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

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

If you have sold or transferred all your shares in Acotec Scientific Holdings Limited, you should at once hand this circular 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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**Acotec Scientific Holdings Limited**  
**先瑞達醫療科技控股有限公司**

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

**(Stock Code: 6669)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
RE-APPOINTMENT OF AUDITOR;  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Acotec Scientific Holdings Limited to be held at Conference Room Dhalia, 6/F., Office Building, 16 North Hongda Road, Beijing Economic-Technological Development Area, Beijing, PRC on Friday, June 30, 2023 at 10 a.m. is set out on pages 22 to 28 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.acotec.cn>). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th 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 (i.e. not later than 10 a.m. on Wednesday, June 28, 2023) 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 (or any adjournment thereof) if they so wish.

June 9, 2023

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Conference Room Dhalia, 6/F., Office Building, 16 North Hongda Road, Beijing Economic-Technological Development Area, Beijing, PRC at 10 a.m. on Friday, June 30, 2023 or any adjournment thereof and notice of which is set out on pages 22 to 28 of this circular
“Articles of Association”	the articles of association of the Company adopted on June 23, 2021 and effective on August 24, 2021
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Chairman”	the chairman of the Board
“Companies Law”	the Companies Law Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Acotec Scientific Holdings Limited (先瑞達醫療科技控股有限公司), an exempted company incorporated in the Cayman Islands on December 3, 2020 with limited liability, with its Shares initially listed on the Main Board of the Stock Exchange on August 24, 2021 (stock code 6669)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries and consolidated affiliated entities from time to time
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant Shareholders’ resolution granting the Issue Mandate
“Latest Practicable Date”	June 1, 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	August 24, 2021, being the listing date when the Shares of the Company were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum of Association” or “Memorandum”	the memorandum of association of the Company (as amended from time to time)
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant Shareholders’ resolution granting the Repurchase Mandate
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.00001 each in the capital of the Company

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## DEFINITIONS

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“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“USD” or “US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent



**Acotec Scientific Holdings Limited**  
**先瑞達醫療科技控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 6669)**

*Executive Directors:*

Ms. Jing LI  
Mr. Silvio Rudolf SCHAFFNER

*Registered office:*

PO Box 309, Uglan House  
Grand Cayman, KY1-1104  
Cayman Islands

*Non-Executive Directors:*

Mr. Arthur Crosswell BUTCHER  
Ms. June CHANG

*Corporate Headquarters:*

4-5/F., Building No. 1  
16 North Hongda Road  
Beijing Economic-Technological  
Development Area  
Beijing  
PRC

*Independent Non-Executive Directors:*

Dr. Yuqi WANG  
Ms. Hong NI  
Ms. Kin Yee POON

*Principal place of business in Hong Kong:*

14th Floor, Golden Centre  
188 Des Voeux Road Central  
Hong Kong

June 9, 2023

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
RE-APPOINTMENT OF AUDITOR;  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated March 23, 2023 in relation to the proposed amendments to the Memorandum and Articles of Association. The purpose of this circular is to give you the notice of the Annual General Meeting and

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## LETTER FROM THE BOARD

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the following proposals to be put forward at the Annual General Meeting: (a) granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of the retiring Directors; (c) the re-appointment of auditor; and (d) the proposed amendments to the Memorandum and Articles of Association.

### GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company convened on May 26, 2022, ordinary resolution was passed for the granting of general mandate authorizing the Directors to allot, issue and/or otherwise deal with the Shares not exceeding 20% of the number of issued Share at that date, which is due to expire at the conclusion of the Annual General Meeting.

In order to ensure flexibility and give discretion to the Directors to issue any new Shares when the Directors consider desirable for the Company to do so, approval is sought from the Shareholders at the Annual General Meeting, pursuant to the Listing Rules, for the grant of the Issue Mandate to the Directors to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the Shareholders' resolution in relation to the Issue Mandate for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or (iii) revocation or variation of the Issue Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, 313,389,171 Shares have been fully paid and issued. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 62,677,834 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares repurchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the Issue Mandate as mentioned in ordinary resolution numbered 4(A) provided that such additional number of Shares shall represent up to 10% of the number of issued Shares as at the date of passing the Shareholders' resolution in relation to the Issue Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or (iii) revocation or variation of the Issue Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company convened on May 26, 2022, ordinary resolution was passed for the granting of general mandate authorizing the Directors to repurchase the Shares not exceeding 10% of the number of issued Share at that date, which is due to expire at the conclusion of the Annual General Meeting.

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of passing of the Shareholders' resolution in relation to the Repurchase Mandate for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or (iii) revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, there were 313,389,171 Shares in issue. Subject to the passing of the ordinary resolution numbered 4(B) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 31,338,917 Shares pursuant to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 16.2 and 16.19 of the Articles of Association, Ms. Jing LI, Mr. Silvio Rudolf SCHAFFNER, Mr. Arthur Crosswell BUTCHER and Ms. June CHANG will retire by rotation, and being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

The re-appointment of the abovenamed Directors has been reviewed by the Nomination Committee which has made recommendations to the Board that the re-election be proposed for Shareholders' approval at the Annual General Meeting.

Details of the above Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

### RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended December 31, 2022 were audited by Messrs. KPMG whose term of office will expire upon the Annual General Meeting.

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## LETTER FROM THE BOARD

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Upon the recommendation of the Audit Committee, the Board proposed to re-appoint Messrs. KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

On January 1, 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The Board proposes to make certain amendments to the Memorandum and Articles of Association to conform to the said core standards for shareholder protections and to incorporate certain housekeeping changes. The Board also proposes to adopt the new Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

Details of the amendments to the Memorandum and Articles of Association are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the proposed amendments to the Memorandum and Articles of Association.

The Company's legal advisers have confirmed that the proposed amendments conform with the requirements of the Listing Rules and the Cayman Islands laws. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

### **CLOSURE OF REGISTER OF MEMBERS**

The forthcoming Annual General Meeting is scheduled to be held on Friday, June 30, 2023. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, June 27, 2023 to Friday, June 30, 2023, both days inclusive, during such period no transfer of Shares will be registered. In order to attend and vote at the Annual General Meeting, all duly completed share transfer documents, accompanied by the relevant share certificates, must be lodged for registration with the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, June 26, 2023.

### **NOTICE OF ANNUAL GENERAL MEETING**

Set out on pages 22 to 28 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve (a) the granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, (b) the re-election of the retiring Directors, (c) the change of auditor, and (d) the proposed amendments to the Memorandum and Articles of Association.

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## LETTER FROM THE BOARD

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### FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.acotec.cn>). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. not later than 10 a.m. on Wednesday, June 28, 2023) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

### VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions, therefore none of the Shareholders is required to abstain from voting at the Annual General Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules and article 13.5 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll, except where the chairman of the 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. Accordingly, each of the resolutions set out in the notice will be taken by way of poll.

On a poll, every Shareholder presents in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her votes or cast all the votes he/she uses in the same way. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the Issue Mandate to issue Shares, the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors, the change of auditor and the proposed amendments to the Memorandum and Articles of Association are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

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

Yours faithfully

By order of the Board

**Acotec Scientific Holdings Limited**

**Jing LI**

*Chairperson of the Board, Executive Director and  
Chief Executive Officer*

*The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

## EXECUTIVE DIRECTORS

### Ms. Jing LI

**Ms. Jing LI (李靜)**, aged 51, is our executive Director, chairperson of the Board and the chief executive officer. She was appointed as a Director on December 3, 2020 and appointed as the chairperson of the Board and re-designated as an executive Director on January 29, 2021. She is in charge of the overall strategic planning, business direction and operational management of the Group and holds the following positions in the subsidiaries of our Group:

Name of subsidiary	Position	Period
Beijing Acotec	Chairperson of the board of directors	April 17, 2017 to December 24, 2018 August 25, 2020 to present
	Director	January 28, 2008 to December 24, 2018 August 25, 2020 to present
	General manager	January 28, 2008 to December 5, 2014 December 24, 2018 to present
	Chief executive officer	March 10, 2017 to present
Pine Medical	Director	November 22, 2011 to September 28, 2018 August 15, 2020 to present

Ms. Li has over 28 years of experience in the medical devices industry. From April 2006 to March 2008, she served as head of China in Invatec, a company which develops and manufactures cardiac, peripheral and neurointerventional devices and was subsequently acquired by Medtronic plc, a medical device company listed on the New York Stock Exchange (ticker symbol: MDT). Before joining Invatec, Ms. Li worked in sales of cardiovascular products for 10 years since 1994.

Ms. Li obtained her bachelor's degree in Safety and Environmental Protection Engineering from Jiangsu Institute of Technology (江蘇工學院) (currently known as Jiangsu University (江蘇大學)) in Jiangsu, PRC in July 1993.

As at the Latest Practicable Date, Ms. Li was interested in 36,127,456 Shares, representing approximately 11.53% of the issued share capital of the Company within the meaning of Part XV of the SFO. Cosmic Elite Holdings Limited (“**Cosmic Elite**”) is a subsidiary owned as to 95.31% by Nexus Partners Group Limited. Nexus Partners Group Limited is wholly owned by Vistra Trust (Singapore) Pte. Limited (as the trustee of Joy Avenue Family Trust). The voting rights attached to the Shares held by Sino Fame Ventures Limited (“**Sino Fame**”) are vested with Ms. Li. Therefore, Ms. Li is deemed to be interested in the 25,599,016 Shares held by Cosmic Elite and 10,528,440 Shares held by Sino Fame under the SFO.

Ms. Li has entered into a service contract with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the service contract. Pursuant to the service contract, Ms. Li’s remuneration may include share awards, which she may from time to time be entitled. She is also entitled to a bonus of such amount as the Board may determine in light of the Company’s business performance and the Director’s individual performance after confirmation with the remuneration committee of the Company.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Li did not hold any other position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Ms. Li did not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company.

Save as disclosed herein, there is no other matter in relation to the re-election of Ms. Li that needs to be brought to the attention of the Shareholders and there is no other information relating to Ms. Li which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

#### **Mr. Silvio Rudolf SCHAFFNER**

**Mr. Silvio Rudolf SCHAFFNER**, aged 53, is our executive Director and the chief operating officer. He was appointed as a Director on December 3, 2020 and re-designated as an executive Director on January 29, 2021. He has been the chief operating officer of Beijing Acotec since March 10, 2017. Mr. Schaffner is in charge of the overall strategic planning, business direction and operational management of the Group.

Mr. Schaffner has over 30 years of experience in the medical devices industry. From December 2004 to June 2009, Mr. Schaffner served as the managing director and the legal representative of Invatec. From June 2009 to August 2010, he served as the president of management and the legal representative of Invatec. Mr. Schaffner holds various patents in orthopedic implantation and vascular intervention fields. As of the Latest Practicable Date, no intellectual property rights that are material to our Group (including those relating to the Core Products) was filed and/or owned by Mr. Schaffner. For our material patents, please refer to the paragraphs headed “Management Discussion and Analysis — Business Overview — Intellectual Property Rights” in the 2022 annual report. Before

joining Invatec, Mr. Schaffner successively served as the Head of Polymer Research at Sulzer Orthopedics Ltd. and then head of R&D at Jomed NV (acquired by Abbott in 2003) from 1993 to 2003.

Mr. Schaffner obtained his diploma in mechanical engineering from Höhere Technische Lehranstalt Brugg-Windisch in November 1993 and his master's degree in business administration from University of St. Gallen in Switzerland in October 1997.

As at the Latest Practicable Date, Mr. Schaffner was interested in 807,078 Shares, representing approximately 0.26% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Mr. Schaffner has entered into a service contract with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the service contract. Pursuant to the service contract, Mr. Schaffner's remuneration may include share awards, which he may from time to time be entitled. He is also entitled to a bonus of such amount as the Board may determine in light of the Company's business performance and the Director's individual performance after confirmation with the remuneration committee of the Company.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Schaffner did not hold any other position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Schaffner did not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company.

Save as disclosed herein, there is no other matter in relation to the re-election of Mr. Schaffner that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. Schaffner which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

## NON-EXECUTIVE DIRECTORS

**Mr. Arthur Crosswell BUTCHER**

**Mr. Arthur Crosswell BUTCHER**, aged 52, has been our non-executive Director since February 9, 2023. He obtained a Bachelor of Arts degree in International Relations from the University of Pennsylvania in May 1992 and a Master's degree in Business Administration from Columbia University in October 2003, and has been the executive vice president and group president of the Medical Surgical business and Asia Pacific region of Boston Scientific Corporation ("**BSC**"), the controlling shareholder of the Company, since May 2022.

Mr. Butcher has over 26 years of experience in the medical device industry. Since joining Boston Scientific in December 1996 as sales representative of the Urology & Women's Health division until December 1999, Mr. Butcher has held different management roles, including executive vice president and president of the Asia Pacific region from March 2020 to April 2022, senior vice president and president of the Endoscopy division from July 2016 to February 2020, vice president and general manager of the Endoscopy division in Japan from August 2014 to June 2016, vice president of global marketing of the Endoscopy division from April 2011 to August 2014, vice president of new business development and strategic planning of the Urology & Women's Health division from September 2009 to April 2011, director of marketing and new business development of the Urology & Women's Health division from March 2008 to September 2009, director of business development and strategic planning of the Urology & Women's Health division from January 2006 to March 2008, group marketing manager of the Endourology division from April 2003 to December 2005, principal product manager of the Endourology division from April 2002 to April 2003, and regional sales manager of the Urology & Women's Health division from December 1999 to April 2002.

As at the Latest Practicable Date, Mr. Butcher was interest in 394,618 Shares, representing approximately 0.13% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Mr. Butcher has entered into a letter of appointment with the Company for an initial term of three years with effect from the date of his appointment subject to the terms of renewal contained therein and retirement by rotation and re-election in accordance with the Articles. No remuneration will be paid to Mr. Butcher in relation to his appointment and service as a non-executive Director.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Butcher did not hold any other position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Butcher did not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company.

Save as disclosed herein, there is no other matter in relation to the re-election of Mr. Butcher that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. Butcher which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

**Ms. June CHANG**

**Ms. June CHANG**, aged 52, has been our non-executive Director and a member of the audit committee of the Company since February 9, 2023. She obtained of Bachelor of Arts degree from the Business School of the University of Washington in June 1997 and a Master's degree in International Management from the Thunderbird, The American Graduate School of International Management in May 2001, and is currently the president of the Greater China region of BSC since March 2020. Ms. Chang is also a member of the Chartered Institute of Management Accountants.

Ms. Chang has over 25 years of experience in holding financial and commercial leadership roles in the aerospace, automotive, consumer product and device sectors across North America, Asia Pacific region and the Greater China region. Ms. Chang joined BSC in China in October 2013 as the chief financial officer until March 2015. Ms. Chang has held different management roles in BSC, including the chief finance officer of the Greater China region from April 2015 to August 2016, chief financial officer and senior director of strategic planning, DRM & emerging markets of China from September 2016 to March 2018, vice president of finance of the Greater China region and strategic planning/IAS/DRM & emerging markets of China from April 2018 to May 2018, and vice president and managing director of the Greater China region from June 2018 to February 2020. Prior to joining BSC, Ms. Chang was the group controller of foods and beverages of the Greater China region of PepsiCo from June 2012 to October 2013, and the head of financial planning and analysis of the Greater China region of PepsiCo from July 2008 to June 2012. Ms. Chang was also the category finance leader of the Asia, Middle East and Africa regions of Unilever from July 2001 to June 2008. Ms. Chang was a tax associate of Arthur Andersen & Co. from September 1997 to January 2000.

As at the Latest Practicable Date, Ms. Chang was interest in 169,867 Shares, representing approximately 0.05% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Ms. Chang did not hold any Shares within the meaning of Part XV of the SFO.

Ms. Chang has entered into a letter of appointment with the Company for an initial term of three years with effect from the date of her appointment subject to the terms of renewal contained therein and retirement by rotation and re-election in accordance with the Articles. No remuneration will be paid to Ms. Chang in relation to her appointment and service as a non-executive Director.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Chang did not hold any other position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Ms. Chang did not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company.

Save as disclosed herein, there is no other matter in relation to the re-election of Ms. Chang that needs to be brought to the attention of the Shareholders and there is no other information relating to Ms. Chang which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

## SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 313,389,171 Shares of nominal value of US\$0.00001 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or purchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 31,338,917 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

## REASONS FOR AND FUNDING OF REPURCHASES

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

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital.

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 repurchases would be in the best interests of the Company. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose 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 its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

**GENERAL**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates, have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

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

No core connected person has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

**TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Ms. Jing LI is deemed to be interested in 36,127,456 Shares through Cosmic Elite, Nexus Partners Group Limited, Vistra Trust (Singapore) Pte. Limited and Sino Fame under the SFO, representing approximately 11.53% of the issued Shares. In the event that the Directors should exercise in full the Repurchase Mandate, such interests will be increased to approximately 12.81% of the issued Shares.

To the best knowledge and belief of the Directors, such increase would 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 to make a mandatory offer. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

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

**SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

## SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest prices <i>HKD</i></b>	<b>Lowest prices <i>HKD</i></b>
<b>2022</b>		
April	7.920	5.110
May	6.400	5.010
June	8.700	5.700
July	10.360	7.400
August	10.300	8.290
September	10.480	8.420
October	9.190	7.810
November	12.100	7.780
December	18.480	10.720
<b>2023</b>		
January	19.880	17.100
February	19.520	15.100
March	16.000	12.020
April	15.000	13.600
May	17.000	14.280
June (up to the Latest Practicable Date)	15.800	15.080

Details of the proposed amendments to the Memorandum and Articles of Association are set out as follows:

Article	Original	Proposed amendments
12.1	<p>The Company shall hold a general meeting as its annual general meeting in each year other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>	<p>The Company shall hold a general meeting as its annual general meeting <u>infor</u> each <u>financial year</u> <del>other than the year of the Company's adoption of these Articles,</del> <u>within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise),</u> <u>to be held within six months after the end of such financial year.</u> The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>
12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the paid up capital of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and signed by the requisitionist(s).</p> <p>...</p>	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the <del>paid up capital</del> <u>voting rights, on a one vote per share basis,</u> of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and <u>the resolutions to be added to the meeting agenda, and</u> signed by the requisitionist(s).</p> <p>...</p>

Article	Original	Proposed amendments
14.1	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way.</p> <p>...</p>	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting <del>where a show of hands is allowed,</del><u>(a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner</u> shall have one vote, and <u>(c)</u> on a poll every member present in <del>person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy</del><u>such manner</u> shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way.</p> <p>...</p>
16.2	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.</p>	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the <del>next following</del><u>first annual</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.</p>
16.6	<p>The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead.</p> <p>...</p>	<p>The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his <del>period</del><u>term</u> of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead.</p> <p>...</p>

Article	Original	Proposed amendments
29.2	<p>The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>	<p>The Company shall at every annual general meeting <u>by ordinary resolution</u> appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed <del>provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board</del> <u>by ordinary resolution</u>. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. <del>The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</del></p>
32.1	N/A	<p><u>Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.</u></p>

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## NOTICE OF ANNUAL GENERAL MEETING

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### Acotec Scientific Holdings Limited 先瑞達醫療科技控股有限公司

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

**(Stock Code: 6669)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Acotec Scientific Holdings Group (the “**Company**”) will be held at Conference Room Dhalia, 6/F., Office Building, 16 North Hongda Road, Beijing Economic-Technological Development Area, Beijing, PRC on Friday, June 30, 2023 at 10 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions.

Unless otherwise specified, capitalized terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated June 9, 2023 (the “**Circular**”).

#### Ordinary Resolutions

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2022 and the reports of the directors and auditors thereon.
2. To re-elect directors of the Company (the “**Directors**”) and authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
  - (A) To re-elect Ms. Jing LI as an executive Director;
  - (B) To re-elect Mr. Silvio Rudolf SCHAFFNER as an executive Director;
  - (C) To re-elect Mr. Arthur Crosswell BUTCHER as a non-executive Director;
  - (D) To re-elect Ms. June CHANG as a non-executive Director; and
  - (E) To authorise the Board to fix the remuneration of the Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. To re-appoint Messrs. KPMG as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

4. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) **“That:**

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of US\$0.00001 each in the share capital of the Company (“**Shares**”) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such power after the end of the Relevant Period;

(iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors during the Relevant Period (as defined hereinafter) pursuant to the approval in paragraph (i) above, otherwise than pursuant to:

(1) any Rights Issue (as defined hereinafter);

(2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
- (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of the following two items:
  - (a) 20% of the number of issued shares of the Company as at the date of passing this resolution; (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of shares of the Company purchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued shares of the Company as at the date of passing resolution numbered 4(B)), and the approval shall be limited accordingly; and and
  - (b) that this resolution shall be limited by the applicable rules and requirements of the Stock Exchange as amended from time to time, including the restrictions for using the issuance mandate to issue (i) securities convertible into new Shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereinafter defined) of the Shares at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new Shares or securities convertible into new Shares for cash consideration;
- (iv) in the event the Company conducts a share consolidation or subdivision, the maximum number of Shares that may be issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (v) for the purpose of this resolution:
  - (a) “Benchmarked Price” means the higher of (1) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution;

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## NOTICE OF ANNUAL GENERAL MEETING

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and (2) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed;

- (b) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (1) the conclusion of the next annual general meeting of the Company;
  - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the articles of association of the Company (“**Articles of Association**”) to be held; or
  - (3) the passing of an ordinary resolution by the shareholders of the Company (“**Shareholders**”) in general meeting of the Company revoking or varying the authority given to the Directors by this resolution; and
- (c) “Rights Issue” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such Shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) **“That:**

- (i) subject to paragraph (ii) below of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the Shares to be repurchased by the Company pursuant to the approval in paragraph (i) above of this resolution during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and/or options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company as at the date of passing of the said resolutions.”

### Special Resolution

5. “**That** the amendments to the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) set out in Appendix III to the circular of the Company dated June 9, 2023 of which this notice forms part be and are hereby approved and the amended and restated Memorandum and Articles of Association (a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the new memorandum and articles of association of the Company.”

By order of the Board  
**Acotec Scientific Holdings Limited**

**Jing LI**

*Chairperson of the Board, Executive Director and  
Chief Executive Officer*

Hong Kong, June 9, 2023

*Registered office:*

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal place of business in*

*Hong Kong:*  
14th Floor, Golden Centre  
188 Des Voeux Road Central  
Hong Kong

*Corporate Headquarters:*

4-5/F., Building No. 1  
16 North Hongda Road  
Beijing Economic-Technological  
Development Area  
Beijing  
PRC

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxy(ies) to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (ii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iii) In order to be valid, the completed form of proxy must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 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 (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. not later than 10 a.m. on Wednesday, June 28, 2023) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The register of members of the Company will be closed from Tuesday, June 27, 2023 to Friday, June 30, 2023, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, June 26, 2023.
- (v) In respect of resolutions numbered 2 above, details of the directors of the Company proposed for re-election are set out in Appendix I to the Circular.
- (vi) In respect of the resolution numbered 4(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (vii) In respect of resolution numbered 4(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the repurchase mandate to repurchase shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the Circular.
- (viii) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.

*As at the date of this notice, the executive Directors are Ms. Jing LI and Mr. Silvio Rudolf SCHAFFNER, the non-executive Directors are Mr. Arthur Crosswell BUTCHER and Ms. June CHANG, and the independent non-executive Directors are Dr. Yuqi WANG, Ms. Hong NI and Ms. Kin Yee POON.*