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

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

**If you have sold or transferred** all your Shares in **China Medical System Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**CHINA MEDICAL SYSTEM HOLDINGS LIMITED**

康哲藥業控股有限公司 \*

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

**(Stock Code: 867)**

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,  
DECLARATION OF FINAL DIVIDEND,  
GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES,  
PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM  
AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (the "AGM") to be held at Admiralty & The Peak, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Thursday, 9 May 2024 at 10:00 a.m. is set out on pages 19 to 23 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you are able to attend the AGM in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

17 April 2024

\* For identification purpose only

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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:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Admiralty & The Peak, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Thursday, 9 May 2024 at 10:00 a.m., a notice of which is set out on pages 19 to 23 of this circular
“Board”	the board of Directors
“Company”	China Medical System Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles of Association”	the existing third amended and restated memorandum and articles of association of the Company
“Final Dividend”	the proposed final dividend of RMB0.0783 (equivalent to HK\$0.086) per Share for the year ended 31 December 2023 to Shareholders whose names appear on the Register on the Record Date
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with unissued Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of granting the general mandate
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	Tuesday, 9 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“New Memorandum and Articles of Association”	the fourth amended and restated memorandum and articles of association of the Company proposed to be adopted by the Company by passing of a special resolution of Shareholders at the AGM, incorporating the Proposed Amendments
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association as set out in Appendix III of this circular
“Record Date”	Thursday, 16 May 2024, being the record date for the determination of entitlement of the Shareholders to the Final Dividend
“Register”	the register of members of the Company
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the aggregate nominal value of the issued share capital of the Company as at the date of granting the repurchase mandate
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of US\$0.005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

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## EXPECTED TIMETABLE

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2024:

Dispatch of this circular and notice of the AGM	Wednesday, 17 April
Last share registration date in order to qualify for attending and voting at the AGM	4:30 p.m., Thursday, 2 May
Closure of Register for determination of the entitlement to attend and vote at the AGM (both days inclusive)	from Friday, 3 May to Thursday, 9 May
Latest time for lodging forms of proxy for the AGM (in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof)	10:00 a.m., Tuesday, 7 May
Date and time of the AGM	10:00 a.m., Thursday, 9 May
Date of the Poll Results Announcement of the AGM	Thursday, 9 May
Last day of dealings in the Shares on a cum-entitlement basis	Friday, 10 May
First day of dealings in the Shares on an ex-entitlement basis	Monday, 13 May
Latest time for lodging transfer of Shares for registration in order to qualify for the Final Dividend	4:30 p.m., Tuesday, 14 May
Closure of Register	Thursday, 16 May
Record Date for determination of entitlement to the Final Dividend	Thursday, 16 May
Register re-opens	Friday, 17 May
Final Dividend expected to be dispatched	about Thursday, 23 May

*Notes:*

- 1. All dates and time set out in this circular refer to Hong Kong dates and time.*
- 2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate and in accordance with the Listing Rules.*

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**LETTER FROM THE BOARD**

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**CHINA MEDICAL SYSTEM HOLDINGS LIMITED**  
**康哲藥業控股有限公司\***  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 867)**

**Executive Directors:**

Mr. Lam Kong (Chairman)  
Mr. Chen Hongbing  
Ms. Chen Yanling

**Registered Office:**

Maples Corporate Services Limited  
PO Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

**Independent Non-executive Directors:**

Mr. Leung Chong Shun  
Ms. Luo Laura Ying  
Mr. Fung Ching Simon

**Headquarters and Principal Place of Business in Hong Kong:**

Unit 2106, 21/F  
Island Place Tower  
510 King's Road, North Point  
Hong Kong

17 April 2024

***To the Shareholders***

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,  
DECLARATION OF FINAL DIVIDEND,  
GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES,  
PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM  
AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE  
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

\* For identification purpose only

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with (i) the AGM notice; (ii) all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM; and (iii) information relating to the Final Dividend.

At the AGM, resolutions will be proposed to seek approval of the Shareholders for, among other matters, (i) the reelection of the retiring Directors; (ii) the declaration of the Final Dividend; (iii) the grant of the General Mandate to the Directors; (iv) the grant of the Repurchase Mandate to the Directors; (v) the extension of the General Mandate to include Shares that may be repurchased pursuant to the Repurchase Mandate; and (vi) the Proposed Amendments to the Existing Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association.

### RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 16.18 of the Existing Memorandum and Articles of Association, 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 (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Directors required to stand for re-election pursuant to Article 16.2 of the Existing Memorandum and Articles of Association shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall be eligible for re-election. Accordingly, Mr. Lam Kong, Mr. Chen Hongbing and Mr. Fung Ching Simon will retire from their offices at the AGM and, being eligible, offer themselves for re-election at the AGM.

At the AGM, separate ordinary resolutions will be proposed for each of the re-elections of Mr. Lam Kong, Mr. Chen Hongbing and Mr. Fung Ching Simon. Details of these retiring Directors are set out in Appendix I to this circular.

### PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 27 March 2024 relating to the annual results of the Group for the year ended 31 December 2023, the Board recommends the payment of the Final Dividend of RMB 0.0783 (equivalent to HK\$0.086) per Share for the year ended 31 December 2023 to the Shareholders whose names appear on the Register on the Record Date. The Final Dividend is subject to the Shareholders' approval at the AGM and a resolution will be put to the Shareholders for voting at the AGM.

The last day for dealing in Shares cum entitlements to the Final Dividend will be Friday, 10 May 2024. The Register will be closed on Thursday, 16 May 2024, on which date the registration of transfer of Shares will be suspended.

To qualify for the Final Dividend, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than Tuesday, 14 May 2024 at 4:30 p.m.

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## LETTER FROM THE BOARD

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Shareholders whose names appear on the Register on the Record Date, i.e. Thursday, 16 May 2024 will be entitled to the Final Dividend. Payment of such Final Dividend in Hong Kong dollars is expected to be made to the Shareholders on about Thursday, 23 May 2024 after the Shareholders' approval at the AGM dated on Thursday, 9 May 2024.

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

The Register will be closed from Friday, 3 May 2024 to Thursday, 9 May 2024 (both days inclusive), during which the registration of transfer of Shares will be suspended. In order to qualify for attending and voting at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 2 May 2024.

The Register will be closed on Thursday, 16 May 2024, on which date no transfer of Shares will be effected. The last day for dealing in the Shares on a cum-entitlement basis will be Friday, 10 May 2024. Shareholders are reminded that in order to qualify for the Final Dividend, all transfers of Shares must be duly completed, accompanied by the relevant share certificates and lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 14 May 2024.

### **GENERAL MANDATE AND REPURCHASE MANDATE**

The existing general mandates to issue and to repurchase Shares will expire at the conclusion of the AGM. It is proposed to seek Shareholders' approval at the AGM to grant the General Mandate and the Repurchase Mandate to the Directors.

### **GENERAL MANDATE**

At the AGM, an ordinary resolution will be proposed that the Directors be unconditionally granted the General Mandate to allot, issue and otherwise deal with unissued Shares up to a limit equal to 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 2,451,988,512 Shares. The Company repurchased a total of 6,120,000 Shares on 2 April 2024, 3 April 2024, 8 April 2024 and 9 April 2024, representing approximately 0.0409% of the Company's existing total number of issued shares as at the date of this announcement. Such shares have not been cancelled as at the date of this announcement. The 6,120,000 Shares repurchased will be cancelled in accordance with relevant laws, regulations and policies and shall not be counted towards the total number of shares of the Company entitling the holders to attend and vote for or against the resolutions at the AGM. Subject to the passing of the proposed ordinary resolution for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of AGM, the total number of Shares of the Company entitling the holders to attend and vote for or against the resolutions at the AGM was 2,445,868,512, and the Company would be allowed under the General Mandate to issue up to 489,173,702 Shares, representing a limit equal to 20% of the aggregate nominal amount of the issued share capital of the Company entitling the holders to attend and vote for or against the resolutions at the AGM at the date of passing such resolution. In addition, an ordinary resolution will also be proposed to authorize the increase in the total number of new Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares actually repurchased by the Company under the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be unconditionally given the Repurchase Mandate to repurchase Shares on the Stock Exchange of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

The General Mandate and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

### PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board will propose at the AGM a special resolution approving the Proposed Amendments and the adoption of the New Memorandum and Articles of Association consolidating the Proposed Amendments to (i) bring the Existing Memorandum and Articles of Association up to date and better apply the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect on 31 December 2023; and (ii) to incorporate certain housekeeping changes. The Board also proposes to adopt the New Memorandum and Articles of Association (which contain all the Proposed Amendments as set out in Appendix III to this circular) in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association. The Proposed Amendments and adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM. Full particulars of the Proposed Amendments (marked-up against the Existing Memorandum and Articles of Association) are set out in Appendix III to this circular.

Shareholders are advised that the Proposed Amendments are written in English only and there is no official Chinese translation in respect thereof. The Chinese translation of the New Memorandum and Articles of Association is provided for reference only. In case of any discrepancy or inconsistency, the English version shall prevail.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Admiralty & The Peak, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Thursday, 9 May 2024 at 10:00 a.m. is set out on pages 19 to 23 of this circular. A form of proxy for use in connection with the AGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you are able to attend the AGM in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Consistent with the requirement of Rule 13.39(4) of the Listing Rules, Article 13.7 of the Existing Memorandum and Articles of Association provides that at any general meeting a resolution put to the vote of the meeting shall be decided on a poll. Accordingly, all the resolutions proposed at the AGM will be voted by way of a poll. An announcement will be made by the Company after the AGM on the poll results of the AGM.

### RESPONSIBILITY STATEMENT

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

### RECOMMENDATION

The Directors believe that the proposed (i) re-election of the retiring Directors, (ii) declaration of the Final Dividend, (iii) grant of the General Mandate to the Directors, (iv) grant of the Repurchase Mandate to the Directors, (v) extension of the General Mandate to include Shares that may be repurchased pursuant to the Repurchase Mandate, and (vi) the Proposed Amendments to the Existing Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully  
By Order of the Board  
China Medical System Holdings Limited  
**Lam Kong**  
*Chairman*

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## APPENDIX I – DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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Details of the Directors who will retire from offices at the AGM and, being eligible, will offer themselves for re-election at the AGM, are set out below:

### **1. Mr. Lam Kong**

Mr. Lam Kong, aged 59, is the Chairman, Chief Executive and President of the Group and was appointed as an executive Director on 18 December 2006. Mr. Lam is responsible for the creation, implementation and management of the Group's development and growth strategy. Mr. Lam has clinical experience and deep understanding and knowledge of China's pharmaceutical industry, possessing unique insight and extensive experience in R&D, marketing, promotion, sales and other value-added services. He received his bachelor's degree in clinical medicine from Zhanjiang Medical College in 1986, which was renamed Guangdong Medical University. Mr. Lam is a member of the nomination committee of the Company and the sole director of Treasure Sea Limited, the controlling Shareholder of the Company. Save as disclosed above, Mr. Lam had not been a director in any public company (other than the Company) the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Lam is currently entitled to a fixed annual Director's emoluments of HK\$360,000 and other fixed annual remuneration of RMB4,536,000. He is also entitled to certain discretionary allowances determined by the internal policy of the Group. Mr. Lam's emoluments were determined by the Board with reference to his qualifications, duties and responsibilities with the Group and the then prevailing market conditions.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Lam held 1,137,564,000 Shares, representing approximately 46.39% of the entire issued share capital of the Company, through Treasure Sea Limited, a company incorporated in the British Virgin Islands and wholly owned by Mr. Lam.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam did not have any interest nor was he deemed to be interested in any Shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO, and Mr. Lam had no relationship with any other Director, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other matter concerning Mr. Lam that needs to be brought to the attention of the Shareholders nor is there other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

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## APPENDIX I – DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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### 2. Mr. Chen Hongbing

Mr. Chen Hongbing, aged 57, is the Chief Operating Officer and Vice-president of the Group and was appointed as an executive Director on 18 December 2006. He joined the Group in 1995 and has remained with the Group since then. Mr. Chen is responsible for the business operation of the Group, including marketing, promotion, supply chain management, product manufacturing management and human resources management, etc. Mr. Chen possesses extensive experience in business operations of pharmaceutical companies and corporate management. Mr. Chen had acquired about 4 years' experience as a public hospital doctor with Nanjing Gulou Hospital from 1990 to 1994. He received his bachelor's degree in clinical medicine from Nanjing Medical College in 1990, which was renamed Nanjing Medical University. Save as disclosed above, Mr. Chen had not been a director in any public company (other than the Company) the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Chen is currently entitled to a fixed annual Director's emoluments of HK\$360,000 and other fixed annual remuneration of RMB4,320,000. He is also entitled to certain discretionary allowances determined by the internal policy of the Group. Mr. Chen's emoluments were determined by the Board with reference to his qualifications, duties and responsibilities with the Group and the then prevailing market conditions.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Chen (i) held 20,038,225 Shares in his own name, representing approximately 0.82% of the entire issued share capital of the Company; and (ii) held 50,225,000 Shares, representing approximately 2.05% of the entire issued share capital of the Company, through Viewell Limited, a company incorporated in the British Virgin Islands and wholly owned by Mr. Chen.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen did not have any interest nor was he deemed to be interested in any Shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO, and Mr. Chen had no relationship with any other Director, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other matter concerning Mr. Chen that needs to be brought to the attention of the Shareholders nor is there other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

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## APPENDIX I – DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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### 3. Mr. Fung Ching Simon

Mr. Fung Ching Simon, aged 55, was appointed as an independent non-executive Director on 6 October 2021. Mr. Fung has 10 years of experience in auditing, accounting and business advisory and has over 19 years of experience in managing finance and accounting functions, mergers and acquisitions, fund raising and investor relations for companies listed in Hong Kong. Mr. Fung is currently serving as the chief financial officer of Chow Tai Fook Enterprises Limited. Mr. Fung worked in PricewaterhouseCoopers between 1994 and 2004, and he served as the chief financial officer and secretary to the board of directors of Baoye Group Company Limited (a company listed on the Stock Exchange with stock code: 02355) between 2004 and 2010. Mr. Fung served as the chief financial officer and company secretary of Greentown China Holdings Limited (a company listed on the Stock Exchange with stock code: 03900) between 2010 and 2019. Mr. Fung worked for Logan Group Company Limited (a company listed on the Stock Exchange with stock code: 03380) from January 2020 till March 2021 as chief financial officer. Mr. Fung worked for China Logistics Property Holdings Co., Limited (a company listed on the Stock Exchange with stock code: 01589) from June 2016 till February 2022 as an independent non-executive director. Mr. Fung is also an independent non-executive director of Hainan Meilan International Airport Company Limited (a company listed on the Stock Exchange with stock code: 00357) and an independent non-executive director of Baoye Group Company Limited (a company listed on the Stock Exchange with stock code: 02355).

Mr. Fung graduated from the Queensland University of Technology in Australia with a bachelor's degree, majoring in accountancy. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the CPA Australia. Mr. Fung is the chairman of the audit committee, a member of the remuneration committee, a member of the nomination committee and a member of the social, environmental and governance committee of the Company. Save as disclosed above, Mr. Fung had not been a director in any public company (other than the Company) the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Fung is currently entitled to a fixed annual director's emoluments of HK\$360,000 as determined by the Board with reference to his qualifications, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Fung did not have any interest nor was he deemed to be interested in any Shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO, and Mr. Fung had no relationship with any other Director, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other matter concerning Mr. Fung that needs to be brought to the attention of the Shareholders nor is there other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

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## **APPENDIX II – EXPLANATORY STATEMENT OF REPURCHASE MANDATE**

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This Appendix II serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate to be proposed at the AGM.

### **1. Share capital**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,451,988,512 Shares.

The Company repurchased a total of 6,120,000 Shares on 2 April 2024, 3 April 2024, 8 April 2024 and 9 April 2024, representing approximately 0.0409% of the Company's existing total number of issued shares as at the date of this announcement. Such shares have not been cancelled as at the date of this announcement. The 6,120,000 Shares repurchased will be cancelled in accordance with relevant laws, regulations and policies and shall not counted towards the total number of shares of the Company entitling the holders to attend and vote for or against the resolutions at the AGM. Subject to the passing of the proposed ordinary resolution at the AGM for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of AGM, the total number of Shares of the Company entitling the holders to attend and vote for or against the resolutions at the AGM was 2,445,868,512, and the Company would be authorized under the Repurchase Mandate to repurchase a maximum of 244,586,851 Shares, during the period in which the Repurchase Mandate remains in force, representing approximately 10% of the issued share capital of the Company as at the date of passing such resolution.

### **2. Reasons for the repurchases**

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

### **3. Funding of repurchases**

Repurchases of Shares made pursuant to the Repurchase Mandate would be funded entirely from the Company's available cash flow or working capital facilities, which will be made out of funds legally available for such purpose in accordance with the applicable laws and regulations of the Cayman Islands, the Listing Rules and the memorandum and articles of association of the Company.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and/or gearing position of the Company. Compared with that as at 31 December 2023, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances to an extent that would have a material adverse impact on the working capital or gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

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## APPENDIX II – EXPLANATORY STATEMENT OF REPURCHASE MANDATE

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### 4. Undertaking and disclosure of interests

The Directors have confirmed that, so far as the same may be applicable, they will only exercise the powers of the Company to make repurchases of Shares under the Repurchase Mandate in accordance with the applicable laws and regulations of the Cayman Islands and the Listing Rules. Neither this explanatory statement nor the proposed repurchase of Shares has any unusual features.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable inquiries, any of their close associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

### 5. Effect of Takeovers Code

If a Shareholder's proportionate interest in the voting rights of the Company increases, as a result of the Directors exercising the powers of the Company to repurchase Shares under the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of such Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Treasure Sea Limited, a company wholly owned by Mr. Lam Kong (the chairman of the Board, an executive Director and a controlling Shareholder of the Company) (as defined under the Listing Rules) held 1,137,564,000 Shares, representing approximately 46.39% of the entire issued share capital of the Company. On the assumption that the Company will not issue and allot further Shares from the Latest Practicable Date up to the date of the AGM and that the Repurchase Mandate were exercised in full, Treasure Sea Limited's aggregate shareholding in the Company would be increased to approximately 51.68% of the issued share capital of the Company. On the basis of the current shareholding of Treasure Sea Limited, an exercise of the repurchase mandate in full will result in Treasure Sea Limited becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

In addition, the Directors have no intention to exercise the Repurchase Mandate to such an extent resulting in a public shareholding of less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Shares in public hands.

## APPENDIX II – EXPLANATORY STATEMENT OF REPURCHASE MANDATE

### 6. Share prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange of each of the previous twelve months preceding the Latest Practicable Date (from 1 April 2023 up to the Latest Practicable Date) were as follows:

Year	Month	Per Share		
		Highest price	Lowest price	
		HK\$	HK\$	
2023	April	13.920	11.660	
	May	13.420	10.880	
	June	13.160	10.920	
	July	13.240	11.720	
	August	13.420	10.720	
	September	11.920	11.020	
	October	12.860	11.100	
	November	15.860	12.300	
	December	15.320	13.120	
	2024	January	13.980	11.040
		February	13.160	11.000
		March	13.000	8.220
April (up to the Latest Practicable Date)		8.350	7.200	

### 7. Share repurchase made by the Company

Up to the Latest Practicable Date, the Company and its subsidiaries had repurchased a total of 6,120,000 Shares on the Stock Exchange in the six months preceding the Latest Practicable Date, details of which are as follows:

Date of Repurchase	Number of Shares Repurchased	Price per Share (HK\$)		Aggregate Consideration Paid (HK\$)
		Highest price	Lowest price	
02 April 2024	2,100,000	7.67	7.26	15,642,180
03 April 2024	1,470,000	7.59	7.41	11,018,370
08 April 2024	1,550,000	7.63	7.53	11,755,420
09 April 2024	1,000,000	7.70	7.59	7,636,600

Save as disclosed above, up to the Latest Practicable Date, the Company and its subsidiaries had not repurchased any Shares on the Stock Exchange or otherwise in the six months preceding the Latest Practicable Date.

**APPENDIX III – PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

The following are the Proposed Amendments, with the deletions shown in strikethrough and the additions or revisions shown in underline. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the New Memorandum and Articles of Association. If the serial numbering of the Existing Memorandum and Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these Proposed Amendments, the serial numbering of the New Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

Capitalized terms in the Proposed Amendments contained in this Appendix include terms defined in the New Memorandum and Articles of Association which shall have the corresponding meanings ascribed to them in the New Memorandum and Articles of Association.

Details of the Proposed Amendments are set out as follows:

<b>Memorandum Paragraph No.</b>	<b>Provisions in the New Memorandum and Articles of Association (showing changes to the Existing Memorandum and Articles of Association)</b>	
Heading	THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES  <del>THIRDFOURTH</del> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION  OF  China Medical System Holdings Limited	
<b>Articles No.</b>	<b>Provisions in the New Memorandum and Articles of Association (showing changes to the Existing Memorandum and Articles of Association)</b>	
Heading	THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES  <del>THIRDFOURTH</del> AMENDED AND RESTATED ARTICLES OF ASSOCIATION  OF  China Medical System Holdings Limited	
2.2	<u>“Corporate Communication”</u>	<u>shall have the meaning given to it in the Listing Rules.</u>
28.6		To the extent permitted by and subject to due compliance with these Articles, the Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, <del>and to obtaining all necessary consents, if any, required thereunder,</del> the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Act, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director’s report and the Auditor’s report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company’s annual accounts, together with the Directors’ report and the Auditor’s report thereon.

**APPENDIX III – PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

28.7		<p>The requirement to send to a person referred to in Article 28.5 the documents referred to in Article 28.4 or a summary financial report in accordance with Article 28.6 shall be deemed satisfied where, in accordance with all applicable laws, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 28.4 and, if applicable, a summary financial report complying with Article 28.6, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>
30.1	Service of notices	<p>Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in appropriate newspapers in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p> <p><u>Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication, may be served by the Company and any notices may be served by the Board on any member in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</u></p> <p>(a) <u>personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p>(b) <u>by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) <u>by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company;</u></p> <p>(d) <u>by placing it on the Company's Website and the Exchange's website; or</u></p> <p>(e) <u>(in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</u></p> <p><u>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</u></p>

**APPENDIX III – PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

30.4	Members out of Hong Kong	<p><del>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</del></p>
30.5 30.4	When notice deemed to be served	<p><del>Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.</del></p> <p><u>Any notice or document, including any Corporate Communication:</u></p> <p>(a) <u>delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p>(b) <u>sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</u></p> <p>(c) <u>given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p> <p>(d) <u>served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at the time the notice or document first appears on the Company's Website and the Exchange's website, or at such later time as may be prescribed by the Listing Rules; and</u></p> <p>(e) <u>served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</u></p>

**APPENDIX III – PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

30.6		Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.
30.7		Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).
30.8		Any notice sent by electronic communication shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Exchange is deemed given by the Company to a member on the day following that on which a notice of availability is deemed served on the member.
<del>30.9</del> 30.5	Service of notice to persons entitled on death, mental disorder or bankruptcy of a member	A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
<del>30.10</del> 30.6	Transferee bound by prior notices	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.
<del>30.11</del> 30.7	Notice valid though member deceased	Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
<del>30.12</del> 30.8	How notice to be signed	The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.
<del>30.13</del> 30.9		A notice may be given to a member either in the English language or the Chinese language, subject to due compliance with all applicable laws, rules and regulations.

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## NOTICE OF ANNUAL GENERAL MEETING

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**CHINA MEDICAL SYSTEM HOLDINGS LIMITED**  
**康哲藥業控股有限公司** \*  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 867)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**AGM**”) of China Medical System Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Admiralty & The Peak, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Thursday, 9 May 2024 at 10:00 a.m. to transact the following business:

#### ORDINARY RESOLUTIONS

1. To review, consider and adopt the audited consolidated financial statements of the Group, the reports of the board (the “**Board**”) of the directors (the “**Director(s)**”) of the Company and the auditors of the Company for the year ended 31 December 2023;
2. To approve the recommended Final Dividend of RMB0.0783 (equivalent to HK\$0.086) per Share for the year ended 31 December 2023;
3.
  - (a) To re-elect Mr. Lam Kong as executive Director;
  - (b) To re-elect Mr. Chen Hongbing as executive Director;
  - (c) To re-elect Mr. Fung Ching Simon as independent non-executive Director; and
  - (d) To authorise the Board to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the Board to fix their remuneration;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**THAT**

- (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this Resolution) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options, warrants and other securities to subscribe for or convertible into Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options, warrants and other securities to subscribe for or convertible into Shares which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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, which means an offer of Shares or an offer of warrants, options or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of Shares (or, where appropriate, such other securities) as at that date (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 recognized regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company);
  - (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or options to subscribe for, or rights to acquire, Shares;
  - (iii) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company; or
  - (iv) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any other securities which are convertible into Shares, shall not exceed the aggregate of:
    - (1) 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (2) provided that Resolutions No. 6 and No. 7 below are passed, the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this Resolution), and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (d) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given to the Directors under this Resolution by an ordinary resolution of the Shareholders in a general meeting of the Company.
6. To consider and, if thought fit, pass 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 in paragraph (c) of this Resolution) of all powers of the Company to repurchase Shares on the Stock Exchange or any other exchange on which the Shares may be listed and recognized for this purpose by the Stock Exchange and the Securities and Futures Commission of Hong Kong under the Code on Share Buy-backs, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, "Relevant Period" means the period from the passing of this Resolution until the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given to the Directors under this Resolution by an ordinary resolution of the Shareholders in a general meeting of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**THAT**

subject to Resolutions No. 5 and No. 6 above being duly passed, the unconditional General Mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to Resolution No. 5 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted, issued and otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to such General Mandate an amount representing the aggregate nominal amount of the Shares repurchased by the Company since the granting of the said General Mandate pursuant to the exercise by the Directors of the powers of the Company to repurchase such Shares under the authority granted pursuant to Resolution No. 6 above provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution.

### SPECIAL RESOLUTION

8. To consider and, if thought fit, pass the following resolution as a special resolution:

THAT

- (a) the proposed amendments (the “**Proposed Amendments**”) to the third amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”), the details of which are set out in Appendix III to the circular of the Company dated 17 April 2024, be and are hereby approved;
- (b) the fourth amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments (the “**New Memorandum and Articles of Association**”) (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification) be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association; and
- (c) any Director, secretary and/or registered office provider of the Company be and is hereby authorized to do all such acts as may be necessary or expedient in connection to the Company’s adoption of the New Memorandum and Articles of Association and to make relevant registrations and filings in accordance with the requirements of the applicable laws in the Cayman Islands and Hong Kong.

By order of the Board  
China Medical System Holdings Limited  
**Lam Kong**  
Chairman

Hong Kong, 17 April 2024

*As at the date of this notice, the Board members comprise (i) Mr. Lam Kong, Mr. Chen Hongbing and Ms. Chen Yanling as executive Directors; and (ii) Mr. Leung Chong Shun, Ms. Luo Laura Ying and Mr. Fung Ching Simon as independent non-executive Directors.*

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. The register of members of the Company will be closed from Friday, 3 May 2024 to Thursday, 9 May 2024 (both days inclusive), during which the registration of transfer of Shares will be suspended. In order to qualify for attending and voting at the AGM, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 2 May 2024.
2. The register of members of the Company will be closed on Thursday, 16 May 2024, on which date the registration of transfer of Shares will be suspended. To qualify for the Final Dividend, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 14 May 2024.
3. A Shareholder entitled to attend and vote at the AGM (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a Shareholder but must be present in person at the AGM (or at any adjournment thereof) to represent the shareholder. 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.
4. A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not a Shareholder is able to attend the AGM, he/she is requested to complete the form of proxy in accordance with the instructions printed thereon and return the same together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof should he so wish.
6. If Typhoon Signal No. 8 or above, "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at [www.cms.net.cn](http://www.cms.net.cn) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the date, time and place of the rescheduled meeting.