

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Guanze Medical Information Industry (Holding) Co., Ltd., you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**Guanze Medical Information Industry (Holding) Co., Ltd.**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2427)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Unless otherwise defined, terms used in this cover shall have the same meanings as those defined in the circular.

A notice convening an annual general meeting of Guanze Medical Information Industry (Holding) Co., Ltd. to be held at Room 501-A, Block 10, Strategic Emerging Industry Base, Jinan High-tech Zone, No. 2966 Chunhui Road, Jinan High-tech Zone, Shandong Province, the PRC on Friday, 2 June 2023 at 10:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.guanzegrup.com>).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting if they so wish and, in such event, the proxy form shall be deemed to be revoked.

28 April 2023

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 501-A, Block 10, Strategic Emerging Industry Base, Jinan High-tech Zone, No. 2966 Chunhui Road, Jinan High-tech Zone, Shandong Province, the PRC on Friday, 2 June 2023 at 10:00 a.m., the notice of which is set out on pages 16 to 20 of this circular
“Articles”	the articles of association of the Company in force from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Chairman”	the chairman of the Board
“Company”	Guanze Medical Information Industry (Holding) Co., Ltd., an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholders”	Meng A Capital and Mr. Meng Xianzhen
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate as defined in paragraph 2(a) of the letter from the Board in this circular
“Latest Practicable Date”	21 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing”	the listing of the Shares on the Main Board on the Listing Date
“Listing Date”	29 December 2022, on which dealings in Shares first commence on the Main Board of the Stock Exchange

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company in force from time to time
“Meng A Capital”	Meng A Capital Limited, a company incorporated in BVI with limited liability and a Controlling Shareholder of the Company as at the Latest Practicable Date
“Notice”	the notice convening the Annual General Meeting which is set out on pages 16 to 20 of this circular
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Repurchase Mandate”	the general mandate as defined in paragraph 2(b) of the letter from the Board in this circular
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong
“%”	per cent

*For the purpose of this circular, unless otherwise indicated, the exchange rate of RMB1=HK\$1.14 has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be exchanged at such rate or at all.*

**LETTER FROM THE BOARD**

**Guanze Medical Information Industry (Holding) Co., Ltd.**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2427)**

*Executive Directors:*

Mr. Meng Xianzhen

*(Chairman and Chief Executive Officer)*

Mr. Guo Zhenyu

*Non-executive Director:*

Ms. Meng Cathy

*Independent non-executive Directors:*

Dr. Zhao Bin

Dr. Chang Shiwang

Dr. Wong Man Hin Raymond

*Registered office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of*

*business in Hong Kong:*

Unit A, 16/F.,

Kingswell Commercial Tower,

171 Lockhart Road,

Wan Chai,

Hong Kong

28 April 2023

*To the Shareholders,*

Dear Sir/Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting for (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of retiring Directors.

## LETTER FROM THE BOARD

### 2. ISSUE MANDATE AND ITS EXTENSION AND REPURCHASE MANDATE

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting for the Shareholders to consider, and if thought fit, approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with additional Shares not exceeding 20% of the total number of the Shares of the Company in issue as at the date of passing of such resolution (i.e. a total number of Shares not exceeding 190,000,000 Shares based on the issued share capital of the Company of 950,000,000 Shares as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the “**Issue Mandate**”);
- (b) to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of the Shares of the Company in issue as at the date of passing of such resolution (i.e. a total number of Shares not exceeding 95,000,000 Shares based on the issued share capital of the Company of 950,000,000 Shares as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the “**Repurchase Mandate**”); and
- (c) to extend the Issue Mandate by adding an amount representing the total number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions numbered 5 and 6 of the Notice set out on pages 16 to 20 of this circular. With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### 3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84(1) of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Meng Xianzhen, Dr. Chang Shiwang and Dr. Wong Man Hin Raymond will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

## LETTER FROM THE BOARD

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director(s) in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the Directors proposed for re-election are set out in Appendix II to this circular.

The Board, having considered the view of the Nomination Committee of the Company (which has recommended the re-election of Mr. Meng Xianzhen as executive Director with reference to the Company's director nomination policy and diversity policy), considers that Mr. Meng Xianzhen is able to contribute to the Board with his great understanding of the business of the Group, diversity of skillsets and extensive experience and knowledge together with solid business connections, and therefore recommends to the Shareholders the proposed re-election of Mr. Meng Xianzhen at the Annual General Meeting.

The Company has reviewed the annual confirmations of independence from Dr. Zhao Bin, Dr. Chang Shiwang and Dr. Wong Man Hin Raymond. Recommendations to the Board for the proposed re-election of Dr. Chang Shiwang and Dr. Wong Man Hin Raymond as independent non-executive Directors were made by the Nomination Committee of the Company, after having reviewed their suitability according to the assessment criteria as set out in the nomination policy adopted by the Company which includes, inter alia, the independence guidelines as set out in Rule 3.13 of the Listing Rules. The Board, taking into account their past contributions to the Company and their individual attributes enhancing the Board's diversity as set out in the board diversity policy adopted by the Company and optimal composition (details as set out in their respective biographies in Appendix II to this circular), accepted the recommendations from the Nomination Committee of the Company and recommends to the Shareholders the proposed re-election of Dr. Chang Shiwang and Dr. Wong Man Hin Raymond at the Annual General Meeting.

#### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The Notice is set out on pages 16 to 20 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, save and except resolutions which relate to procedural or administrative matters, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.guanzegroup.com>). Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, your proxy form shall be deemed to be revoked.

### 5. RESPONSIBILITY STATEMENT

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

### 6. RECOMMENDATION

The Directors consider that the proposals for the granting/extension of the Issue Mandate, the Repurchase Mandate and the re-election of retiring Directors are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all these resolutions to be proposed at the Annual General Meeting.

### 7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 30 May 2023 to Friday, 2 June 2023 (both days inclusive), during which no transfer of Shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all completed transfer documents accompanying with the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 29 May 2023 (the last share registration date to determine shareholders' voting right).

Yours faithfully,  
On behalf of the Board  
**Guanze Medical Information Industry (Holding) Co., Ltd.**  
**Meng Xianzhen**  
*Chairman of the Board*



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

## **1. LISTING RULES RELATING TO REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

- (a) the shares proposed to be purchased by the company are fully-paid up;
- (b) the company has previously sent to its shareholders an explanatory statement complying with the provisions of Rule 10.06(1)(b) of the Listing Rules; and
- (c) the shareholders of the company have given a specific approval or a general mandate to the directors of the company to make such purchase, by way of an ordinary resolution which complies with the provisions of Rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

## **2. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have general authority from the Shareholders to enable the Company to repurchase the Shares in the market.

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

## **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 950,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the Notice in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 950,000,000 Shares, the Directors will be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total number of the Shares not exceeding 95,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

#### 4. FUNDING OF REPURCHASES

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

The Company is empowered by the Memorandum and Articles to repurchase the Shares. The laws of the Cayman Islands provide that a purchase of Shares may be made (to the extent of the par value of such shares) out of profits, share premium account or the proceeds of a fresh issue of shares made for such purpose or out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the repurchase is authorised by the Memorandum and Articles; and that any premium payable on a repurchase of Shares may be made out of profits, the Company's share premium account or out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorised by its Memorandum and Articles.

The Company may not repurchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

#### 5. IMPACT OF REPURCHASES

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

#### 6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the Controlling Shareholders collectively held 712,099,575 Shares, representing 74.96% of the total issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of the Controlling Shareholders will, based on their current shareholding, be increased to approximately 83.29% of the total issued share capital of the Company.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase that may be made under the Repurchase Mandate. Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of repurchase of the Shares made by the Company, the exercise of the Repurchase Mandate in full will result in the number of the Shares held by the public falling below 25% as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding falling below such prescribed percentage.

#### **7. DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSONS OF THE COMPANY**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors or any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

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

#### **8. THE DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Memorandum and Articles, the Listing Rules, the laws of the Cayman Islands and all other applicable laws.

**9. MARKET PRICES OF THE SHARES**

The Company was listed on 29 December 2022. Since the Listing and up to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

<b>Month</b>	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
<b>2022</b>		
December (from the Listing Date)	1.94	1.17
<b>2023</b>		
January	2.07	1.42
February	1.80	1.28
March	4.33	1.76
April (up to the Latest Practicable Date)	5.40	3.82

**10. REPURCHASES OF SHARES MADE BY THE COMPANY**

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

*Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting, are provided below.*

**(1) MR. MENG XIANZHEN (孟憲震) — EXECUTIVE DIRECTOR**

**Mr. Meng Xianzhen** (“**Mr. Meng**”), aged 54, is the founder of our Group and the Chairman, the chief executive officer and an executive Director of our Company. Mr. Meng was appointed as a Director on 11 December 2020 and was re-designated as an executive Director on 17 September 2021. Mr. Meng is primarily responsible for the overall business and strategic planning, operations and management of our Group. Mr. Meng is currently a director of all subsidiaries of our Group. Mr. Meng is the father of Ms. Meng Cathy. Mr. Meng has over 30 years of experience in sales and corporate management in the medical device industry. Mr. Meng founded Shanghai Guanze in November 2015 and has been serving as its executive director and legal representative from November 2015 to November 2017 and since June 2019, primarily responsible for the overall business and strategic planning, operations and management of Shanghai Guanze. Since November 2015 and August 2018, he has also been serving as the chief executive officer of each of Shanghai Guanze and Jinan Guanze, respectively, and is primarily responsible for the overall management of Shanghai Guanze and Jinan Guanze.

Mr. Meng obtained a bachelor’s degree in engineering, majoring in scientific instrument engineering, from Xiamen University (廈門大學) in July 1991. He further obtained a master’s degree in economics, majoring in industrial economics from Shandong University (山東大學) in June 2006.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Meng Xianzhen directly owns the entire issued share capital of Meng A Capital which in turn owns 712,099,575 Shares, representing 74.96% of the Company’s issued share capital. Therefore, Mr. Meng is deemed to be interested in all the Shares held by Meng A Capital. Save as disclosed above, Mr. Meng was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

**Director’s emolument**

A service contract has been entered into between the Company and Mr. Meng for an initial term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. The annual salary of Mr. Meng was approximately HK\$1,336,800 (equivalent to RMB120,000 plus HK\$1,200,000) with effect from 1 January 2023, subject to annual review of the Remuneration Committee of the Company. The emolument of Mr. Meng was determined with reference to the prevailing market rate of similar position and his qualifications, experience and duties and responsibilities within the Group. The Company may provide Mr. Meng with other benefits, which may be determined from time to time by the Company.

**Other information and matters that need to disclosed or brought to the attention of the Shareholders**

Save as disclosed above, Mr. Meng has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company and has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2) (h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Meng that need to be brought to the attention of the Shareholders.

**Suitability**

The Nomination Committee of the Company has assessed the suitability of Mr. Meng by reference to the Company's Directors' nomination policy and board diversity policy and considers Mr. Meng is a suitable candidate for holding a directorship of the Company.

**(2) DR. CHANG SHIWANG (常世旺) — INDEPENDENT NON- EXECUTIVE  
DIRECTOR**

**Dr. Chang Shiwang** (“**Dr. Chang**”), aged 45, was appointed as an independent non-executive Director of our Company on 7 December 2022. Dr. Chang is primarily responsible for supervising and providing independent advice to our Board. He is also the chairman of the remuneration committee of our Company and a member of both the audit committee and the nomination committee of our Company.

Dr. Chang has been working at the school of economics of Shandong University since July 2007, with his current position as an associate professor since December 2009. He also served as the academic member of the 7th Taxation Academic Research Committee of China Taxation Society (第七屆中國稅務學會稅收學術研究委員會) from October 2014 to October 2018, and the distinguished researcher of Shandong Institute of Financial Reform and Development (山東財政改革發展研究院) and the Department of Finance of Shandong Province since July 2015.

Dr. Chang obtained a bachelor’s degree in economics and a doctoral degree in economics from Shandong University in July 2001 and June 2007, respectively. He also obtained the teaching qualification of higher education from the Department of Education of Shandong Province in June 2008.

**Interests in Shares**

As at the Latest Practicable Date, Dr. Chang had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director’s emolument**

A letter of appointment has been entered into between the Company and Dr. Chang for an initial fixed term of three years commencing from the Listing Date, which may be terminated by not less than three months’ notice in writing served by either party. The current Director’s emolument payable to Dr. Chang is HK\$120,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

**Other information and matters that need to disclosed or brought to the attention of  
the Shareholders**

Save as disclosed above, Dr. Chang has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company and has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Dr. Chang that need to be brought to the attention of the Shareholders.

**(3) DR. WONG MAN HIN RAYMOND (黃文顯) — INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Dr. Wong Man Hin Raymond** (“**Dr. Wong**”), aged 57, was appointed as an independent non-executive Director of our Company on 7 December 2022. Dr. Wong is primarily responsible for supervising and providing independent advice to our Board. He is also the chairman of the audit committee of our Company.

Dr. Wong is currently an executive director and chairman of Raymond Industrial Limited (stock code: 229) and an independent non-executive director of Nan Nan Resources Enterprise Limited (stock code: 1229), Modern Healthcare Technology Holdings Limited (formerly known as Modern Beauty Salon Holdings Limited) (stock code: 919) and Tak Lee Machinery Holdings Limited (stock code: 2102). Dr. Wong had also served as an independent non-executive director of Zhejiang United Investment Holdings Group Limited (stock code: 8366) from July 2017 to March 2021. The shares of above companies with stock code indicated are listed on the Stock Exchange.

Dr. Wong obtained a bachelor of science degree in chemical engineering and a bachelor of arts degree in economics from Lehigh University, United States, both in October 1988. He further obtained a master of arts degree in economics from University of Hawaii, United States, in December 1994 and a doctor of business administration degree from the Hong Kong Polytechnic University in September 2018. Dr. Wong has been admitted as a Certified Management Accountant and a Certified Public Accountants of the States of Washington since September 1998 and May 1999, respectively. Dr. Wong was also awarded a certificate in financial management by the Institute of Certified Management Accountants of the Institute of Management Accountants in April 1999.

**Interests in Shares**

As at the Latest Practicable Date, Dr. Wong had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director’s emolument**

A letter of appointment has been entered into between the Company and Dr. Wong for an initial fixed term of three years commencing from the Listing Date which may be terminated by not less than three months’ notice in writing served by either party. The current Director’s emolument payable to Dr. Wong is HK\$240,000 per annum, which was determined by reference to his duties and responsibilities with the Company.



**Other information and matters that need to disclosed or brought to the attention of  
the Shareholders**

Save as disclosed above, Dr. Wong has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company and has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Dr. Wong that need to be brought to the attention of the Shareholders.

## NOTICE OF ANNUAL GENERAL MEETING

### **Guanze Medical Information Industry (Holding) Co., Ltd.**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2427)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Guanze Medical Information Industry (Holding) Co., Ltd. (the “**Company**”) will be held at Room 501-A, Block 10, Strategic Emerging Industry Base, Jinan High-tech Zone, No. 2966 Chunhui Road, Jinan High-tech Zone, Shandong Province, the PRC on Friday, 2 June 2023 at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2022.
2. To declare a final dividend for the year ended 31 December 2022.
3. (a) To re-elect Mr. Meng Xianzhen as an executive Director of the Company;  
(b) To re-elect Dr. Chang Shiwang as an independent non-executive Director of the Company;  
(c) To re-elect Dr. Wong Man Hin Raymond as an independent non-executive Director of the Company; and  
(d) To authorise the board of directors (“**Board**”) of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint Ernst & Young as auditors of the Company and authorise the Board to fix their remuneration.
5. To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company, and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers, subject to all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of option under a share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees of the Company or the Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company;
  - (iii) the exercise of rights of subscription or conversion under the terms of any warrants or any securities, which carry rights to subscribe for or are convertible into shares of the Company, issued by the Company; and
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution and the said mandate shall be limited accordingly; and

- (d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

## NOTICE OF ANNUAL GENERAL MEETING

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

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

“**THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase or otherwise acquire shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased or otherwise acquired by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of the resolutions set in items 5 and 6 of the notice convening the annual general meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the total number of the Company’s shares (“**Shares**”) which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the total number of Shares purchased or otherwise acquired by the Company pursuant to the general mandate referred to in the resolution set out in item 6 of the Notice, provided that such extended amount shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing this resolution.”

By Order of the Board  
**Guanze Medical Information Industry (Holding) Co., Ltd.**  
**Meng Xianzhen**  
*Chairman of the Board*

Hong Kong, 28 April 2023

*Notes:*

- (a) Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and vote on behalf of him/her. A proxy needs not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (c) For the purpose of determining the Shareholders who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 30 May 2023 to Friday, 2 June 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanying with the relevant share certificates should be lodged for registration with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 29 May 2023 (the last share registration date to determine shareholders’ voting right).

The proposed final dividend of HK\$0.021 per Share for the year ended 31 December 2022 as recommended by the Board is subject to the approval of the Shareholders at the Annual General Meeting. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 8 June 2023 to Monday, 12 June 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfer documents accompanying with the relevant share certificates should be lodged for registration with the Company’s Hong

## NOTICE OF ANNUAL GENERAL MEETING

Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 7 June 2023.

- (d) Where there are joint registered holders of any Shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
- (e) Please refer to Appendix II to the circular of the Company dated 28 April 2023 for the details of the retiring/proposed Directors subject to re-election and election at the Annual General Meeting.

*As at the date of this announcement, the executive Directors are Mr. Meng Xianzhen and Mr. Guo Zhenyu, the non-executive Director is Ms. Meng Cathy, the independent non-executive Directors are Dr. Zhao Bin, Dr. Chang Shiwang and Dr. Wong Man Hin Raymond.*