the Company’s production and operation, financial position, management and implementation of internal control, etc. through the opportunity of attending the meetings of the Board and its subordinate special committees; conducted effective communication with audit institutions and put forward effective suggestions on the construction of the Company’s internal control system, financial information disclosure and the employment of audit institutions

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

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

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

We believe that PricewaterhouseCoopers has the qualifications for securities business as well as rich experience and professional quality in the auditing of listed companies, which allows them to conduct independent audits with a fair and objective attitude and to give audit opinions that can objectively, impartially and truly reflect the Company's financial condition and operation results. Therefore, it is agreed to re-appoint PricewaterhouseCoopers as the independent auditor of the Company for 2023.

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

Due to the loss of the Company in 2022, the Company will not distribute profits in 2022. We consider that the aforementioned profit distribution plan is in line with the actual situation of the Company, and complies with the relevant laws and regulations and the provisions of the Articles of Association.

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

During our tenure in 2022, we paid attention to the Company's information disclosure in a timely manner, urged the Company to complete its information disclosure in a true, timely and complete manner in accordance with relevant laws and regulations, the Articles of Association and other relevant requirements, and we did not find any false records, misleading statements or significant omissions in this regard.

### ***(IV) Performance of duties in the preparation of the 2022 annual report***

During the preparation and disclosure of the 2022 annual report, we listened to the report of the Company's management on the Company's annual business condition, carefully read the Company's annual report work-related materials, communicated with the Company's annual

certified public accountant to understand and grasp the audit work arrangement and progress of the Company's 2022 annual report, communicated the problems found in the audit process, and effectively performed our duties.

### **III. Overall Evaluation**

During our tenure in 2022, we have performed our duties honestly, diligently and independently in strict accordance with the relevant laws, regulations, normative documents, the Articles of Association and the Working Rules for Independent Directors. In 2023, we will continue to follow the principles of impartiality and independence to gain an in-depth understanding of the Company's operations, safeguard the lawful rights and interests of all shareholders, and facilitate the standardized operation of the Company.

It is hereby reported.

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

*Independent Directors*

April 26, 2023

Details of the Proposed Amendments are as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):

| Before Amendment  | After Amendment   |
|---|---|
| <p><b>Article 1</b> Zylox-Tonbridge Medical Technology Co., Ltd. (歸創通橋醫療科技股份有限公司) (the “<b>Company</b>”) is a joint stock limited liability company established in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “<b>Company Law</b>”), the Securities Law of the People’s Republic of China (中華人民共和國證券法), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the “<b>Special Regulations</b>”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the “<b>Mandatory Provisions</b>”), the Letter of Opinions on the Supplement and Revision to Articles of Association of Companies to be Listed on Hong Kong (關於到香港上市公司對公司章程作補充修改意見的函), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Listing Rules</b>”) and other relevant laws, administrative regulations of the State.</p> <p>……</p> | <p><b>Article 1</b> <u>The Articles of Association are prepared to safeguard the legal interests of</u> Zylox-Tonbridge Medical Technology Co., Ltd. (歸創通橋醫療科技股份有限公司) (the “<b>Company</b>”), <u>its shareholders and creditors and regulate the organization and behavior of the Company</u> is a joint stock limited liability company established, and are prepared in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “<b>Company Law</b>”), the Securities Law of the People’s Republic of China (中華人民共和國證券法), <del>the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定)</del> (the “<b>Special Regulations</b>”), <del>the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款)</del> (the “<b>Mandatory Provisions</b>”), <del>the Letter of Opinions on the Supplement and Revision to Articles of Association of Companies to be Listed on Hong Kong (關於到香港上市公司對公司章程作補充修改意見的函),</del> the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Listing Rules</b>”) and other relevant laws, administrative regulations of the State <u>and by reference to the Guidelines on the Articles of Association for Listed Companies.</u></p> <p>……</p> |

| Before Amendment  | After Amendment  |
|---|--|
| <p>The promoters of the Company are: Jonathon Zhong Zhao, OAP IV (HK) Limited, Future Industry Investment Fund (Limited Partnership) (先進製造產業投資基金(有限合夥)), WEA Enterprises, LLC, Nanjing Hongjing Enterprise Management Consulting Co., Ltd. (南京鴻景企業管理諮詢有限公司), Zhuhai Guichuang Equity Investment Center (Limited Partnership) (珠海歸創股權投資中心(有限合夥)), Zhuhai Tongqiao Investment Center (Limited Partnership) (珠海通橋投資中心(有限合夥)), Five Investment Limited, Hangzhou Fujiang Investment Partnership (Limited Partnership) (杭州涪江投資合夥企業(有限合夥)), Lianyungang Yifan Medical Technology Co., Ltd. (連雲港億帆醫藥技術有限公司), Zhuhai Hanyi Equity Investment Fund Partnership (Limited Partnership) (珠海翰頤股權投資基金合夥企業(有限合夥)), Suzhou Industrial Park Xinjianyuan Phase II Venture Capital Enterprise (Limited Partnership) (蘇州工業園區新建元二期創業投資企業(有限合夥)), Highlight Medical</p> | <p>The promoters of the Company are: Jonathon Zhong Zhao, OAP IV (HK) Limited, Future Industry Investment Fund (Limited Partnership) (先進製造產業投資基金(有限合夥)), WEA Enterprises, LLC, Nanjing Hongjing Enterprise Management Consulting Co., Ltd. (南京鴻景企業管理諮詢有限公司), Zhuhai Guichuang Equity Investment Center (Limited Partnership) (珠海歸創股權投資中心(有限合夥)), Zhuhai Tongqiao Investment Center (Limited Partnership) (珠海通橋投資中心(有限合夥)), Five Investment Limited, Hangzhou Fujiang Investment Partnership (Limited Partnership) (杭州涪江投資合夥企業(有限合夥)), <b>Huzhou</b> Lianyungang Yifan Medical Technology Co., Ltd. (<b>湖州</b>連雲港億帆醫藥技術有限公司), Zhuhai Hanyi Equity Investment Fund Partnership (Limited Partnership) (珠海翰頤股權投資基金合夥企業(有限合夥)), Suzhou Industrial Park Xinjianyuan Phase II Venture Capital Enterprise (Limited Partnership) (蘇州工業園區新建元二期創業投資企業(有限合夥)),</p> |

| Before Amendment   | After Amendment   |
|--|---|
| <p>Limited, Nanjing Yuyihui Investment Partnership (Limited Partnership) (南京語意慧投資合夥企業(有限合夥)), Nanjing Qiankun Investment Centre (Limited Partnership) (南京乾坤投資中心(有限合夥)), Hangzhou Haibang Yaogu Congzheng Venture Capital Partnership (Limited Partnership) (杭州海邦藥穀從正創業投資合夥企業(有限合夥)), Shanghai Jinpu Medical Health Equity Investment Partnership (Limited Partnership) (上海金浦醫療健康股權投資合夥企業(有限合夥)), Hangzhou Fenhua Investment Partnership (Limited Partnership) (杭州奮華投資合夥企業(有限合夥)), Ourea Biotech HK Limited, Ningbo Free Trade Zone Tiesi Equity Investment Partnership (Limited Partnership) (寧波保稅區帖斯以股權投資合夥企業(有限合夥)), Anji Zhikang Enterprise Management Partnership (Limited Partnership) (安吉致康企業管理合夥企業(有限合夥)), Suzhou Taihong Jinghui Investment Centre (Limited Partnership) (蘇州泰弘景暉投資中心(有限合夥)), Hangzhou Haibang Yigu Venture Capital Partnership</p> | <p>Highlight Medical Limited, <b>Huzhou Yuyihui Investment Partnership (Limited Partnership)</b> (湖州語意慧投資合夥企業(有限合夥))<del>Nanjing Yuyihui Investment Partnership (Limited Partnership)</del> (南京語意慧投資合夥企業(有限合夥)), <b>Tianjin</b> Nanjing Qiankun Investment Centre (Limited Partnership) (南京<b>天津</b>乾坤投資中心(有限合夥)), Hangzhou Haibang Yaogu Congzheng Venture Capital Partnership (Limited Partnership) (杭州海邦藥穀從正創業投資合夥企業(有限合夥)), Shanghai Jinpu Medical Health Equity Investment Partnership (Limited Partnership) (上海金浦醫療健康股權投資合夥企業(有限合夥)), Hangzhou Fenhua Investment Partnership (Limited Partnership) (杭州奮華投資合夥企業(有限合夥)), Ourea Biotech HK Limited, Ningbo Free Trade Zone Tiesi Equity Investment Partnership (Limited Partnership) (寧波保稅區帖斯以股權投資合夥企業(有限合夥)), Anji Zhikang Enterprise Management Partnership (Limited Partnership) (安吉致康企業管理合夥企業(有限合夥)), Suzhou Taihong</p> |

| Before Amendment  | After Amendment  |
|---|--|
| <p>(Limited Partnership) (杭州海邦羿穀創業投資合夥企業(有限合夥)), Myron Samuel Scholes, Ganzhou Titan Equity Investment Partnership (Limited Partnership) (贛州提坦股權投資合夥企業(有限合夥)), Hangzhou Qizhen Future Innovation Equity Investment Partnership (Limited Partnership) (杭州啓真未來創新股權投資合夥企業(有限合夥)), AIHC Master Fund, Ningbo Meishan Free Trade Port Zone Fangyuan Chuangying Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區方源創盈股權投資合夥企業(有限合夥)), Xiamen Jianfa Xinxing Industry Equity Investment No7 Partnership (Limited Partnership) (廈門建發新興產業股權投資柒號合夥企業(有限合夥)), CITIC Securities Investment Co., Ltd. (中信証券投資有限公司), LBC Sunshine Healthcare Fund II LP, Cormorant Global Healthcare Master Fund, LP, Hudson Bay Master Fund Ltd, Octagon Investments Master Fund LP, Homehealth Investment Limited and Huzhou Guiqiao Enterprise Management Partnership (Limited Partnership) (湖州歸橋企業管理合夥企業(有限合夥)).</p> | <p>Jinghui Investment Centre (Limited Partnership) (蘇州泰弘景暉投資中心(有限合夥)), Hangzhou Haibang Yigu Venture Capital Partnership (Limited Partnership) (杭州海邦羿穀創業投資合夥企業(有限合夥)), Myron Samuel Scholes, Ganzhou Titan Equity Investment Partnership (Limited Partnership) (贛州提坦股權投資合夥企業(有限合夥)), Hangzhou Qizhen Future Innovation Equity Investment Partnership (Limited Partnership) (杭州啓真未來創新股權投資合夥企業(有限合夥)), AIHC Master Fund, Ningbo Meishan Free Trade Port Zone Fangyuan Chuangying Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區方源創盈股權投資合夥企業(有限合夥)), Xiamen Jianfa Xinxing Industry Equity Investment No7 Partnership (Limited Partnership) (廈門建發新興產業股權投資柒號合夥企業(有限合夥)), CITIC Securities Investment Co., Ltd. (中信証券投資有限公司), LBC Sunshine Healthcare Fund II LP, Cormorant Global Healthcare Master Fund, LP, Hudson Bay Master Fund Ltd, Octagon Investments Master Fund LP, Homehealth Investment Limited and Huzhou Guiqiao Enterprise Management Partnership (Limited Partnership) (湖州歸橋企業管理合夥企業(有限合夥))</p> |
| <p><b>Article 3</b> Address of the Company: 1st &amp; 2nd Floors, Building 1, No. 18 Keji Avenue, Yuhang Street, Yuhang District, Hangzhou, Zhejiang; postal code: 311121.</p>  | <p><b>Article 3</b> Address of the Company: <del>1st &amp; 2nd Floors, Building 1, No. 18 Keji Avenue, Yuhang Street, Yuhang District, Hangzhou, Zhejiang</del> <u>No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang</u>; postal code: 311121.</p>   |

| Before Amendment   | After Amendment   |
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| <p><b>Article 7</b> The Article of Association is approved by the resolutions of the general meeting, and shall come into effect upon approval by the competent national departments and from the date on which overseas listed foreign shares issued by the Company are listed and traded at The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Stock Exchange</b>”).</p> | <p><b>Article 7</b> The Article of Association <u>shall come into effectis on the date of</u> approved <u>approval</u> by the resolutions of the general meeting, <del>and shall come into effect upon approval by the competent national departments and from the date on which</del> overseas listed foreign shares issued by the Company are listed and traded at The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Stock Exchange</b>”).</p> |

| Before Amendment  | After Amendment  |
|---|--|
| <p><b>Article 12</b> The business scope of the Company shall be pursuant to the projects as approved by the company registration authority.</p> <p>After registered legally, the business scope of the Company includes: technology R&amp;D, services, consulting of medical devices and transfer of achievements; produce: Class III 6846 Implant materials and artificial organs, Class III 6866 Medical polymer materials and products, Class III 6877 Interventional appliances, Class II 6810 Orthopedic surgery (orthopedics) surgical instruments (except those involving the implementation of special administrative measures on access stipulated by the state).</p> <p>.....</p> | <p><b>Article 12</b> The business scope of the Company shall be pursuant to the projects as approved by the company registration authority.</p> <p>After registered legally, the business scope of the Company includes: <del>technology R&amp;D, services, consulting of medical devices and transfer of achievements; produce: Class III 6846 Implant materials and artificial organs, Class III 6866 Medical polymer materials and products, Class III 6877 Interventional appliances, Class II 6810 Orthopedic surgery (orthopedics) surgical instruments (except those involving the implementation of special administrative measures on access stipulated by the state).</del> <b><u>General projects: technical service, technical development, technical consultation, technical exchange, technology transfer and technology promotion; import and export of goods; property management; sale of Class II medical devices; manufacture of Class I medical devices; sale of Class I medical devices; import and export of technology; information consulting services (excluding licensing information consulting services); trading broker; conference and exhibition services; non-residential real estate leasing; parking lot services; marketing planning; business management consulting; financial advisory; general cargo storage services (excluding dangerous chemicals and other items requiring licensing approval); rental of machinery and equipment; sale of machinery and equipment; manufacture of plastic products; sale of plastic products; manufacture of moulds; sale of moulds; manufacture of rubber products; sale of rubber products; professional cleaning, washing and sterilising services; nonferrous metal alloy manufacturing, non-ferrous metal alloy sales, high-performance non-ferrous metal and alloy materials sales, health consultation services (excluding diagnosis and treatment services); medical research and trial development; R&amp;D of metal products; sales of metal products; manufacture of metal wires and its products;</u></b></p> |

| Before Amendment | After Amendment  |
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|                  | <p>sale of metal wires and its products; manufacture of synthetic materials (excluding dangerous chemicals); sale of synthetic materials; manufacture of medical packaging materials; metal surface treatment and heat treatment processing; sale of software, R&amp;D of mechanical equipment; R&amp;D of new materials technology, new materials technology promotion services, data processing services; information system integration services, technology intermediary services, software development, AI general application systems; data processing and storage support services, information technology consulting services; computer system services, sale of hygiene products and disposable medical supplies; Internet sales (except for the sale of products that require permits); manufacturing of mechanical and electrical equipment; sale of mechanical and electrical equipment; sale of mechanical parts and components, processing of mechanical parts and components; import and export agents, production of hygiene products and disposable medical supplies; market surveys (excluding external surveys) (except for the items that need to be approved according to law, business activities shall be carried out independently according to law with the business license). Licensed items: manufacture of Class II medical devices; operation of Class III medical devices; manufacture of Class III medical devices; road cargo transportation (excluding dangerous goods); inspection and testing services (items subject to approval according to law can only be operated after being approved by relevant departments, and the specific business items shall be subject to the approval results).</p> <p>.....</p> |

| Before Amendment  | After Amendment  |
|---|--|
| <p><b>Article 17</b> ……</p> <p>The overseas listed foreign shares issued by the Company in Hong Kong shall be called H shares. H shares are shares that have been approved for listing on the Hong Kong Stock Exchange, the par value of which are denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</p> <p>The Company’s shares in issue but unlisted at both domestic and overseas stock exchanges shall be referred to as unlisted shares.</p> <p>Where holders of domestic shares of the Company transfer the shares held by them to overseas investors, and such transferred shares are listed or traded on an overseas stock exchange, upon the approval by the securities regulatory authority of the State Council and the Hong Kong Stock Exchange. All or part of the Company’s domestic shares can be converted into foreign shares, and converted foreign shares can be listed and traded at the overseas stock exchanges. The transferred or converted shares that are listed and traded overseas shall also comply with the regulatory procedures, regulations and requirements of the overseas securities market. The transferred shares that are listed and traded overseas, or the domestic shares are converted into foreign shares and listed and traded overseas, which do not need the vote at general meeting or class general meeting to be convened. The overseas listed foreign shares which are converted by domestic shares belong to the same class as the overseas listed foreign shares listed at the same overseas stock exchange.</p> <p>……</p> | <p><b>Article 17</b> ……</p> <p>The overseas listed foreign shares issued by the Company in Hong Kong shall be called H shares. H shares are shares that have been approved for listing on <u>The Stock Exchange of Hong Kong Limited</u> (the “<u>Hong Kong Stock Exchange</u>”), the par value of which are denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</p> <p>The Company’s shares in issue but unlisted at both domestic and overseas stock exchanges shall be referred to as unlisted shares.</p> <p>Where holders of domestic shares of the Company transfer the shares held by them to overseas investors, and such transferred shares are listed or traded on an overseas stock exchange, upon the approval by the securities regulatory authority of the State Council and the Hong Kong Stock Exchange. All or part of the Company’s domestic shares can be converted into foreign shares, and converted foreign shares can be listed and traded at the overseas stock exchanges. The transferred or converted shares that are listed and traded overseas shall also comply with the regulatory procedures, regulations and requirements of the overseas securities market. The transferred shares that are listed and traded overseas, or the domestic shares are converted into foreign shares and listed and traded overseas, which do not need the vote at general meeting or class general meeting to be convened. <del>The overseas listed foreign shares which are converted by domestic shares belong to the same class as the overseas listed foreign shares listed at the same overseas stock exchange.</del></p> <p>……</p> |

| Before Amendment   |  |                     |                         | After Amendment  |  |                     |                         |
|--|--|---------------------|-------------------------|--|--|---------------------|-------------------------|
| <p><b>Article 18</b> The total number of ordinary shares issued by the Company when it converted into a joint stock limited company as a whole is 263,401,001 with nominal value of RMB1 each; the name of each promoter, number of shareholding and shareholding percentage are as follows:</p> |  |                     |                         | <p><b>Article 18</b> The total number of ordinary shares issued by the Company when it converted into a joint stock limited company as a whole is 263,401,001 with nominal value of RMB1 each; the name of each promoter, number of shareholding and shareholding percentage are as follows:</p> |  |                     |                         |
| No.  | Name of Shareholder  | No. of shareholding | Shareholding percentage | No.  | Name of Shareholder  | No. of shareholding | Shareholding percentage |
| 1.   | Jonathon Zhong Zhao  | 41,441,991          | 15.7337%                | 1.   | Jonathon Zhong Zhao  | 41,441,991          | 15.7337%                |
| .....  | .....  | .....               | .....                   | .....  | .....  | .....               | .....                   |
| 15.  | Lianyungang Yifan Medical Technology Co., Ltd.               | 6,306,777           | 2.3944%                 | 15.  | <del>Lianyungang</del> -Yifan Medical Technology Co., Ltd.   | 6,306,777           | 2.3944%                 |
| .....  | .....  | .....               | .....                   | .....  | .....  | .....               | .....                   |
| 18.  | Nanjing Yuyihui Investment Partnership (Limited Partnership) | 4,983,293           | 1.8919%                 | 18.  | <del>Nanjing Yuyihui Investment Partnership (Limited Partnership)</del><br>(湖州語意慧投資合夥企業(有限合伙))Nanjing Yuyihui Investment Partnership (Limited Partnership) | 4,983,293           | 1.8919%                 |
| .....  | .....  | .....               | .....                   | .....  | .....  | .....               | .....                   |
| 20.  | Nanjing Qiankun Investment Centre (Limited Partnership)      | 4,667,000           | 1.7718%                 | 20.  | <del>Nanjing</del> -Qiankun Investment Centre (Limited Partnership)  | 4,667,000           | 1.7718%                 |
| .....  | .....  | .....               | .....                   | .....  | .....  | .....               | .....                   |

| Before Amendment  | After Amendment  |
|---|--|
| <p><b>Article 19</b> Upon the completion of the public issuance of overseas listed foreign shares, the capital structure of the Company comprises of 332,401,001 ordinary shares, including 201,881,003 domestic shares and 130,519,998 foreign shares.</p>   | <p><b>Article 19</b> Upon the completion of the public issuance of overseas listed foreign shares, the capital structure of the Company comprises of 332,401,001 ordinary shares, including 201,881,003 domestic shares and 130,519,998 foreign shares.</p> <p><u><b>On November 26, 2021, the China Securities Regulatory Commission approved the conversion of 194,099,746 domestic shares into H shares and their listing on the Stock Exchange. On January 18, 2022, the Stock Exchange granted approval for the listing of and permission to deal in 194,099,746 H Shares. On March 3, 2022, the conversion was completed, and listing of such shares on the Stock Exchange commenced on March 4, 2022.</b></u></p> <p><u><b>Upon completion of the above conversion of domestic shares, the capital structure of the Company comprises of 332,401,001 ordinary shares, including 7,781,257 domestic shares and 324,619,744 foreign shares.</b></u></p> |
| <p><b>Article 48</b> A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class of shares held by that shareholder. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations; each class of shareholders of the Company shall enjoy equal rights in any distribution made in the form of dividends or otherwise.</p> | <p><b>Article 48</b> A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class of shares held by that shareholder. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations; <del>each class of shareholders of the Company shall enjoy equal rights in any distribution made in the form of dividends or otherwise.</del></p>   |

| Before Amendment   | After Amendment   |
|--|---|
| <p><b>Article 49</b> The Shareholders holding ordinary Shares shall enjoy the following rights:<br/> .....<br/> (II) to propose, convene and preside over, to attend or appoint a proxy to attend general meetings and to exercise the corresponding voting rights in accordance with laws;<br/> .....</p>   | <p><b>Article 49</b> The Shareholders holding ordinary Shares shall enjoy the following rights:<br/> .....<br/> (II) to propose, convene and preside over, to attend or appoint a proxy to attend general meetings and to exercise the corresponding <u>speaking rights and</u> voting rights in accordance with laws <u>(unless individual shareholders are required to abstain from voting on a resolution in accordance with applicable laws and regulations or the Hong Kong Listing Rules)</u>;<br/> .....</p> |
| <p><b>Article 61</b> The convener shall inform each shareholder the time, place and deliberation matters of the Shareholder's general meeting 20 business days before it is held, and shall inform each shareholder the extraordinary general meeting 15 days or 10 business days (whichever is longer) before the meeting.<br/> An extraordinary general meeting shall not transact business not stated in the notice of meeting.</p> | <p><b>Article 61</b> The convener shall inform each shareholder the time, place and deliberation matters of the Shareholder's general meeting <del>20 business days</del> <u>twenty (20) days</u> before it is held, and shall inform each shareholder the extraordinary general meeting <del>15 days or 10 business days (whichever is longer)</del> <u>fifteen (15) days</u> before the meeting.<br/> An extraordinary general meeting shall not transact business not stated in the notice of meeting.</p>       |

| Before Amendment  | After Amendment  |
|---|--|
| <p><b>Article 63</b> ……</p> <p>The announcement referred above shall be published at the websites of the stock exchanges and in one or more newspapers designated by the Securities Regulatory Authorities of the State Council 15 days or 10 business days (whichever is longer) prior to the convening of extraordinary general meetings, or 20 business days prior to the convening of Shareholders’ annual general meetings. Once such an announcement is made, all holders of the Domestic Shares shall be deemed to have received the relevant notice of the general meeting.</p> | <p><b>Article 63</b> ……</p> <p>The announcement referred above shall be published at the websites of the stock exchanges and in one or more newspapers designated by the Securities Regulatory Authorities of the State Council <del>15 days or 10 business days (whichever is longer)</del> <b><u>fifteen (15) days</u></b> prior to the convening of extraordinary general meetings, or <del>20 business days</del> <b><u>twenty (20) days</u></b> prior to the convening of Shareholders’ annual general meetings. Once such an announcement is made, all holders of the Domestic Shares shall be deemed to have received the relevant notice of the general meeting.</p> |
| <p><b>Article 65</b> Any Shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who may not be Shareholders) in writing to act as his or her proxy to attend and vote at the meeting on his or her behalf.</p> <p>……</p>  | <p><b>Article 65</b> Any Shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who may not be Shareholders) in writing to act as his or her proxy to attend and vote at the meeting on his or her behalf. <b><u>If a shareholder is a corporation, it may appoint a proxy to attend and vote, and if such shareholder has appointed a proxy, he/she shall be deemed to be present in person.</u></b></p> <p>……</p>  |
| <p><b>Article 66</b> The appointment of a proxy shall be in writing and signed by the appointing Shareholder or his/her attorney duly authorized in writing; where the appointing Shareholder is a legal person, such appointment shall be affixed with its seal or signed by its Director or attorney duly authorized.</p>   | <p><b>Article 66</b> The appointment of a proxy shall be in writing and signed by the appointing Shareholder or his/her attorney duly authorized in writing; where the appointing Shareholder is a legal person, such appointment shall be affixed with its seal or signed by its Director or attorney <del>duly</del> authorized.</p>   |

| Before Amendment   | After Amendment   |
|--|---|
| <p><b>Article 67</b> ……</p> <p>Where the shareholder is a Recognised Clearing House (or its agent) defined by the relevant ordinances of Hong Kong law in force from time to time, the shareholder may authorise one or more persons it considers appropriate as his/her proxy(ies) or representative(s) at any shareholders’ general meeting or class meeting; however, if more than one person are authorised, the instrument of proxy or power of attorney shall contain the number and class of shares for which such persons are authorized. The person(s) so authorised can represent the Recognised Clearing House (or its agent) to exercise the right (shall not be required to produce evidence of shareholding, the notarised authorization and/or further evidence to prove that he/she/they has/have been duly authorized.), as if the persons are the Company’s individual shareholders.</p> | <p><b>Article 67</b> ……</p> <p>Where the shareholder is a Recognised Clearing House (or its agent) defined by the relevant ordinances of Hong Kong law in force from time to time, the shareholder may authorise one or more persons it considers appropriate as his/her proxy(ies) or representative(s) at any shareholders’ general meeting<del> or class meeting</del>; however, if more than one person are authorised, the instrument of proxy or power of attorney shall contain the number and class of shares for which such persons are authorized. The person(s) so authorised can represent the Recognised Clearing House (or its agent) to exercise the right (shall not be required to produce evidence of shareholding, the notarised authorization and/or further evidence to prove that he/she/they has/have been duly authorized.), as if the persons are the Company’s individual shareholders.</p> <p><u><b>According to the Hong Kong Listing Rules, if such shareholder is a recognized clearing house (or its nominee), the clearing house is entitled to appoint a proxy or corporate representative to attend the Company’s creditors’ meeting and such proxy or corporate representative has the same statutory rights as other shareholders, including the right to speak and vote.</b></u></p> |

| Before Amendment   | After Amendment  |
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| <p><b>Article 79</b> Shareholders requesting the convening of extraordinary general meetings or class meetings shall follow the procedures listed below:</p> <p>(I) Shareholders individually or jointly holding 10% or more of the shares carrying voting rights at the meeting sought to be held may sign one or more written requests of identical form of content requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The Board of Directors shall convene an extraordinary general meeting or a class meeting as soon as possible after having received the aforesaid written request. The abovementioned shareholding shall be calculated as of the day on which the written request is made.</p> <p>(II) If the Board of Directors fails to issue a notice of convening such meeting within 30 days upon receipt of the above written request, the shareholders who made such request may request the Supervisory Committee to convene the extraordinary general meeting or class meeting.</p> <p>(III) If the Supervisory Committee fails to issue a notice of convening such meeting within 30 days upon receipt of the above written request, shareholders, for more than 90 consecutive days, individually or jointly holding 10% or more of the shares carrying voting rights at the meeting sought to be held may convene the meeting of their own accord within four months upon the Board of Directors having received such request. The convening procedures shall, to the greatest extent possible, be identical to procedures according to which general meetings are to be convened by the Board of Directors.</p> | <p><b>Article 79</b> Shareholders requesting the convening of extraordinary general meetings <del>or class meetings</del> shall follow the procedures listed below:</p> <p>(I) Shareholders individually or jointly holding 10% or more of the shares carrying voting rights at the meeting sought to be held may sign one or more written requests of identical form of content requesting the Board of Directors to convene an extraordinary general meeting <del>or a class meeting</del> and stating the subject of the meeting. The Board of Directors shall convene an extraordinary general meeting <del>or a class meeting</del> as soon as possible after having received the aforesaid written request. The abovementioned shareholding shall be calculated as of the day on which the written request is made.</p> <p>(II) If the Board of Directors fails to issue a notice of convening such meeting within 30 days upon receipt of the above written request, the shareholders who made such request may request the Supervisory Committee to convene the extraordinary general meeting <del>or class meeting</del>.</p> <p>(III) If the Supervisory Committee fails to issue a notice of convening such meeting within 30 days upon receipt of the above written request, shareholders, for more than 90 consecutive days, individually or jointly holding 10% or more of the shares carrying voting rights at the meeting sought to be held may convene the meeting of their own accord within four months upon the Board of Directors having received such request. The convening procedures shall, to the greatest extent possible, be identical to procedures according to which general meetings are to be convened by the Board of Directors.</p> |

| Before Amendment  | After Amendment  |
|---|--|
| <p><b>Chapter 9 Special Procedures for Voting by Class Shareholders</b></p> <p><b>Article 85</b> Shareholders holding different classes of shares are referred to as class Shareholders.</p> <p>A class shareholder shall enjoy rights and assume obligations in accordance with the laws, administrative regulations, the listing rules of the place where the Company's shares are listed and the provisions of the Articles of Association.</p> <p><b>Article 86</b> If the Company proposes to change or nullify the rights of the class Shareholders, this proposal should be passed by a special resolution at the Shareholders' general meeting and passed at the meeting convened according to Articles 88 to 92 of the Articles of Association respectively by the related class of Shareholders.</p> <p>Upon approval from the competent securities regulatory authorities of the State Council and approved by the Hong Kong Stock Exchange, the domestic shareholders the Company may transfer all or part of their shares to overseas investors and list and trade the said shares on foreign stock exchanges, or convert all or part of the domestic shares into overseas listed foreign shares and list and trade the said shares on foreign stock exchanges, which shall not be deemed to be a proposed change or nullification of the rights conferred on any class of shareholders.</p> | <p><del><b>Chapter 9 Special Procedures for Voting by Class Shareholders</b></del></p> <p><del><b>Article 85</b> Shareholders holding different classes of shares are referred to as class Shareholders.</del></p> <p><del>A class shareholder shall enjoy rights and assume obligations in accordance with the laws, administrative regulations, the listing rules of the place where the Company's shares are listed and the provisions of the Articles of Association.</del></p> <p><del><b>Article 86</b> If the Company proposes to change or nullify the rights of the class Shareholders, this proposal should be passed by a special resolution at the Shareholders' general meeting and passed at the meeting convened according to Articles 88 to 92 of the Articles of Association respectively by the related class of Shareholders.</del></p> <p><del>Upon approval from the competent securities regulatory authorities of the State Council and approved by the Hong Kong Stock Exchange, the domestic shareholders the Company may transfer all or part of their shares to overseas investors and list and trade the said shares on foreign stock exchanges, or convert all or part of the domestic shares into overseas listed foreign shares and list and trade the said shares on foreign stock exchanges, which shall not be deemed to be a proposed change or nullification of the rights conferred on any class of shareholders.</del></p> |

| Before Amendment  | After Amendment  |
|---|--|
| <p><b>Article 87</b> The rights of a certain class of Shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(I) to increase or reduce in the number of the Shares of such class, or increase or reduce the number of the class Shares which enjoy the same or more voting rights, distribution rights or other privileges;</p> <p>(II) to convert part or whole of the Shares of such class into other class(es), convert part or whole of the Shares of other class(es) into such class, or grant such conversion rights;</p> <p>(III) to cancel or reduce the rights of such class of Shares to receive accrued dividends or cumulative dividends;</p> <p>(IV) to reduce or cancel the privileged rights of such class of Shares to acquire dividends or obtain distribution of properties during liquidation of the Company;</p> <p>(V) to increase, cancel or reduce the conversion, option, voting, transfer or privileged allotment rights of such class of Shares or the rights of such class of Shares to obtain securities of the Company;</p> <p>(VI) to cancel or reduce the rights of such class of Shares to receive amounts payable by the Company in a particular currency;</p> | <p><del><b>Article 87</b> The rights of a certain class of Shareholders shall be deemed to be changed or nullified in the following circumstances:</del></p> <p><del>(I) to increase or reduce in the number of the Shares of such class, or increase or reduce the number of the class Shares which enjoy the same or more voting rights, distribution rights or other privileges;</del></p> <p><del>(II) to convert part or whole of the Shares of such class into other class(es), convert part or whole of the Shares of other class(es) into such class, or grant such conversion rights;</del></p> <p><del>(III) to cancel or reduce the rights of such class of Shares to receive accrued dividends or cumulative dividends;</del></p> <p><del>(IV) to reduce or cancel the privileged rights of such class of Shares to acquire dividends or obtain distribution of properties during liquidation of the Company;</del></p> <p><del>(V) to increase, cancel or reduce the conversion, option, voting, transfer or privileged allotment rights of such class of Shares or the rights of such class of Shares to obtain securities of the Company;</del></p> <p><del>(VI) to cancel or reduce the rights of such class of Shares to receive amounts payable by the Company in a particular currency;</del></p> |

| Before Amendment   | After Amendment  |
|--|--|
| <p>(VII) to establish new class(es) of Shares with the same or more voting rights, distribution rights or other privileges as compared with those enjoyed by such class of Shares;</p> <p>(VIII) to impose restriction or additional restrictions on the transfer or ownership of such class of Shares;</p> <p>(IX) to issue the share subscription options or share conversion options of such class or another class of Shares;</p> <p>(X) to increase the rights or privileges of other class(es) of Shares;</p> <p>(XI) any restructuring scheme of the Company that may result in the assumption of disproportionate responsibilities by different classes of Shareholders during the restructuring; and</p> <p>(XII) to revise or nullify the provisions specified in the Articles of Association.</p> | <p><del>(VII) to establish new class(es) of Shares with the same or more voting rights, distribution rights or other privileges as compared with those enjoyed by such class of Shares;</del></p> <p><del>(VIII) to impose restriction or additional restrictions on the transfer or ownership of such class of Shares;</del></p> <p><del>(IX) to issue the share subscription options or share conversion options of such class or another class of Shares;</del></p> <p><del>(X) to increase the rights or privileges of other class(es) of Shares;</del></p> <p><del>(XI) any restructuring scheme of the Company that may result in the assumption of disproportionate responsibilities by different classes of Shareholders during the restructuring; and</del></p> <p><del>(XII) to revise or nullify the provisions specified in the Articles of Association.</del></p> |

| Before Amendment  | After Amendment  |
|---|--|
| <p><b>Article 88</b> Where issues specified in items (II) to (VIII), (XI) to (XII) of Article 87 are involved, the affected class Shareholders, whether or not they are entitled to vote at Shareholders' general meetings originally, shall have the right to vote at shareholders' class meetings. However, the Shareholders with conflicts of interests shall have no voting rights at the meeting for such class of Shareholders.</p> <p>"Shareholder(s) with conflicts of interests", as such term is mentioned in the preceding paragraph, means:</p> <p>(I) In the case of a repurchase of shares by the Company by pro rata offers to all shareholders or by way of on-market dealing on Hong Kong Stock Exchange under Article 29 hereof, "Shareholder(s) with conflicts of interests" shall refer to the controlling Shareholders as defined in the Articles of Association;</p> <p>(II) In the case of a repurchase of shares by the Company outside the Hong Kong Stock Exchange by way of agreement under Article 29 hereof, "Shareholder(s) with conflicts of interests" shall refer to shareholders who are related to the agreement;</p> <p>(III) In the case of a restructuring of the Company, "Shareholder(s) with conflicts of interests" refers to a shareholder within a class who bears less than a proportionate liability than other shareholders of such class or who has an interest different from those of other shareholders of such class.</p> | <p><del><b>Article 88</b> Where issues specified in items (II) to (VIII), (XI) to (XII) of Article 87 are involved, the affected class Shareholders, whether or not they are entitled to vote at Shareholders' general meetings originally, shall have the right to vote at shareholders' class meetings. However, the Shareholders with conflicts of interests shall have no voting rights at the meeting for such class of Shareholders.</del></p> <p><del>"Shareholder(s) with conflicts of interests", as such term is mentioned in the preceding paragraph, means:</del></p> <p><del>(I) In the case of a repurchase of shares by the Company by pro rata offers to all shareholders or by way of on-market dealing on Hong Kong Stock Exchange under Article 29 hereof, "Shareholder(s) with conflicts of interests" shall refer to the controlling Shareholders as defined in the Articles of Association;</del></p> <p><del>(II) In the case of a repurchase of shares by the Company outside the Hong Kong Stock Exchange by way of agreement under Article 29 hereof, "Shareholder(s) with conflicts of interests" shall refer to shareholders who are related to the agreement;</del></p> <p><del>(III) In the case of a restructuring of the Company, "Shareholder(s) with conflicts of interests" refers to a shareholder within a class who bears less than a proportionate liability than other shareholders of such class or who has an interest different from those of other shareholders of such class.</del></p> |

| Before Amendment   | After Amendment  |
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| <p><b>Article 89</b> Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds (2/3) or more of the voting rights in accordance with Article 88 hereof.</p> <p><b>Article 90</b> When the Company is to convene a shareholders' class meeting, it shall issue a written notice fifteen days or ten business days (whichever is later) prior to the date of such meeting informing all the shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered at the meeting as well as the date and place of the meeting.</p> <p>In the event that the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half (1/2) of the total number of voting shares of that class, the Company may convene a shareholders' class meeting. Otherwise, the Company shall within five (5) days notify the shareholders once again, by way of public announcement, of the matters to be considered at the meeting and the date and place of the meeting. Upon notification by public announcement, the Company may then proceed to convene the shareholders' class meeting.</p> <p>If provisions otherwise provided by the listing rules of the place where the Company's shares are listed, these provisions shall apply.</p> | <p><del><b>Article 89</b> Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds (2/3) or more of the voting rights in accordance with Article 88 hereof.</del></p> <p><del><b>Article 90</b> When the Company is to convene a shareholders' class meeting, it shall issue a written notice fifteen days or ten business days (whichever is later) prior to the date of such meeting informing all the shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered at the meeting as well as the date and place of the meeting.</del></p> <p><del>In the event that the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half (1/2) of the total number of voting shares of that class, the Company may convene a shareholders' class meeting. Otherwise, the Company shall within five (5) days notify the shareholders once again, by way of public announcement, of the matters to be considered at the meeting and the date and place of the meeting. Upon notification by public announcement, the Company may then proceed to convene the shareholders' class meeting.</del></p> <p><del>If provisions otherwise provided by the listing rules of the place where the Company's shares are listed, these provisions shall apply.</del></p> |

| Before Amendment  | After Amendment  |
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| <p><b>Article 91</b> The notice of a shareholders’ class meeting shall be sent to the Shareholders entitled to vote at such meeting only.</p> <p>The procedure of a shareholders’ class meeting shall, to the extent possible, be identical with the procedure of a general meeting. Provisions of the Articles of Association relevant to procedure for the holding of a general meeting shall be applicable to a shareholders’ class meeting, unless otherwise stipulated in the Articles of Association.</p> <p><b>Article 92</b> Except for other classes of Shareholders, domestic shareholders and foreign shareholders of foreign listed shares are treated as different classes of shareholders. The special voting procedure at a Shareholders’ general meeting for class Shareholders shall not apply for the following cases:</p> <p>(I) Upon the approval by way of a special resolution passed by a Shareholders’ general meeting, the Company independently or simultaneously issues domestic Shares and overseas listed foreign Shares every twelve (12) months, provided that the amount of each class of Shares intended to be issued is not more than twenty percent (20%) of the issued and outstanding Shares of the respective class;</p> <p>(II) The Company’s plan on issuing domestic Shares and overseas listed foreign Shares at the time of establishment,</p> | <p><del><b>Article 91</b> The notice of a shareholders’ class meeting shall be sent to the Shareholders entitled to vote at such meeting only.</del></p> <p><del>The procedure of a shareholders’ class meeting shall, to the extent possible, be identical with the procedure of a general meeting. Provisions of the Articles of Association relevant to procedure for the holding of a general meeting shall be applicable to a shareholders’ class meeting, unless otherwise stipulated in the Articles of Association.</del></p> <p><del><b>Article 92</b> Except for other classes of Shareholders, domestic shareholders and foreign shareholders of foreign listed shares are treated as different classes of shareholders. The special voting procedure at a Shareholders’ general meeting for class Shareholders shall not apply for the following cases:</del></p> <p><del>(I) Upon the approval by way of a special resolution passed by a Shareholders’ general meeting, the Company independently or simultaneously issues domestic Shares and overseas listed foreign Shares every twelve (12) months, provided that the amount of each class of Shares intended to be issued is not more than twenty percent (20%) of the issued and outstanding Shares of the respective class;</del></p> <p><del>(II) The Company’s plan on issuing domestic Shares and overseas listed foreign Shares at the time of establishment,</del></p> |

| Before Amendment   | After Amendment  |
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| <p>which is completed within fifteen (15) months from the date of approval from securities regulatory authority under the State Council;</p> <p>(III) Upon approval from the competent securities regulatory authorities of the State Council and approved by the Hong Kong Stock Exchange, the domestic Shareholders of the Company will transfer its shares to offshore investors or the domestic Shareholders of the Company are approved to convert all or part of the domestic shares into foreign shares, and list and trade the said shares on foreign stock exchanges.</p> | <p><del>which is completed within fifteen (15) months from the date of approval from securities regulatory authority under the State Council;</del></p> <p><del>(III) Upon approval from the competent securities regulatory authorities of the State Council and approved by the Hong Kong Stock Exchange, the domestic Shareholders of the Company will transfer its shares to offshore investors or the domestic Shareholders of the Company are approved to convert all or part of the domestic shares into foreign shares, and list and trade the said shares on foreign stock exchanges.</del></p> |

| Before Amendment   | After Amendment   |
|--|---|
| <p><b>Article 95</b> Directors shall be elected or removed from office at a general meeting. Each term of office of a Director shall be three years, and a Director may be re-elected and re-appointed upon expiry of his/her term of office.</p> <p>The term of office of the Directors shall be counted from the date of appointment until the expiration of the term of the current Board of Directors. When the Directors’ term expires and re-election not be held in time, or where the resignation of a director during his term of office causes the number of board members to be less than the quorum, the original Directors shall still perform their duties as Directors in accordance with laws, administrative regulations, departmental rules, the listing rules of the places where the Company’s shares are listed and the Articles of Association before the re-elected Directors take office.</p> <p>Before the expiration of any Director’s term of office, subject to the relevant laws and administrative regulations, the general meeting of shareholders may remove such Director by ordinary resolution. The removal may not affect any claim of the Director for damages that may be made pursuant to any contract.</p> <p>The Directors need not hold any of our shares.</p> | <p><b>Article 87</b> Directors shall be elected or removed from office at a general meeting. Each term of office of a Director shall be three years, and a Director may be re-elected and re-appointed upon expiry of his/her term of office.</p> <p>The term of office of the Directors shall be counted from the date of appointment until the expiration of the term of the current Board of Directors. When the Directors’ term expires and re-election not be held in time, or where the resignation of a director during his term of office causes the number of board members to be less than the quorum, the original Directors shall still perform their duties as Directors in accordance with laws, administrative regulations, departmental rules, the listing rules of the places where the Company’s shares are listed and the Articles of Association before the re-elected Directors take office.</p> <p><b><u>Any person appointed by the Board of Directors as a Director to fill a casual vacancy or as an addition to the Board of Directors shall hold office only until the first annual general meeting following his/her appointment and shall then be eligible for re-election.</u></b></p> <p>Before the expiration of any Director’s term of office, subject to the relevant laws and administrative regulations, the general meeting of shareholders may remove such Director by ordinary resolution. The removal may not affect any claim of the Director for damages that may be made pursuant to any contract.</p> <p>The Directors need not hold any of our shares.</p> |

| Before Amendment   | After Amendment  |
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| <p><b>Article 100</b> Meetings of the Board shall be classified into the regular meetings of the Board and extraordinary meetings of the Board.</p> <p>At least four (4) regular Board meetings shall be convened each year on a quarterly basis. Board meetings shall be convened by the chairman of the board. The meeting notice and meeting documents shall be served on all directors and supervisors at least fourteen (14) days before the meeting (excluding the day of the meeting). The Board of Directors shall have arrangements to ensure that all directors have the opportunity to put forward matters for discussion to be included in the agenda of the regular meetings of the Board of Directors.</p> <p>Regular meetings and meetings to consider matters in which the board considers major shareholders or directors have major conflicts of interest, and appointment and dismissal of the secretary of the Company shall not be convened by means of written resolutions.</p> <p>Board meetings shall generally be convened on-site. Whenever it is necessary, the Board meetings may be convened through video, telephone, fax, or email after agreement of the convener (the presider) or proposer provided that the directors can fully give their opinions. The Board meetings may also be held on-site and off-site simultaneously.</p> | <p><b>Article 92</b> Meetings of the Board shall be classified into the regular meetings of the Board and extraordinary meetings of the Board.</p> <p>At least <del>four (4)</del> <u>two (2)</u> regular Board meetings shall be convened each year on a quarterly basis. Board meetings shall be convened by the chairman of the board. The meeting notice and meeting documents shall be served on all directors and supervisors at least fourteen <del>(14) days</del> <u>ten (10)</u> before the meeting (excluding the day of the meeting). The Board of Directors shall have arrangements to ensure that all directors have the opportunity to put forward matters for discussion to be included in the agenda of the regular meetings of the Board of Directors.</p> <p>Regular meetings and meetings to consider matters in which the board considers major shareholders or directors have major conflicts of interest, and appointment and dismissal of the secretary of the Company shall not be convened by means of written resolutions.</p> <p>Board meetings shall generally be convened on-site. Whenever it is necessary, the Board meetings may be convened through video, telephone, fax, or email after agreement of the convener (the presider) or proposer provided that the directors can fully give their opinions. The Board meetings may also be held on-site and off-site simultaneously.</p> |

| Before Amendment  | After Amendment  |
|---|--|
| <p><b>Article 159</b> The accounting firm appointed by the Company shall hold their position from the conclusion of the annual general meeting until the conclusion of the next annual general meeting.</p> | <p><b>Article 151</b> The accounting firm appointed by the Company shall hold their position from the conclusion of the annual general meeting until the conclusion of the next annual general meeting.</p> <p><b><u>The appointment, removal and remuneration of the accounting firm must be decided at the general meeting, and the Board of Directors shall not appoint the accounting firm before the decision of the general meeting.</u></b></p> |

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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

### 歸創通橋醫療科技股份有限公司

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

**(Stock Code: 2190)**

#### NOTICE OF 2022 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**AGM**”) of Zylox-Tonbridge Medical Technology Co., Ltd. (the “**Company**”) will be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on June 6, 2023 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### **Ordinary Resolutions**

1. To consider and approve the resolution on the 2022 report of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company.
2. To consider and approve the resolution on the 2022 report of the supervisory committee of the Company (the “**Supervisory Committee**”).
3. To consider and adopt the resolution on the 2022 financial auditing report.
4. To consider and approve the 2022 profit distribution plan.
5. To consider and approve the re-appointment of PricewaterhouseCoopers as the external auditors of the Company for 2023 with a term of one year, and authorize the Board to determine the specific matters, including but not limited to their remunerations, in relation to such appointment.
6. To authorize the Board to fix the remuneration of the directors of the Company.

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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### Special Resolutions

7. To consider and approve the resolution on the grant of a general mandate to the Board to issue ordinary shares of the Company.
8. To consider and approve the resolution on the grant of a general mandate to the Board to repurchase H shares of the Company.
- 9A. To consider and approve the proposed amendments to Articles 1, 3, 7, 12, 17, 18, 19, 48, 49, 61, 63, 65, 66, 67, 79, 85, 86, 87, 88, 89, 90, 91, 92, 95, 100 and 159 of the articles of association of the Company as set out in Appendix III (the “**revised Articles of Association**”) to the circular of the Company dated April 26, 2023 (the “**Proposed Amendments**”), and to authorise the Directors to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/ or regulatory authorities arising therefrom.
- 9B. To consider and approve the change of scope of business of the Company as set out in Article 12 of the revised Articles of Association, and to authorise the Directors to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/ or regulatory authorities arising therefrom.
- 9C. To consider and approve the change of registered office of the Company as set out in Article 3 of the revised Articles of Association, and to authorise the Directors to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/ or regulatory authorities arising therefrom.

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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### As Reporting Document

10. To review the work report of the independent non-executive Directors for 2022.

By order of the Board  
**Zylox-Tonbridge Medical Technology Co., Ltd.**  
歸創通橋醫療科技股份有限公司  
**Dr. Jonathon Zhong Zhao**  
*Chairman and Executive Director*

Hong Kong, April 26, 2023

*Notes:*

- (i) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
- (iii) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares) or the Company's office at No. 270, Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang Province, the PRC (for holders of domestic shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the AGM (i.e. June 5, 2023 at 9:00 a.m.), or any adjourned meeting thereof (as the case may be).
- (iv) Completion and return of the form of proxy shall not preclude the shareholders of the Company (the "Shareholders") from attending and voting in person at the AGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (v) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
- (vi) For the purpose of determining the H shareholders of the Company entitled to attend and vote at the AGM, the register of members of H shares of the Company will be closed from June 1, 2023 to June 6, 2023 (both days inclusive). The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be June 6, 2023. In order to qualify for the entitlement to attend and vote at the above AGM, the H shareholders of the Company must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on May 31, 2023.

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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- (vii) The Company will adopt the following special arrangements at the AGM for the purpose of public health and safety:
  - (a) All resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. If a Shareholder (other than those who can attend the AGM physically) wishes to vote on any resolution at the AGM, he/she/it can appoint the chairman of the AGM or proxy who can attend the AGM physically to exercise his/her/its right to vote at the AGM in accordance with his/her/its instructions.
- (viii) The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses. Shareholders (or their proxies) attending the meeting shall procure their identity documents.
- (ix) All times refer to Hong Kong local time, except as otherwise stated.



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

**歸創通橋醫療科技股份有限公司**

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

**(Stock Code: 2190)**

**NOTICE OF 2023 FIRST CLASS MEETING OF HOLDERS OF H SHARES**

**NOTICE IS HEREBY GIVEN THAT** the 2023 first class meeting of holders of H shares (the “**Class Meeting of Holders of H Shares**”) of Zylox-Tonbridge Medical Technology Co., Ltd. (the “**Company**”) will be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on June 6, 2023 at 10:30 a.m. (or immediately after conclusion of the 2022 annual general meeting of the Company to be held on the same date or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution:

**Special Resolution**

1. To consider and approve the resolution on the grant of a general mandate to the board of directors of the Company to repurchase H shares of the Company.
- 2A. To consider and approve the proposed amendments to Articles 1, 3, 7, 12, 17, 18, 19, 48, 49, 61, 63, 65, 66, 67, 79, 85, 86, 87, 88, 89, 90, 91, 92, 95, 100 and 159 of the articles of association of the Company as set out in Appendix III (the “revised Articles of Association”) to the circular of the Company dated April 26, 2023 (the “**Proposed Amendments**”), and to authorise the directors of the Company to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/ or regulatory authorities arising therefrom.
- 2B. To consider and approve the change of scope of business of the Company as set out in Article 12 of the revised Articles of Association, and to authorise the directors of the Company to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/ or regulatory authorities arising therefrom.

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## NOTICE OF 2023 FIRST CLASS MEETING OF HOLDERS OF H SHARES

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2C. To consider and approve the change of registered office of the Company as set out in Article 3 of the revised Articles of Association, and to authorise the directors of the Company to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/ or regulatory authorities arising therefrom.

By order of the Board  
**Zylox-Tonbridge Medical Technology Co., Ltd.**  
歸創通橋醫療科技股份有限公司  
**Dr. Jonathon Zhong Zhao**  
*Chairman and Executive Director*

Hong Kong, April 26, 2023

*Notes:*

- (i) Any holder of H shares of the Company entitled to attend and vote at the Class Meeting of Holders of H Shares is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
- (iii) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Holders of H Shares (i.e. June 5, 2023 at 10:30 a.m.), or any adjourned meeting thereof (as the case may be).
- (iv) Completion and return of the form of proxy shall not preclude the shareholders of the Company (the “Shareholders”) from attending and voting in person at the Class Meeting of Holders of H Shares or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (v) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Class Meeting of Holders of H Shares, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
- (vi) For the purpose of determining the H shareholders of the Company entitled to attend and vote at the Class Meeting of Holders of H Shares, the register of members of H shares of the Company will be closed from June 1, 2023 to June 6, 2023 (both days inclusive). The record date for determining the entitlement of the H shareholders of the Company to attend and vote at the Class Meeting of Holders of H Shares will be June 6, 2023. In order to qualify for the entitlement to attend and vote at the above Class Meeting of Holders of H Shares, the H shareholders of the

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## NOTICE OF 2023 FIRST CLASS MEETING OF HOLDERS OF H SHARES

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Company must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on May 31, 2023.

- (vii) The Company will adopt the following special arrangements at the Class Meeting of Holders of H Shares for the purpose of public health and safety:
  - (a) All resolutions at the Class Meeting of Holders of H Shares will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the Class Meeting of Holders of H Shares by proxy. If a Shareholder (other than those who can attend the Class Meeting of Holders of H Shares physically) wishes to vote on any resolution at the Class Meeting of Holders of H Shares, he/she/it can appoint the chairman of the Class Meeting of Holders of H Shares or proxy who can attend the Class Meeting of Holders of H Shares physically to exercise his/her/its right to vote at the Class Meeting of Holders of H Shares in accordance with his/her/its instructions.
- (viii) The Class Meeting of Holders of H Shares is expected to take less than half a day. Shareholders who attend the Class Meeting of Holders of H Shares shall be responsible for their own travel and accommodation expenses. Shareholders (or their proxies) attending the meeting shall procure their identity documents.
- (ix) All times refer to Hong Kong local time, except as otherwise stated.



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

**歸創通橋醫療科技股份有限公司**

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

**(Stock Code: 2190)**

**NOTICE OF 2023 FIRST CLASS MEETING OF HOLDERS OF DOMESTIC SHARES**

**NOTICE IS HEREBY GIVEN THAT** the 2023 first class meeting of holders of domestic shares (the “**Class Meeting of Holders of Domestic Shares**”) of Zylox-Tonbridge Medical Technology Co., Ltd. (the “**Company**”) will be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on June 6, 2023 at 11:00 a.m. (or immediately after conclusion of the 2022 annual general meeting and the 2023 first class meeting of holders of H shares of the Company to be held on the same date or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution:

**Special Resolution**

1. To consider and approve the resolution on the grant of a general mandate to the board of directors of the Company to repurchase H shares of the Company.
- 2A. To consider and approve the proposed amendments to Articles 1, 3, 7, 12, 17, 18, 19, 48, 49, 61, 63, 65, 66, 67, 79, 85, 86, 87, 88, 89, 90, 91, 92, 95, 100 and 159 of the articles of association of the Company as set out in Appendix III (the “**revised Articles of Association**”) to the circular of the Company dated April 26, 2023 (the “**Proposed Amendments**”), and to authorise the directors of the Company to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/ or regulatory authorities arising therefrom.
- 2B. To consider and approve the change of scope of business of the Company as set out in Article 12 of the revised Articles of Association, and to authorise the directors of the Company to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/ or regulatory authorities arising therefrom.

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## NOTICE OF 2023 FIRST CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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2C. To consider and approve the change of registered office of the Company as set out in Article 3 of the revised Articles of Association, and to authorise the directors of the Company to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/ or regulatory authorities arising therefrom.

By order of the Board  
**Zylox-Tonbridge Medical Technology Co., Ltd.**  
歸創通橋醫療科技股份有限公司  
**Dr. Jonathon Zhong Zhao**  
*Chairman and Executive Director*

Hong Kong, April 26, 2023

*Notes:*

- (i) Any domestic shareholder of the Company entitled to attend and vote at the Class Meeting of Holders of Domestic Shares is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
- (iii) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's office at No. 270, Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang Province, the PRC as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Holders of Domestic Shares (i.e. June 5, 2023 at 11:00 a.m.), or any adjourned meeting thereof (as the case may be).
- (iv) Completion and return of the form of proxy shall not preclude the shareholders of the Company (the "Shareholders") from attending and voting in person at the Class Meeting of Holders of Domestic Shares or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (v) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Class Meeting of Holders of Domestic Shares, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
- (vi) The record date for determining the entitlement of holders of domestic shares of the Company to attend and vote at the Class Meeting of Holders of Domestic Shares will be June 6, 2023.

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## NOTICE OF 2023 FIRST CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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- (vii) The Company will adopt the following special arrangements at the Class Meeting of Holders of Domestic Shares for the purpose of public health and safety:
  - (a) All resolutions at the Class Meeting of Holders of Domestic Shares will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the Class Meeting of Holders of Domestic Shares by proxy. If a Shareholder (other than those who can attend the Class Meeting of Holders of Domestic Shares physically) wishes to vote on any resolution at the Class Meeting of Holders of Domestic Shares, he/she/it can appoint the chairman of the Class Meeting of Holders of Domestic Shares or proxy who can attend the Class Meeting of Holders of Domestic Shares physically to exercise his/her/its right to vote at the Class Meeting of Holders of Domestic Shares in accordance with his/her/its instructions.
- (viii) The Class Meeting of Holders of Domestic Shares is expected to take less than half a day. Shareholders who attend the Class Meeting of Holders of Domestic Shares shall be responsible for their own travel and accommodation expenses. Shareholders (or their proxies) attending the meeting shall procure their identity documents.
- (ix) All times refer to Hong Kong local time, except as otherwise stated.