
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred your shares in our company, please hand this circular and the accompanying form of proxy to the transferees or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for provision to the transferees.

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SoftMedx Healthcare Limited

京玖醫療健康有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

**PROPOSED APPROVAL OF DIRECTORSHIP
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at 11 a.m. on Friday, 25 April 2025 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong is set out on page EGM-1 of this circular. This circular, together with the Notice of Extraordinary General Meeting and the proxy form, are published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.648.com.hk.

Whether or not you are able to attend the EGM, you may complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit at the office of the Company's 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 EGM or any adjournment thereof. Completion and return of the form of proxy or delivery of an instrument appointing a proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof and, in such event, the form of proxy or the instrument appointing a proxy shall be deemed being revoked.

Please kindly note that no gift, food or beverage will be provided at the EGM.

3 April 2025

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DEFINITIONS

In this circular, the following expressions shall mean:

“Approval of Directorship”	the approval of the directorship of each of the Directors
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	SoftMedx Healthcare Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 11:00 a.m. on Friday, 25 April 2025
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	1 April 2025, being the latest practicable date for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



SoftMedx Healthcare Limited

京玖醫療健康有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

Executive Director:

Mr. Lin Pinzhuo

Independent Non-executive Directors:

Mr. Ngok Ho Wai

Ms. Tang Cuihuen

Mr. Yiu Chun Wing

Registered office:

8th Floor

China Hong Kong Tower

8-12 Hennessy Road

Wanchai

Hong Kong

3 April 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED APPROVAL OF DIRECTORSHIP AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the EGM.

THE PROPOSED APPROVAL OF DIRECTORSHIP

As disclosed in its quarterly resumption update announcements from time to time, the Company has been taking steps to address the concerns of the Securities and Futures Commission and the Stock Exchange with a view to resuming trading in the Shares on the Stock Exchange in a timely manner. In this regard, the Board proposes to seek approval of the Shareholders on the directorship of all the Directors at the EGM. In pursuing the proposed Approval of Directorship, the Board acknowledges that the composition of the Board is required to comply with the Articles of Association and the Listing Rules. As such, in the event that any Director does not obtain Shareholders' approval on his/her directorship pursuant to the results of the EGM, the Board will endeavour to appoint new Director(s) as soon as practicable and such Director shall resign as a Director following the Board having appointed new Director(s) in his/her stead such that the composition of the Board will be in compliance with the Articles of Association and the Listing Rules.

LETTER FROM THE BOARD

THE EGM

The EGM will be held at 11.00 a.m. on Friday, 25 April 2025 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong for the Shareholders to consider and, if thought fit, pass the ordinary resolutions for approving the proposed Approval of Directorship. The notice convening the EGM is set out on page EGM-1 of this circular. All the proposed resolutions set out in the Notice of Extraordinary General Meeting proposed to be approved at the EGM shall be taken by poll and an announcement on the results of the EGM will be published by the Company after the EGM.

This circular, together with the Notice of Extraordinary General Meeting and the proxy form, are published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.648.com.hk. Shareholders may complete and deposit the proxy form at the office of the Company's 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 for holding of the EGM or any adjournment thereof. Completion and return of the proxy form or delivery of an instrument appointing a proxy will not preclude that Shareholder from attending and voting in person at the EGM and, in such event, the form of proxy or the instrument appointing the proxy shall be deemed being revoked.

Votes cast by (1) any incumbent directors of the Company; (2) any current directors of the Company as at the date of the EGM; (3) Mr. Cho Kwai Chee ("Mr. Cho"); (4) Mr. Hui Ka Wah, Ronnie ("Mr. Hui"); and (5) any persons who are shareholders of the Company and found not to be independent of Mr. Cho and/or Mr. Hui in the internal control review on the Company conducted by an independent consultant will not be counted in the votes at the EGM. In addition, if it is to the reasonable belief of the chairperson of the EGM that there is any vote which is not independent of and/or is related to or under the influence of Mr. Cho and/or Mr. Hui, such vote will not be counted in the votes at the EGM. The Articles of Association provides that the decision of the chairperson of a general meeting of the Company on the qualification of the voters (and thus their votes) shall be final and conclusive. To the best of the knowledge and belief of the Directors having made all reasonable enquiries, none of the Directors is a Shareholder.

RECOMMENDATION

The Board considers that the proposed Approval of Directorship is in the interest of the Company and its shareholders as a whole and recommends the Shareholders to vote in favour of the resolutions at the EGM.

GENERAL

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

For determining the entitlement of the Shareholders to vote at the EGM, the register of members of the Company will be closed from Wednesday, 23 April 2025 to Friday, 25 April 2025 (both dates inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, shareholders must lodge the transfer documents accompanied by the relevant share certificates in respect of any share transfers for registration with the Company's share registrar, Tricor Investor Services Limited, not later than 4:30 p.m. on Tuesday, 22 April 2025.

Yours faithfully
For and on behalf of the Board
SoftMedx Healthcare Limited
Lam Sung Him Gaston
Company Secretary

The particulars of the Directors are as follow:

Mr. Lin Pinzhuo

Mr. Lin, aged 59, has 30 years of experience and sophisticated background in product commercialisation, production, business development and marketing. Prior to joining the Company, he has held management positions in medical and technology companies in China, specialising in equipment supply chain management, logistics management, information system management and planning and equipment integration and customisation. Mr. Lin graduated from Shenzhen University with specialisation in electronics and computer science. Mr. Lin was appointed as an independent non-executive Director in February 2023 and redesignated as an executive Director in August 2024.

Save for his directorship in the Company, Mr. Lin does not hold any other position in the Company and its subsidiaries and did not hold directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date. Mr. Lin (i) does not have any relationship with any director, senior management, substantial or controlling shareholder of the Company; and (ii) does not have or is deemed to have any interested or short position in any share, underlying share or debenture of the Company within the meaning of the SFO. As at the Latest Practicable Date, Mr. Lin does not have a service contract with the Company and his directorship is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Lin is entitled to a director's fee of HK\$120,000 per annum which is based on the market condition, the Company's situation and his duties and responsibilities with the Company. His director's fee for the year ended 31 December 2024 was \$106,000.

Mr. Ngok Ho Wai

Mr. Ngok, aged 56, is a seasoned banker with extensive experience in the banking industry, specialising in corporate and investment banking with a focus on the Greater Bay Area, and has held managerial roles in a number of renowned banks in Hong Kong, where he established credit procedures and loan administration policies for small and medium-sized enterprises. Mr. Ngok also has expertise in internal audit and is currently the vice president of the Association of Chinese Internal Auditors. In addition, Mr. Ngok is the vice president of the Hong Kong Greater China SME Alliance Association, the vice president of China Insurance Association (Hong Kong), an advisory board member of Hong Kong Young Financial Planners' Association, the Convener of the Finance Committee of Sowers Action, the Honorary Treasurer of New Town Healthcare & Education Foundation and a committee member of the Hong Kong New Territories District Adviser Alumni Association. Mr. Ngok is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. He holds a bachelor's degree in social science with honours from The Chinese University of Hong Kong, a master's degree in accounting from Curtin University (formerly known as Curtin University of Technology) and a master's degree in laws with specialisation in international and commercial law from The University of Greenwich. Mr. Ngok was appointed as an independent non-executive Director in August 2024.

Mr. Ngok is also currently an independent non-executive director of Tai Kam Holdings Limited (stock code: 8321) and Times Universal Group Holdings Ltd. (stock code: 2310) and was the independent non-executive director of Basetrophy Group Holdings Limited (stock code: 8460) until September 2024, the issued shares of which are listed on the Stock Exchange. Save as disclosed herein, Mr. Ngok did not hold directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the three years prior to the Latest Practicable Date and does not hold any other position in the Company and its subsidiaries. Mr. Ngok (i) does not have any relationship with other director, senior management, substantial or controlling shareholder of the Company; and (ii) does not have or is deemed to have any interest or short positions in any share, underlying share or debenture (as defined under Part XV of the SFO) of the Company. As at the Latest Practicable Date, Mr. Ngok has not entered into a service contract with the Company and will hold office until the next annual general meeting of the Company and thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Ngok is entitled to a director's fee of \$120,000 per annum, which is based on the market condition, the Company's situation and his duties and responsibilities with the Company. His director's fee for the year ended 31 December 2024 was \$50,000.

Ms. Tang Cuihuen

Ms. Tang, aged 44, has over 20 years of experience in treasury and financial management. She has substantial management experience in healthcare and technology companies. Ms. Tang holds a university diploma in computerised accounting from Guangdong Polytechnic of Science and Technology. Ms. Tang was appointed as an independent non-executive Director in August 2024.

Save for her directorship in the Company, Ms. Tang does not hold any other position in the Company and its subsidiaries and did not hold directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the three years prior to the Latest Practicable Date. Ms. Tang (i) does not have any relationship with other director, senior management, substantial or controlling shareholder of the Company; and (ii) does not have or is deemed to have any interest or short positions in any share, underlying share or debenture (as defined under Part XV of the SFO) of the Company. As at the Latest Practicable Date, Ms. Tang has not entered into a service contract with the Company and will hold office until the next annual general meeting of the Company and thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Tang is entitled to a director's fee of \$96,000 per annum, which is based on the market condition, the Company's situation and her duties and responsibilities with the Company. Her director's fee for the year ended 31 December 2024 was \$40,000.

Mr. Yiu Chun Wing

Mr. Yiu, aged 43, has 20 years of experience in audit, financial management and reporting and corporate governance. He had years of audit experience at accounting firms and is currently the company secretary of China Infrastructure & Logistics Group Ltd. (stock code: 1719) and was the company secretary of Sterling Group Holdings Limited (stock code: 1825) and WellCell Holdings Co., Limited (stock code: 2477) during the past three years. Mr. Yiu holds a bachelor's degree of business administration in accounting from The Hong Kong University of Science and Technology and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yiu has been appointed as an independent non-executive Director since December 2022.

Save for his directorship in the Company, Mr. Yiu does not hold any other position in the Company and its subsidiaries and did not hold directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the three years prior to the Latest Practicable Date. Mr. Yiu (i) does not have any relationship with other director, senior management, substantial or controlling shareholder of the Company; and (ii) does not have or is deemed to have any interest or short positions in any share, underlying share or debenture (as defined under Part XV of the SFO) of the Company. As at the Latest Practicable Date, Mr. Yiu does not have a service contract with the Company and his directorship is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Yiu is entitled to a director's fee of HK\$120,000 per annum, which is based on the market condition, the Company's situation and his duties and responsibilities with the Company. His director's fee for the year ended 31 December 2024 was \$120,000.

Save as disclosed above, as far as the Board is aware, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor is there any other matter relating to the Approval of Directorship that needs to be brought to the attention of the Shareholders.

NOTICE OF EXTRAORDINARY GENERAL MEETING



SoftMedx Healthcare Limited

京玖醫療健康有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of SoftMedx Healthcare Limited (the “Company”) will be held at 11.00 a.m. on Friday, 25 April 2025 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **THAT** Mr. Lin Pinzhuo be and is hereby to remain as an executive director of the Company.
2. **THAT** Mr. Ngok Ho Wai be and is hereby to remain as an independent non-executive director of the Company.
3. **THAT** Ms. Tang Cuihuen be and is hereby to remain as an independent non-executive director of the Company.
4. **THAT** Mr. Yiu Chun Wing be and is hereby to remain as an independent non-executive director of the Company.

For and on behalf of the Board
SoftMedx Healthcare Limited
Lam Sung Him Gaston
Company Secretary

Hong Kong, 3 April 2025

Notes:

- (1) A member being entitled to attend and vote at the above meeting is entitled to appoint a proxy or, if the member is a holder of more than one share, may appoint more than one proxy to attend and vote. A proxy needs not be a member of the Company.
- (2) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if the joint holders was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of them so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority or the completed form of proxy must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for holding the meeting.
- (4) Return of the form of proxy or instrument appointing a proxy will not preclude a member from attending the meeting and voting in person at the meeting if the member so desires. If a member attends the meeting after having deposited the form or the instrument, that form or instrument will be deemed being revoked.
- (5) For determining the entitlement of the Shareholders to attend and vote at EGM, the register of members of the Company will be closed from Wednesday, 23 April 2025 to Friday, 25 April 2025 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the share registrar of the Company, not later than 4:30 p.m. on Tuesday, 22 April 2025.