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If you are in any doubt as to any aspect of this circular, 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 **Medlive Technology Co., Ltd.**, 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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Medlive Technology Co., Ltd.

醫脈通科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2192)

**PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE AND TO ISSUE SHARES**

PROPOSED RE-ELECTION OF DIRECTORS

DECLARATION OF FINAL DIVIDEND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at E1, Red Manor International Bonded Innovation Park, No. 1 Baijialou Chaoyang North Road, Chaoyang District, Beijing, PRC on 24 May 2024 at 12:00 noon is set out on pages AGM-1 to AGM-4 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting 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 or any adjourned meeting should you so wish.

26 April 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at E1, Red Manor International Bonded Innovation Park, No. 1 Baijialou Chaoyang North Road, Chaoyang District, Beijing, PRC on 24 May 2024 at 12:00 noon
“AGM Notice”	the notice for convening the AGM as set out on pages AGM-1 to AGM-4 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Medlive Technology Co., Ltd., an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors 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 PRC
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice

DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares, details of which are set out in Ordinary Resolution no. 5 of the AGM Notice
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of US\$0.00001 each in the share capital of the Company
“Share Buyback Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies listed on the Main Board of the Stock Exchange of their own securities
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares, details of which are set out in Ordinary Resolution no. 6 of the AGM Notice
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



Medlive Technology Co., Ltd.

醫脈通科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2192)

Executive Directors:

Ms. Tian Liping (*Chairwoman and Chief Executive Officer*)
Mr. Tian Lixin
Mr. Tian Lijun
Ms. Zhou Xin

Non-executive Directors:

Mr. Eiji Tsuchiya
Mr. Kazutaka Kanairo

Independent Non-executive Directors:

Mr. Richard Yeh
Dr. Ma Jun
Ms. Wang Shan

Registered Office:

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

*Principal Place of Business
in Hong Kong:*

31/F., Tower Two, Times Square
1 Matheson Street
Hong Kong

26 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE AND TO ISSUE SHARES**

PROPOSED RE-ELECTION OF DIRECTORS

DECLARATION OF FINAL DIVIDEND

NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

At the forthcoming AGM, Ordinary Resolutions will be proposed to seek Shareholders' approval for, among other things, (i) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors; (ii) the re-election of the Directors; and (iii) the declaration of a final dividend.

The purpose of this circular is to provide you with information regarding the proposed grant of the Repurchase Mandate and the Share Issue Mandate, the proposed re-election of the Directors and the proposed declaration of a final dividend.

REPURCHASE MANDATE AND SHARE ISSUE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders for the granting to the Directors of the Repurchase Mandate and the Share Issue Mandate.

Repurchase Mandate

At the AGM, an Ordinary Resolution will be proposed that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and which is recognized by the SFC and the Stock Exchange for such purpose, of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of approval of the Repurchase Mandate. Details of the Repurchase Mandate are set out in Ordinary Resolution no. 5 of the AGM Notice.

As at the Latest Practicable Date, the Company had an aggregate of 726,962,500 Shares in issue. Subject to the passing of the Ordinary Resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 72,696,250 Shares.

An explanatory statement as required under the Share Buyback Rules, giving certain information regarding the Repurchase Mandate, is set out in Appendix I to this circular.

LETTER FROM THE BOARD

Share Issue Mandate

At the AGM, an Ordinary Resolution will also be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of approval of the Share Issue Mandate.

An Ordinary Resolution will also be proposed to authorize the extension of the Share Issue Mandate by an addition thereto of an amount representing the aggregate nominal amount of the issued share capital of the Company repurchased by the Company under the Repurchase Mandate (if granted).

Subject to the passing of the Ordinary Resolution for the approval of the Share Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with a maximum of 145,392,500 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions nos. 6 and 7 of the AGM Notice, respectively.

The Repurchase Mandate and the Share Issue Mandate shall continue to be in force during the period from the date of passing of the Ordinary Resolutions for the approval of the Repurchase Mandate and the Share Issue 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 or any applicable law to be held; or (iii) the revocation or variation of the Repurchase Mandate or the Share Issue Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

RE-ELECTION OF DIRECTORS

In accordance with article 16.19 of the Articles, Ms. Tian Liping, Ms. Zhou Xin and Dr. Ma Jun (the “**Re-electing Directors**”) shall retire by rotation at the AGM and they being eligible, offer themselves for re-election at the AGM.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, and the skills, experience, professional knowledge, time commitments and contribution of the Directors with reference to the nomination principles and criteria set out in the Company’s board diversity policy and director’s nomination policy, as well as the Company’s corporate strategies.

LETTER FROM THE BOARD

Dr. Ma Jun, being an independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. Dr. Ma has extensive experience in the medical field (particularly in the fields of oncology and hematology). He has also served as the chairman or deputy chairman of various medical or doctor associations in China. As such, Dr. Ma has demonstrated the ability to provide an independent, balanced and objective view to the Company's matters. The Nomination Committee and the Board thus considered that Dr. Ma is independent in accordance with the independence guidelines set out in the Listing Rules.

In light of the background and work experience of the Re-electing Directors, the Nomination Committee and the Board believed that they will continue to bring valuable experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Nomination Committee and the Board therefore recommended the re-election of all the Re-electing Directors, including the independent non-executive Director, who are due to retire at the AGM.

The biographies of Ms. Tian Liping, Ms. Zhou Xin and Dr. Ma Jun are set out below:

Ms. Tian Liping (田立平) (“**Ms. Tian**”), aged 57, is the Chairwoman, the Chief Executive Officer and an executive Director of the Company. Ms. Tian is primarily responsible for formulating and implementing the overall development strategies and business plans of the Group and overseeing the overall development and operations of the Group. Ms. Tian founded the Group in June 1996 and has been a Director of the Company since April 2013. She has been the executive director and chief executive officer of Kingyee (Beijing) Co., Ltd. (金葉天成(北京)科技有限公司) since August 2013 and is currently a director of each of the principal operating subsidiaries of the Company. Ms. Tian has over 21 years of experience in the medical information technology industry. Prior to founding the Group, from 1988 to 2003, Ms. Tian successively worked at Institute of Software, Chinese Academy of Sciences (中國科學院軟件研究所) and as a system engineer at Technocraft Co., Ltd. Tokyo Japan (株式會社テクノクラフト) (“**Technocraft Japan**”). While working at Technocraft Japan, Ms. Tian founded the Group with Mr. Tian Lixin.

Ms. Tian received her bachelor's degree with a major in computer software from Beijing Institute of Technology (北京理工大學) in the PRC in July 1988 and obtained her EMBA degree from China Europe International Business School (中歐國際工商學院) in the PRC in November 2017.

Ms. Tian is the elder sister of Mr. Tian Lixin (田立新) and Mr. Tian Lijun (田立軍), both being executive Directors of the Company.

LETTER FROM THE BOARD

Ms. Tian has entered into a service contract with the Company for a term of three years commencing from 18 June 2021, unless terminated in certain circumstances in accordance with the terms of the service contract, and she is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles.

Ms. Tian's current annual salary is RMB872,000 (which is subject to review by the Board and the Remuneration Committee) and she is also entitled to a discretionary bonus as may be determined by the Board and the Remuneration Committee based on the performance of her duties and the Company's earnings. The remuneration of Ms. Tian has been determined with reference to her duties, responsibilities and experience, and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Tian held 5,425,500 Shares and share options to subscribe for 5,069,000 Shares. In addition, Ms. Tian also has 48% interest in Tiantian Co., Limited, a controlling shareholder of the Company which holds 267,540,000 Shares, and Ms. Tian's husband, Mr. Zhang Xiaofeng, held 50,000 Shares and share options to subscribe for 50,000 Shares. Therefore, Ms. Tian is interested in 278,134,000 Shares within the meaning of Part XV of the SFO. Save as aforesaid, Ms. Tian does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Zhou Xin (周欣) (“**Ms. Zhou**”), aged 43, is an executive Director of the Company and a vice president of the Group. Ms. Zhou is primarily responsible for overseeing and managing the digital marketing operations of the Group and responsible for multichannel business development of healthcare marketing and innovation and implementation of solutions. She has been a Director of the Company since July 2018. She joined the Group as a secondee from M3, Inc. in January 2016 and has served as vice president of Kingyee (Beijing) Co., Ltd. (金葉天成(北京)科技有限公司) since joining. Ms. Zhou has over 18 years of experience in marketing strategy and business management and over 10 years of experience in the medical information technology industry. Prior to joining the Group, Ms. Zhou successively worked at Deloitte Tohmatsu Consulting LLC as a senior consultant, Ernst & Young Advisory & Consulting Co., Ltd. and Xrossface Inc. as the manager of the strategy and operation consulting department from April 2006 to September 2013. Ms. Zhou joined M3, Inc. in December 2013, where she served as the head of China business unit at corporate and business development group of M3, Inc.

Ms. Zhou received her bachelor's degree in engineering from Kyoto University in Japan in March 2004 and obtained her master's degree with a major in essential informatics from University of Tokyo in Japan in March 2006.

LETTER FROM THE BOARD

Ms. Zhou has entered into a service contract with the Company for a term of three years commencing from 18 June 2021, unless terminated in certain circumstances in accordance with the terms of the service contract, and she is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles.

Ms. Zhou's current annual salary is RMB372,000 (which is subject to review by the Board and the Remuneration Committee) and she is also entitled to a discretionary bonus as may be determined by the Board and the Remuneration Committee based on the performance of her duties and the Company's earnings. The remuneration of Ms. Zhou has been determined with reference to her duties, responsibilities and experience, and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Zhou did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Dr. Ma Jun (馬軍) (“**Dr. Ma**”), aged 69, is an independent non-executive Director of the Company and is responsible for providing independent advice to the Board.

Dr. Ma has been working at Harbin No.1 Hospital (哈爾濱市第一醫院) since July 1971 and has served as the director of institute of hematology and oncology of Harbin No.1 Hospital since July 1988.

Dr. Ma has been the chairman of the board of supervisors of the China Society of Clinical Oncology (中國臨床腫瘤學會) (“**CSCO**”) and the chairman of anti-leukemia association of CSCO since September 2019 and May 2018, respectively. Dr. Ma was the chairman of the expert committee of the anti-lymphoma alliance of CSCO from September 2013 to September 2015. From September 2013 to September 2016, Dr. Ma served as the deputy director of the hematology branch of the Chinese Medical Association (中華醫學會). From June 2011 to June 2014, Dr. Ma was the deputy chairman of hematology branch of the Chinese Medical Doctor Association (中國醫師協會) (“**CMDA**”). From December 2010 to December 2013, Dr. Ma was the deputy chairman of oncology branch of CMDA. Dr. Ma obtained the researcher qualification from Heilongjiang Human Resources Bureau (黑龍江省人事廳) (currently known as Heilongjiang Human Resources and Social Security Bureau (黑龍江省人力資源和社會保障廳)) in November 1991.

Dr. Ma has entered into a letter of appointment with the Company for a term of three years commencing from 15 July 2021 (i.e. the listing date of the Company) unless terminated in certain circumstances in accordance with the terms of the letter of appointment, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles.

LETTER FROM THE BOARD

Dr. Ma is entitled to a director's fee of RMB120,000 per annum (which shall be increased to RMB150,000 per annum commencing from 15 July 2024), which is determined with reference to his duties, responsibilities and experience, and prevailing market conditions.

As at the Latest Practicable Date, Dr. Ma did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, none of the Re-electing Directors has any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor has any of them held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date or other major appointments and professional qualifications.

Save as disclosed above, none of the Re-electing Directors has a service contract or a letter of appointment with the Company or any its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed above, there are no other matters concerning the Re-electing Directors that need to be brought to the attention of the Shareholders nor is there any other information relating to the Re-electing Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

DECLARATION OF FINAL DIVIDEND

The Board has resolved to recommend a final dividend of RMB0.1248 (equivalent to HK\$0.1375, based on the rate of HK\$1.10142 to RMB1.00, being the official exchange rate of HK dollars against Renminbi as quoted by the People's Bank of China on 22 March 2024) per Share. Subject to the passing of the relevant resolution at the AGM, the final dividend will be paid in HK dollars at HK\$0.1375 per Share. The final dividend will be paid on or around 24 June 2024 to Shareholders whose names appear on the register of members of the Company on 3 June 2024.

AGM

A notice convening the AGM to be held at E1, Red Manor International Bonded Innovation Park, No. 1 Baijialou Chaoyang North Road, Chaoyang District, Beijing, PRC on 24 May 2024 at 12:00 noon is set out on pages AGM-1 to AGM-4 of this circular. At the AGM, Ordinary Resolutions will be proposed to approve, among other things, the proposed grant of the Repurchase Mandate and the Share Issue Mandate, the proposed re-election of the Re-electing Directors and the proposed declaration of a final dividend.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from 21 May 2024 to 24 May 2024 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to be entitled to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 20 May 2024.

To ascertain shareholders' entitlement to the proposed final dividend upon the passing of the relevant resolution, the register of members of the Company will be closed from 30 May 2024 to 3 June 2024 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 29 May 2024.

ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://ir.medlive.cn>). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 adjourned meeting.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider the proposed grant of the Repurchase Mandate and the Share Issue Mandate, the proposed re-election of the Re-electing Directors and the proposed declaration of a final dividend are all in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant Ordinary Resolutions to be proposed at the AGM.

FURTHER INFORMATION

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

Yours faithfully
For and on behalf of the Board
Medlive Technology Co., Ltd.
Tian Liping
Chairwoman and Chief Executive Officer

LISTING RULES

The Listing Rules permit listed companies to repurchase their own shares on the Stock Exchange or any other stock exchange on which their shares may be listed and which is recognized by the SFC and the Stock Exchange for such purpose, subject to certain restrictions. This appendix serves as an explanatory statement, as required by the Share Buyback Rules to be sent to Shareholders in connection with the proposed grant of the Repurchase Mandate, to provide the requisite information to Shareholders for their consideration of the Repurchase Mandate.

EXERCISE OF THE REPURCHASE MANDATE

Whilst the Directors do not presently intend to repurchase any Shares immediately, they believe that the flexibility afforded by the Repurchase Mandate granted to them if the Ordinary Resolution set out as Ordinary Resolution no. 5 of the AGM Notice is passed would be beneficial to the Company and its Shareholders as a whole. It is proposed that up to 10% of the issued and outstanding Shares on the date of the passing of the resolution to approve the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, 726,962,500 Shares were issued and outstanding. On the basis of such figures, the Directors would be authorized to repurchase up to 72,696,250 Shares during the period up to the date of the next annual general meeting in 2025, or the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held, or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders at a general meeting of the Company, whichever of these three events occurs first.

REASONS FOR REPURCHASES

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

FUNDING OF REPURCHASES

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will be made out of funds of the Company legally permitted to be utilized in this connection in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2023) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of their close associates (as defined in the Listing Rules), have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company or its subsidiaries.

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

DIRECTORS' UNDERTAKING

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

Neither this explanatory statement nor the repurchase of Shares pursuant to the Repurchase Mandate has any unusual features.

SHARE REPURCHASE MADE BY THE COMPANY

In the six months immediately preceding the Latest Practicable Date, the Company has repurchased a total of 100,000 Shares on the Stock Exchange, details of which are as follows:

Date of repurchase(s)	Number of Shares repurchased	Price per Share		Aggregate Consideration paid
		Highest price paid	Lowest price paid	
		HK\$	HK\$	HK\$
19 October 2023	100,000	7.48	7.41	744,945

All Shares repurchased by the Company during the six months preceding the Latest Practicable Date have been cancelled.

Save as disclosed above, the Company did not repurchase any Shares on the Stock Exchange in the six months preceding the Latest Practicable Date.

TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of its or their shareholding, 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. The Directors are aware of the consequences arising under the Takeovers Code of any repurchase.

As at the Latest Practicable Date, M3, Inc., a controlling Shareholder, was recorded in the register required to be kept by the Company under sections 336 and 352 of the SFO as having an interest in 267,540,000 Shares, representing approximately 36.80% of the issued and outstanding share capital of the Company as at that date. As at the Latest Practicable Date, Tiantian Co., Limited, another controlling Shareholder, together with its shareholders and their respective parties acting in concert, hold in aggregate 275,219,500 Shares, representing approximately 37.86% of the issued and outstanding share capital of the Company as at that date. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held directly or indirectly by M3, Inc. or Tiantian Co., Limited, (together with its shareholders and their respective parties acting in concert), the interest of each of M3, Inc. and Tiantian Co., Limited (together with its shareholders and their respective parties acting in concert) in the Company will be increased to approximately 40.89% and 42.07%, respectively of the issued share capital of the Company immediately after the exercise in full of the Repurchase Mandate and each of them will become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

MARKET PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months immediately before the Latest Practicable Date were:

	Traded Market Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	11.300	8.370
May	8.800	6.790
June	7.930	6.810
July	7.510	6.260
August	7.280	5.590
September	8.280	6.870
October	8.550	7.200
November	9.840	7.770
December	9.900	7.020
2024		
January	8.840	5.970
February	7.960	5.850
March	7.990	7.080
April (up to and including the Latest Practicable Date)	8.580	7.200

EXTENSION OF SHARE ISSUE MANDATE

A resolution as set out in Ordinary Resolution no. 7 of the AGM Notice will also be proposed at the AGM authorizing the Directors to increase the maximum number of new Shares which may be issued under the general mandate for the issuance and allotment of Shares by adding to it the nominal amount of any Shares repurchased pursuant to the Repurchase Mandate.

NOTICE OF AGM



Medlive Technology Co., Ltd.

醫脈通科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2192)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Medlive Technology Co., Ltd. (the “**Company**”) will be held on 24 May 2024 at 12:00 noon at E1, Red Manor International Bonded Innovation Park, No. 1 Baijialou Chaoyang North Road, Chaoyang District, Beijing, PRC to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditors of the Company and its subsidiaries for the year ended 31 December 2023.
2. To declare a final dividend for the year ended 31 December 2023.
3. To re-elect directors and to authorize the Board to fix the remuneration of directors.
4. To re-appoint Ernst & Young as the auditors of the Company and authorize the Directors to fix their remuneration.
5. **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase shares of US\$0.00001 each in the capital of the Company (the “**Shares**”) be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange on which securities of the Company may be listed and which is recognized for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited pursuant to the approval in paragraph (a) above shall not

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exceed or represent more than 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

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

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

6. “**THAT** a general mandate be and is hereby unconditionally given to the Directors to exercise full powers of the Company to allot, issue and deal with additional shares in the Company (including the making and granting of offers, agreements and options which might require shares to be allotted, whether during the continuance of such mandate or thereafter) provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares; (ii) an issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into shares of the Company; (iii) the exercise of options granted under any share option scheme adopted by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company, the aggregate nominal amount of the shares allotted shall not exceed the aggregate of:

- (a) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, plus
- (b) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of the 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 share capital of the Company in issue as at the date of the passing of ordinary resolution no. 7).

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Such mandate shall expire at the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
 - (iii) the date of any revocation or variation of the mandate given under this resolution by ordinary resolution of the shareholders of the Company at a general meeting.”
7. “**THAT** subject to ordinary resolutions nos. 5 and 6 being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to ordinary resolution no. 6 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5, provided that such extended amount 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.”

By Order of the Board
Medlive Technology Co., Ltd.
Tian Liping
Chairwoman and Chief Executive Officer

Hong Kong, 26 April 2024

Registered office:

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

*Principal place of business
in Hong Kong:*

31/F., Tower Two, Times Square
1 Matheson Street
Hong Kong

Notes:

1. Any shareholder entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.

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2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person if he is subsequently able to be present.
3. A form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
4. In the case of joint holders of any shares, any one of such joint holders may vote at the above meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the above meeting, either personally or by proxy, the joint holder whose name stands first in the Register of Shareholders, will alone be entitled to vote in respect of such shares.
5. On a poll, every shareholder present at the meeting shall be entitled to one vote for every fully paid-up share of which he is the holder. The result of such poll shall be deemed to be the resolution of the meeting at which the poll was so required or demanded.
6. To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from 21 May 2024 to 24 May 2024 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to be entitled to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 20 May 2024.

To ascertain shareholders' entitlement to the proposed final dividend upon passing resolution no. 2 above, the register of members of the Company will be closed from 30 May 2024 to 3 June 2024 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 29 May 2024.

7. Concerning resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. The explanatory statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I to the circular of the Company dated 26 April 2024.