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Meihao Medical Group Co., Ltd 美 皓 醫 療 集 團 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1947)

PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND

THE ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Meihao Medical Group Co., Ltd (the "Company") pursuant to Rule 13.51(1) of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The board (the "Board") of directors ("Directors") of the Company proposes to (i) make certain amendments (the "Proposed Amendments") to the existing amended and restated memorandum and articles of association (the "Memorandum and Articles of Association") of the Company, for the purpose of, among others, bringing the Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules effective from 31 December 2023, which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders; and (ii) adopt the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments (the "Second Amended and Restated Memorandum and Articles of Association"). Please refer to the Appendix to this announcement for details of the Proposed Amendments.

The Proposed Amendments as well as the adoption of the Second Amended and Restated Memorandum and Articles of Association are subject to approval by the shareholders of the Company by way of special resolution at the annual general meeting to be held at 10:00 a.m. dated 18 June 2024 or any adjourned meeting. A circular of the Company containing, among others, detailed information of the Proposed Amendments as well as the adoption of the Second Amended and Restated Memorandum and Articles of Association will be dispatched to the shareholders of the Company in due course.

By order of the Board

Meihao Medical Group Co., Ltd

Wang Xiaomin

Chairman and executive Director

Hong Kong, 14 May 2024

As at the date of this announcement, the executive Directors are Mr. Wang Xiaomin and Ms. Zheng Man, and the independent non-executive Directors are Mr. Ng Ming Chee, Ms. Tam Hon Shan Celia and Dr. Zhou Jian.

APPENDIX

The details of the Proposed Amendments to the Articles of Association are as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):

Existing Provision of Articles of Association		Amended Provision of Articles of Association	
No.	Articles of Association	No.	Articles of Association
Article 92 (b)	Where a Clearing House (or its nominee(s)) is a Shareholder, it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders (including but not limited to any general meeting and creditors meeting) provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to speak and vote, and where a show of hands is allowed, the right to vote individually on a show of hands.	Article 92 (b)	Where a Clearing House (or its nominee(s)) is a Shareholder, it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives or proxy or proxies at any meeting of the Company or at any meeting of any class of Shareholders (including but not limited to any general meeting and creditors meeting) provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative or proxy is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House(or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to speak and vote, and where a show of hands is allowed, the right to vote individually on a show of hands.

Existing Provision of		Amended Provision of	
Articles of	Association	Articles of Association	
No.	Articles of Association	No.	Articles of Association
Article	The Board shall have power	Article	The Board shall have power
112	from time to time and at any	112	from time to time and at any
	time to appoint any person as a		time to appoint any person as a
	Director either to fill a casual		Director either to fill a casual
	vacancy or as an additional		vacancy or as an additional
	Director but so that the number		Director but so that the number
	of Directors so appointed		of Directors so appointed
	shall not exceed the maximum		shall not exceed the maximum
	number determined from time		number determined from time
	to time by the Shareholders in		to time by the Shareholders in
	general meeting. Any Director		general meeting. Any Director
	appointed by the Board to fill a		appointed by the Board to fill a
	casual vacancy shall hold office		casual vacancy shall hold office
	only until the next first annual		only until the next-first annual
	general meeting of the Company		general meeting of the Company
	after his appointment and be		after his appointment and be
	subject to re-election at such		subject to re-election at such
	meeting. Any Director appointed		meeting. Any Director appointed
	by the Board as an addition to		by the Board as an addition to
	the existing Board shall hold		the existing Board shall hold
	office only until the next first		office only until the next-first
	annual general meeting of the		annual general meeting of the
	Company after his appointment		Company after his appointment
	and shall then be eligible for		and shall then be eligible for
	re-election. Any Director		re-election. Any Director
	appointed under this Article		appointed under this Article
	shall not be taken into account		shall not be taken into account
	in determining the Directors or		in determining the Directors or
	the number of Directors who are		the number of Directors who are
	to retire by rotation at an annual		to retire by rotation at an annual
	general meeting.		general meeting.

Existing Provision of Articles of Association		Amended Provision of Articles of Association	
No.	Articles of Association	No.	Articles of Association
Article	Subject to paragraph (c) below,	Article	Subject to paragraph (c) below,
175 (b)	every balance sheet of the	175 (b)	every balance sheet of the
	Company shall be signed on		Company shall be signed on
	behalf of the Board by two of		behalf of the Board by two of
	the Directors and a copy of		the Directors and a copy of
	every balance sheet (including		every balance sheet (including
	every document required by		every document required by
	law to be comprised therein or		law to be comprised therein or
	annexed thereto) and profit and		annexed thereto) and profit and
	loss account which is to be laid		loss account which is to be laid
	before the Company at its annual		before the Company at its annual
	general meeting, together with		general meeting, together with
	a copy of the Directors' report		a copy of the Directors' report
	and a copy of the Auditors'		and a copy of the Auditors'
	report thereon, shall, not less		report thereon, shall, not less
	than 21 days before the date		than 21 days before the date
	of the meeting be delivered		of the meeting be delivered or
	or sent by post together with		sent by post by any manner as
	the notice of annual general		permitted by these Articles and
	meeting to every Shareholder		not prohibited by the Companies
	and every Debenture Holder of		Act (including by electronic
	the Company and every other		means by transmitting such
	person entitled to receive notices		aforementioned documents to
	of general meetings of the		any electronic number or address
	Company under the provisions		or website supplied by such
	of these Articles, provided that		person to the Company or by
	this Article shall not require		publishing the aforementioned
	a copy of those documents to		documents on the Company's
	be sent to any person of whose		website and the website of the
	address the Company is not aware or to more than one of the		HK Stock Exchange) together
			with the notice of annual general
	joint holders of any Shares or		meeting to every Shareholder
	Debentures, but any Shareholder or Debenture Holder to whom		and every Debenture Holder
	a copy of those documents has		of the Company and every other person entitled to receive
	not been sent shall be entitled to		notices of general meetings
	receive a copy free of charge on		of the Company under the
	application at the Head Office		provisions of these Articles,
	or the Registration Office.		provided that this Article
	If all or any of the Shares or		shall not require a copy of
	in any of the shares of		shall not require a copy of

Existing Provision of	Amended Provision of		
Articles of Association	Articles o	Articles of Association	
No. Articles of Association	No.	Articles of Association	
Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in or any stock exchange or market there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under it regulations or practice.		those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its	

Existing Provision of Articles of Association		Amended Provision of	
Articles of	Association	Articles of Association	
No.	Articles of Association	No.	Articles of Association
Article	Subject to the Listing Rules, the	Article	Subject to the Listing Rules, the
175 (c)	Company may send summarised	175 (c)	Company may send summarised
	financial statements derived		financial statements derived
	from the Company's annual		from the Company's annual
	accounts and the Directors'		accounts and the Directors'
	report to Shareholders who has,		report to Shareholders who has,
	in accordance with the Listing		in accordance with the Listing
	Rules, consented and elected to		Rules, consented and elected to
	receive summarised financial		receive summarised financial
	statements instead of the full		statements instead of the full
	financial statements, provided		financial statements, provided
	that any such Shareholder may		that any such Shareholder may
	by notice in writing served		by notice in writing served
	on the Company demand that		on the Company demand that
	the Company sends him/her,		the Company sends him/her,
	in addition to the summarised		in addition to the summarised
	financial statements, a complete		financial statements, a complete
	printed copy of the Company's		printed copy of the Company's
	annual financial statement and		annual financial statement and
	the Directors' report thereon.		the Directors' report thereon.
	The summarised financial		The summarised financial
	statements must be accompanied		statements must be accompanied
	by any other documents as may		by any other documents as may
	be required under the Listing		be required under the Listing
	Rules and must be sent to the		Rules and must be sent to the
	Shareholders not less than 21		Shareholders not less than 21
	days before the general meeting		days before the general meeting.
	to those Shareholders that		to those Shareholders that
	have consented and elected to		have consented and elected to
	receive the summarised financial		receive the summarised financial
	statements.		statements.

Existing Provision of Articles of Association		Amended Provision of Articles of Association	
No.	Articles of Association	No.	Articles of Association
Article 176 (a)	At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Shareholders shall by ordinary resolution appoint an Auditor to audit the accounts of the Company and such Auditor shall hold office until the next annual general meeting. Such Auditor may be a Shareholder but no Director, officer or employee of the Company shall, during his continuance in office, be eligible to act as an Auditor. The Board may fill any casual vacancy in the office of, but while any such vacancy continues the surviving or continuing Auditor (if any) may act. The appointment, removal and remuneration of the Auditor must be approved by a majority of the Company's Shareholders in a general meeting or by other body that is independent of the Board, except that in any particular year the Company in general meeting (or such body independent of the Board as aforementioned) may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.	Article 176 (a)	At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Shareholders shall by ordinary resolution appoint an Auditor to audit the accounts of the Company and such Auditor shall hold office until the next annual general meeting. Such Auditor may be a Shareholder but no Director, officer or employee of the Company shall, during his continuance in office, be eligible to act as an Auditor. The Board may fill any casual vacancy in the office of, but while any such vacancy continues the surviving or continuing Auditor (if any) may act. The appointment, removal and remuneration of the Auditor must be approved by a majority of the Company's Shareholders in a general meeting or by other body that is independent of the Board, except that in any particular year the Company in general meeting (or such body independent of the Board as aforementioned) may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

Existing Provision of Articles of Association		Amended Provision of Articles of Association	
No.	Articles of Association	No.	Articles of Association
No. Article 180 (b)	Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised	No. Article 180 (b)	Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served or delivered

Existing Provision of Articles of Association		Amended Provision of Articles of Association	
No.	Articles of Association	No.	Articles of Association
	or by publishing it on a website and notifying the Shareholder concerned that it has been so published.		Shareholder by electronic means to such address contact details or website as may from time to time be authorised supplied by the Shareholder concerned or by publishing it on a the website and notifying the Shareholder concerned that it has been so published. of the Company and of the HK Stock Exchange.
Article 181 (a)	Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.	Article 181 (a)	Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.

Existing Provision of Articles of Association		Amended Provision of Articles of Association	
No.	Articles of Association	No.	Articles of Association
Article	Any Shareholder who fails	Article	Any Shareholder who fails
181 (b)	(and, where a Share is held	181 (b)	(and, where a Share is held
	by joint holders, where the		by joint holders, where the
	first joint holder named on		first joint holder named on
	the register fails) to supply		the register fails) to supply
	his registered address or a		his registered address or a
	correct registered address to		correct registered address to
	the Company for service of		the Company for service of
	notices and documents on him		notices and documents on him
	shall not (and where a Share is		shall not (and where a Share is
	held by joint holders, none of		held by joint holders, none of
	the other joint holders whether		the other joint holders whether
	or not they have supplied a		or not they have supplied a
	registered address shall) be		registered address shall) be
	entitled to service of any notice		entitled to service of any notice
	or documents by the Company		or documents by the Company
	and any notice or document		and any notice or document
	which is otherwise required to		which is otherwise required to
	be served on him may, if the		be served on him may, if the
	Board in its absolute discretion		Board in its absolute discretion
	so elects (and subject to them		so elects (and subject to them
	re-electing otherwise from time		re-electing otherwise from time
	to time), be served, in the case		to time), be served, in the case
	of notices, by displaying a copy		of notices, by displaying a copy
	of such notice conspicuously at		of such notice conspicuously at
	the Registered Office and the		the Registered Office and the
	Head Office or, if the Board		Head Office or, if the Board
	sees fit, by advertisement in		sees fit, by advertisement in
	the Newspapers, and, in the		the Newspapers, and, in the
	case of documents, by posting		case of documents, by posting
	up a notice conspicuously at		up a notice conspicuously at
	the Registered Office and the		the Registered Office and the
	Head Office addressed to such		Head Office addressed to such
	Shareholder which notice shall		Shareholder which notice shall
	state the address within the		state the address within the
	Relevant Territory at which		Relevant Territory at which
	he served in the manner so		he served in the manner so
	described which shall be		described which shall be
	sufficient service as regards		sufficient service as regards
	Shareholders with no registered		Shareholders with no registered
	or incorrect addresses, provided		or incorrect addresses, provided
	that nothing in this paragraph		that nothing in this paragraph

Existing Provision of Articles of Association		Amended Provision of Articles of Association	
No.	Articles of Association	No.	Articles of Association
Article 181 (c)	(b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company. If on three consecutive occasions notices or other documents have been sent through the post to any	Article 181 (c)	(b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company. [Intentionally deleted]. If on three consecutive occasions notices or other documents have
	been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.		Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him. [Intentionally deleted].

Existing Provision of Articles of Association		Amended Provision of Articles of Association	
No.	Articles of Association	No.	Articles of Association
Article 182	Articles of Association Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.	No. Article 182	Articles of Association Any notice or other document; (including any corporate communications within the meaning ascribed thereto under the Listing Rules): (a) if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left: Any notice or document,

Existing Provision of Articles of Association		Amended Provision of Articles of Association		
No.	Articles of Association	No.	Articles of Association	
			(b) if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company-, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;	
			(c) if served by being placed on the Company's website and the website of the HK Stock Exchange, shall be deemed to have been served or delivered on the day it was so placed on such website, or at such time as may be prescribed by the Listing Rules or provided in such notice or document;	
			(d) if served by being published by way of advertisement or on a website, shall be deemed to have been served or delivered on the day it was so published, and	

Existing Provision of Articles of Association			Amended Provision of Articles of Association	
No.	Articles of Association	No.	Articles of Association	
			(e) Any notice or document if served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.	

Existing Provision of Articles of Association		Amended Provision of Articles of Association	
No.	Articles of Association	No.	Articles of Association
Article 183	A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, 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 or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.	Article 183	A notice or document (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or by electronic means to such contact details supplied by such person or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.

Existing Provision of Articles of Association		Amended Provision of Articles of Association	
No.	Articles of Association	No.	Articles of Association
Article 185	Any notice or document delivered or sent by post to, or left at the registered address of any Shareholder in pursuance of these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder 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.	Article 185	Any notice or document (including any corporate communications within the meaning ascribed thereto under the Listing Rules) delivered or sent by post to, or left at the registered address of any Shareholder or by electronic means to such contact details or websites of any Shareholder, or by publishing it on the website of the Company and of the HK Stock Exchange in pursuance of these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder 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.

Note: The Second Amended and Restated Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.