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

If you have sold or transferred all your shares in **Mediwelcome Healthcare Management & Technology Inc.**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Mediwelcome Healthcare Management & Technology Inc.

麥迪衛康健康醫療管理科技股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2159)

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

The notice convening the Annual General Meeting to be held at Conference Room 1, 12th Floor, Parkview Place, 2 East 4th Ring Road, Chaoyang District, Beijing, PRC on Wednesday, 26 June 2024 at 10:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>) and the Company (<http://www.mediwelcome.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, 24 June 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

26 April 2024

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room 1, 12th Floor, Parkview Place, 2 East 4th Ring Road, Chaoyang District, Beijing, PRC on Wednesday, 26 June 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles” or “Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Buyback Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Companies Act” or “Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Mediwelcome Healthcare Management & Technology Inc. (麥迪衛康健康醫療管理科技股份有限公司) (stock code: 2159), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) of not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“Latest Practicable Date”	17 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	19 January 2021, being the date on which the Shares first become listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Mediwelcome Beijing”	Mediwelcome Beijing Healthcare Technology Co., Ltd.* (北京麥迪衛康醫療科技有限公司), one of the PRC Operating Entities
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“PRC Operating Entities”	companies which have been making contributions to the Group’s operational and financial results and whose financial results have been consolidated and accounted as the subsidiaries of the Company through share interests or by virtue of the contractual arrangements as described in the section headed “Contractual Arrangements” in the Prospectus
“Prospectus”	the prospectus of the Company dated 31 December 2020
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of the Company of HK\$0.00001 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



Mediwelcome Healthcare Management & Technology Inc.
麥迪衛康健康醫療管理科技股份有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2159)

Executive Directors:

Mr. Shi Wei (*Chairman*)
Mr. Yang Weimin
Mr. Wang Liang
Mr. Wang Wei

Non-executive Director:

Mr. Liu Xia

Independent Non-executive Directors:

Mr. Song Ruilin
Mr. David Zheng Wang
Mr. Yang Xiaoxi

Registered Office:

Floor 4, Willow House
Cricket Square
Grand Cayman KY1-9010
Cayman Islands

Headquarter:

10/F–12/F, Parkview Place
2 East 4th Ring Road
Chaoyang District
Beijing
PRC

*Principal Place of Business
in Hong Kong:*

35/F, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

26 April 2024

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Wednesday, 26 June 2024 for (i) the granting of the Issuance Mandate, (ii) the granting of the Buyback Mandate, and (iii) the re-election of Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 28 June 2023, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares and/or resell treasury shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) of not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting. Assuming no further Shares are issued or bought back prior to the Annual General Meeting and the Company does not have any treasury shares, and based on the issued share capital of the Company of 200,000,000 Shares as at the Latest Practicable Date, the Directors would be allowed to allot and issue new Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) involving a maximum of 40,000,000 Shares under the Issuance Mandate. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Buyback Mandate contained in item 6 of the notice of Annual General Meeting will also be proposed at the Annual General Meeting.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 28 June 2023, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buyback Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 20,000,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting and the Company does not have any treasury shares and based on the issued share capital of the Company of 200,000,000 Shares as at the Latest Practicable Date).

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

4. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 16.18 of the Articles of Association, Mr. Shi Wei, an executive Director, Mr. David Zheng Wang, an independent non-executive Director, and Mr. Yang Xiaoxi, an independent non-executive Director, shall retire from office by rotation at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors who offer themselves for re-election with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy (including diversity aspects as to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) and Director Nomination Policy and the Company's corporate strategy.

The Nomination Committee is of the view that each of the retiring Directors has provided valuable contributions and objective and balanced views to the Board in relation to the Company's affairs and, having considered the depth and breadth of professional experiences, skills and knowledge of each of them, is satisfied that each of them will continue to bring valuable experience in corporate governance to the Board and contribute to the diversity of the Board.

In respect of the nomination of Mr. David Zheng Wang and Mr. Yang Xiaoxi to stand for re-election at the Annual General Meeting, the Nomination Committee has taken into account their respective contributions to the Board, their commitment to their roles, as well as the perspectives, skills and experience that they can bring to the Board. In particular, Mr. David Zheng Wang has extensive experience in the fields of pharmaceuticals and healthcare, whereas Mr. Yang Xiaoxi has extensive experiences in accounting and financial management.

The Nomination Committee had also assessed and reviewed the written confirmation of independence of each of Mr. David Zheng Wang and Mr. Yang Xiaoxi based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that both of them remain independent.

Accordingly, the Nomination Committee has nominated, and the Board has recommended, Mr. David Zheng Wang and Mr. Yang Xiaoxi to stand for re-election at the Annual General Meeting.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

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

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>) and the Company (<http://www.mediwelcome.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions

LETTER FROM THE BOARD

printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, 24 June 2024) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the proposed granting of the Issuance Mandate and the Buyback Mandate, and the proposed re-election of Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. RESPONSIBILITY STATEMENT

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

Yours faithfully,
For and on behalf of the Board
Mediwelcome Healthcare Management & Technology Inc.
Shi Wei
Chairman and Executive Director

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate. The Directors confirmed that neither this explanatory statement nor the proposed share repurchase has any unusual features.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 200,000,000 Shares and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting and the Company does not have any treasury shares, and based on the issued share capital of the Company of 200,000,000 Shares as at the Latest Practicable Date, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, a total of 20,000,000 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Buyback Mandate is in the best interests of the Company and the Shareholders. When exercising the Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases, resolve to cancel the Shares repurchased following settlement of any such repurchases or hold them as treasury shares.

Shares repurchased for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands. Share repurchases will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the repurchase of its own shares by a company is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so repurchased may (i) be treated by the Company as cancelled; or (ii) be held by the Company as treasury shares, and in each case the aggregate amount of authorised share capital would not be reduced.

5. MARKET PRICES OF SHARES

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

Month	Highest HK\$	Lowest HK\$
2023		
April	1.30	0.88
May	1.15	0.85
June	1.11	0.86
July	1.13	0.99
August	1.05	0.66
September	0.78	0.63
October	0.70	0.65
November	0.88	0.475
December	0.530	0.380
2024		
January	0.610	0.435
February	0.520	0.405
March	0.530	0.360
April (<i>up to the Latest Practicable Date</i>)	0.500	0.400

6. GENERAL

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

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

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Buyback Mandate in accordance with the Listing Rules, Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Buyback 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.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Shi Wei, Mr. Yang Weimin, Ms. Zhang Yitao, Mr. Wang Liang, Ji Ze Investment Management Company Limited, Shun Jia Investment Management Company Limited, He Hui Wan Yi Investment Management Company Limited and Tai Zhi Feng Investment Management Company Limited (collectively, the "**Controlling Shareholders**"), controlling shareholders (as defined in the Listing Rules) of the Company, were beneficially interested in an aggregate of 108,519,000 Shares, representing approximately 54.26% of the issued share capital of the Company. In the event that the Directors exercise the proposed Buyback Mandate in full and assuming that (i) there is no other change in the issued share capital of the Company between the Latest Practicable Date and the date of Share repurchase; (ii) the total number of issued Shares held by the Controlling Shareholders remains unchanged; and (iii) the Company does not have any treasury shares, the aggregate shareholding of the Controlling Shareholders would be increased to approximately 60.29% of the issued share capital of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation on the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

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

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

(1) MR. SHI WEI

Mr. Shi Wei, aged 48, was appointed as a Director on 21 February 2019 and re-designated as an executive Director on 18 September 2019. Mr. Shi is also the chairman of the Board and responsible for the overall management, strategic planning and decision-making of the Group.

Mr. Shi is one of the founders of the Group. Mr. Shi served as the general manager of Mediwelcome Beijing Healthcare Technology Co., Ltd.* (北京麥迪衛康醫療科技有限公司) (“**Mediwelcome Beijing**”), one of the Group’s PRC operating entities whose financial results have been consolidated and accounted as the subsidiaries of the Company through share interests or by virtue of contractual arrangements (the “**PRC Operating Entities**”), where he was responsible for the company’s business and strategy development from May 2001 to April 2016. Mr. Shi has been serving as a director and the chairman of the board of Mediwelcome Beijing since the company’s establishment, where he is responsible for board management, company strategy development and business planning. Mr. Shi currently also serves as a director of Beijing Medi Healthcare Management Consulting Co., Ltd.* (北京麥迪健康管理諮詢有限公司) (“**WFOE**”), an indirectly wholly-owned subsidiary of the Company, the sole executive director and the general manager of Beijing Chuangyan Medical Research Center Co., Ltd.* (北京創研醫學研究中心有限公司) (“**Beijing Chuangyan**”), one of the PRC Operating Entities wholly-owned by WFOE, and sole executive director and the general manager of Beijing Weiliandong Internet Technology Co., Ltd.* (北京微聯動網絡科技有限公司) (“**Weiliandong**”), one of the PRC Operating Entities wholly-owned by Mediwelcome Beijing, where he is responsible for overall operations and management of the companies and business planning.

Mr. Shi received his vocational college degree in electronic industry management from Beijing Information Science & Technology University (北京信息科技大學) in the PRC in July 1995.

As at the Latest Practicable Date, Mr. Shi had the following interests in the Company within the meaning of Part XV of the SFO:

Long position in the Shares

Name of Director	Nature of Interest	Number of Shares ⁽¹⁾	Total Number of Shares ⁽¹⁾	Approximate Percentage of Shareholding ⁽¹⁾
Mr. Shi Wei	Beneficial owner	2,600,000 (L)	108,519,000 (L) ⁽³⁾	54.26%
	Interest in a controlled corporation	40,651,000 (L)		
	Interest held jointly with another person	65,268,000 (L) ⁽²⁾		

Notes:

- (1) The Letter “L” denotes the person’s long position in the Shares. The percentage of shareholding was calculated based on Company’s total issued shares of 200,000,000 Shares as at the Latest Practicable Date.
- (2) The Company’s ultimate controlling shareholders, Mr. Shi Wei, Mr. Yang Weimin, Ms. Zhang Yitao and Mr. Wang Liang, are parties acting in concert and on 13 October 2019, they entered into written agreement to, among others, confirm their acting-in-concert arrangement. Please refer to the section headed “History and Reorganization — Parties Acting in Concert” in the Prospectus for further details. By virtue of the SFO, each controlling shareholder is deemed to be interested in the Shares beneficially owned by other controlling shareholders.
- (3) Mr. Shi Wei was deemed to be interested in 108,519,000 Shares, among which 40,651,000 Shares were held by Ji Ze Investment Management Company Limited, 2,600,000 Shares were held in his own capacity and 65,268,000 Shares were held jointly with another person as stated in Note (2).

Mr. Shi has entered into a service contract with the Company for a term of three years commencing from the Listing Date. His appointment is subject to termination at any time by either party giving to the other not less than three months’ notice in writing, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Shi is entitled to an annual remuneration of RMB650,000 (excluding any discretionary bonus) which was determined with reference to the Company’s operating results, individual performance and comparable market statistics.

(2) MR. DAVID ZHENG WANG

Mr. David Zheng Wang, aged 61, was appointed as an independent non-executive Director on 21 December 2020. He is responsible for supervising the Board and providing independent judgment to the Board. He is also a member of each of the Remuneration and Nomination Committee of the Company.

Since 1995, Mr. Wang has been serving as the director of OSF Healthcare System in Illinois of the United States. From January 2005 to September 2019, Mr. Wang served as the vice chair of the Department of Neurology of the University of Illinois College of Medicine at Peoria (“UICOMP”). From 2011 to 2017, Mr. Wang successively served as the president at Chinese American Neurological Association and as the chairman or co-founder of several American medical associations. Mr. Wang currently serves as a clinical professor of the Department of Neurology of UICOMP and also serves as an associate editor of Chinese Journal of Stroke.

Mr. Wang received his doctoral degree in orthopedic from Michigan State University in the United States in June 1989. Mr. Wang is a Fellow of the American Academy of Neurology.

Mr. Wang has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date. His appointment is subject to termination at any time by either party giving to the other not less than three months’ notice in writing or payment in lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Wang is entitled to an annual remuneration of HK\$250,000 (excluding any discretionary bonus) which was determined with reference to the Company’s operating results, individual performance and comparable market statistics.

(3) MR. YANG XIAOXI

Mr. Yang Xiaoxi, aged 48, was appointed as an independent non-executive Director on 21 December 2020. He is responsible for supervising the Board and providing independent judgment to the Board. He is also the chairman of the Audit Committee of the Company.

From September 1997 to May 2005, Mr. Yang served as an auditor at Zhonghua Accounting Firm and then at Hill Taylor LLC, an accounting office in the United States, where he was responsible for the audit of listed companies and the annual audit of enterprises. He subsequently served as a co-ordinator of the compliance department and then as the consultant of Acergy S.A., a company listed on the NASDAQ (stock code: ACGY), where he was mainly responsible for internal audit and compliance until March 2007. In April 2007, Mr. Yang joined Perfect World Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 002624) and NASDAQ (stock code: PWRD), and he successively served as the financial director and vice president, where he is responsible for finance, procurement, administration and other related work since then.

Mr. Yang received his bachelor's degree in accounting from Renmin University of China in the PRC in July 1997 and his master's degree in financial accounting in University of Illinois in the United States in July 2003. Mr. Yang is a PRC Certified Public Accountant and Certified Public Accountant in the United States.

Mr. Yang has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date. His appointment is subject to termination at any time by either party giving to the other not less than three months' notice in writing or payment in lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Yang is entitled to an annual remuneration of HK\$250,000 (excluding any discretionary bonus) which was determined with reference to the Company's operating results, individual performance and comparable market statistics.

NOTICE OF ANNUAL GENERAL MEETING



Mediwelcome Healthcare Management & Technology Inc.
麥迪衛康健康醫療管理科技股份有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2159)

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of Mediwelcome Healthcare Management & Technology Inc. (the “**Company**”) will be held at Conference Room 1, 12th Floor, Parkview Place, 2 East 4th Ring Road, Chaoyang District, Beijing, PRC on Wednesday, 26 June 2024 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2023.
2. (A) To re-elect the following directors of the Company:
 - (i) Mr. Shi Wei as an executive director of the Company;
 - (ii) Mr. David Zheng Wang as an independent non-executive director of the Company; and
 - (iii) Mr. Yang Xiaoxi as an independent non-executive director of the Company.
- (B) To authorize the board of directors of the Company to fix the respective directors’ remuneration.
3. To re-appoint Moore CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and/or to resell treasury shares of the Company (if permitted under the Listing Rules), and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted together with the treasury shares of the Company resold (if permitted under the Listing Rules) by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

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

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

“THAT:

- (a) subject to compliance with the prevailing requirements of the Listing Rules and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued together with the treasury shares of the Company resold (if permitted under the Listing Rules by the directors of the Company) pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board
Mediwelcome Healthcare Management & Technology Inc.
Shi Wei
Chairman and Executive Director

Hong Kong, 26 April 2024

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll (except where the chairman decides to allow a resolution to be voted by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy, or if a shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share of the Company held by him/her/it.
3. In order to be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, 24 June 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 20 June 2024 to Wednesday, 26 June 2024, both dates inclusive, during which period no transfer of share(s) of the Company will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holder(s) of share(s) of the Company shall ensure that all transfer document(s) accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 19 June 2024.
5. References to time and dates in the Notice are to Hong Kong time and dates.

As at the date of this Notice, the executive directors of the Company are Mr. Shi Wei, Mr. Yang Weimin, Mr. Wang Liang and Mr. Wang Wei; the non-executive director of the Company is Mr. Liu Xia; and the independent non-executive directors of the Company are Mr. Song Ruilin, Mr. David Zheng Wang and Mr. Yang Xiaoxi.