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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)**

### ISSUE OF SHARES UNDER SPECIFIC MANDATE

#### **PROPOSED ISSUE OF SCHEME SHARES**

In order to complete the Scheme, the Company shall, pursuant to the terms of the Scheme, issue the Scheme Shares to the Creditors following Trading Resumption. The Scheme Shares will be allotted and issued pursuant to the Specific Mandate to be obtained upon approval by the Shareholders at the EGM.

As at the date of this announcement, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the resolution to be proposed at the EGM. A circular containing, among others, further details of (i) the Specific Mandate and the transactions contemplated thereunder, (ii) a notice convening the EGM, and (iii) other information as required under the Listing Rules, will be despatched by the Company to the Shareholders in accordance with the Listing Rules.

#### **ISSUE OF SCHEME SHARES**

The Company, in view of its deteriorating financial situation since trading suspension, had resolved to conduct a debt restructuring by way of the Scheme in 2023. In December 2023, the Scheme was registered with the Companies Registry and had become effective.

In order to complete the Scheme, the Company shall, pursuant to the terms of the Scheme, issue 16,301,841 Scheme Shares to the Creditors at the issued price of HK\$0.01 on or before the day falling on the expiry of six months after Trading Resumption.

As at the date of this announcement, the Company had a total of 2,126,036,828 shares in issue. The Scheme Shares represent:

- (i) 0.77% of the issued shares of the Company prior to the allotment and issue of the Scheme Shares; and
- (ii) 0.76% of its issued shares as enlarged by the allotment and issue of the Scheme Shares.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Creditors and his/she/its ultimate beneficial owners (where applicable) is an independent third party (as defined in the Listing Rules), and none of the Creditors will become a substantial Shareholder upon the issue of the Scheme Shares to these creditors.

The issue price of the Scheme Shares is HK\$0.01 and represents:

- (i) a discount of 96% to the closing price of HK\$0.28 per share as quoted on the Stock Exchange on the date of this announcement; and
- (ii) a discount of 97% to the average closing price of HK\$0.295 per share as quoted on the Stock Exchange for the five trading days immediately prior to the date of this announcement.

The aggregate value of the Scheme Shares is HK\$163,018. The Scheme Shares will rank pari passu in all respects among themselves and with all other shares of the Company in issue at the time of their allotment and issue.

The issued price of HK\$0.01 also represented a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of 1% and a cumulative theoretical dilution effect of 83% (being aggregated with the New Share Issue). Pursuant to Rule 7.27B of the Listing Rules, the Company should not undertake any issue of shares which would result in a cumulative theoretical dilution effect of 25% or more within a 12-month period. However, as disclosed in the circular of the Company dated 30 November 2023, the proposed issue of the Scheme Shares, together with the New Share Issue, constituted a critical rescue proposal to alleviate the Company's then dire financial situation and the Company was at the time of the view that there were exceptional circumstances for the New Share Issue and the issue of the Scheme Shares to proceed for purpose of Rule 7.27B of the Listing Rules.

The Company was initially intending to issue the Scheme Shares under general mandate to be sought at the next general meeting of the Company. However, the general mandate sought at the said general meeting had expired before Trading Resumption. As Trading Resumption has taken place, the board of Directors now proposes to issue the Scheme Shares under Specific Mandate to be sought at the EGM in accordance with the Listing Rules.

To streamline the Company's administrative procedures and facilitate the orderly distribution of the Scheme Shares to the Creditors, the Company has, on 10 March 2026, entered into an agreement with the Trustee, pursuant to which the Scheme Shares will be allotted and issued to the Trustee. The Trustee will hold the Scheme Shares as trustee only and will not be entitled to exercise any voting rights in respect of the Scheme Shares held by it. It will, on behalf of the Company, deal with the transfer of the Scheme Shares to the Creditors in accordance with the procedural requirements and conditions of the Scheme.

## **CONDITIONS PRECEDENT**

The issuance of the Scheme Shares is conditional upon satisfaction of the following conditions precedent:

- (a) the passing of the resolution by the Shareholders by way of poll at the EGM for approving the Specific Mandate;
- (b) the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Scheme Shares.

Completion of the issue of the Scheme Shares will take place within five business days after the satisfaction of all the above conditions precedent.

## REASONS FOR THE ISSUE OF SCHEME SHARES UNDER THE SPECIFIC MANDATE

As mentioned above, the Scheme had become effective and Trading Resumption had taken place. In consideration that the issue of the Scheme Shares constituted a key element of the terms of the Scheme provided to the Creditors for the Court and the Creditors to consider and approve the Scheme, the Board considered that it is in the best interest of the Company and also the duty of the Board to propose to the Shareholders to consider and approve at the EGM the issuance of the Scheme Shares to the Creditors under Specific Mandate and to authorise the Directors to allot and issue and/or deal in the Scheme Shares in order to complete the Scheme.

## INFORMATION ABOUT THE PARTIES

The Group is principally engaged in the distribution of medical and healthcare equipment and products in Hong Kong. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Trustee and its ultimate beneficiary owner are independent third parties (as defined under the Listing Rules). The Trustee has no other business than acting as the trustee of the Scheme Shares to facilitate the orderly distribution of the Scheme Shares to the Creditors.

## FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save for the issue of 1,800,000,000 new shares as detailed in its announcement dated 11 November 2025, the Company did not conduct or complete any other equity fund raising activities in the past twelve-month period immediately prior to the date of this announcement.

## EFFECT OF THE SHAREHOLDING STRUCTURE

Set out below are the shareholding structures of the Company (i) immediately prior to the allotment and issue of the Scheme Shares; and (ii) immediately after the allotment and issue of the Scheme Shares:

	<b>Immediately prior to issue of Scheme Shares</b>		<b>Immediately after issue of Scheme Shares</b>	
	<i>Number of shares</i>	<i>%</i>	<i>Number of shares</i>	<i>%</i>
Multi Omniverse Group Limited	1,593,000,000	74.9%	1,593,000,000	74.4%
<b><u>Public Shareholders</u></b>				
Creditors	-	-	16,301,841	0.76%
Other public shareholders	533,036,828	25.1%	533,036,828	24.9%
Total	<u>2,126,036,828</u>	<u>100%</u>	<u>2,142,338,669</u>	<u>100%</u>

## LISTING RULES IMPLICATIONS

The Scheme Shares will be allotted and issued pursuant to the Specific Mandate to be obtained upon approval by the Shareholders at the EGM. As at the date of this announcement, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholder will be required to abstain from voting on the resolution to be proposed at the EGM.

A circular containing, among others, further details of (i) the Specific Mandate and the transactions contemplated thereunder, (ii) a notice convening the EGM, and (iii) other information as required under the Listing Rules, will be despatched by the Company to the Shareholders in accordance with the Listing Rules.

## DEFINITIONS

In this announcement, the following words and expressions shall have the following meanings ascribed to them:

“Company”	SoftMedx Healthcare Limited, a company incorporated in Hong Kong with limited liability whose issued shares are listed on the Main Board of the Stock Exchange (stock code: 648)
“Creditors”	creditors of the Company under the Scheme
“Directors”	directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and approve the Specific Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“New Share Issue”	the issue of 1,800,000,000 new shares of the Company as detailed in the announcement of the Company dated 11 November 2025
“Scheme”	the scheme of arrangement of the Company made between the Company and the Creditors pursuant to Sections 670 and 673 of the Companies Ordinance (Cap 622 of the laws of Hong Kong)
“Scheme Shares”	the new shares of the Company to be allotted and issued to the Creditors
“Shareholders”	holders of the shares of the Company
“Specific Mandate”	the specific mandate proposed to be considered, approved and granted by the Shareholders at the EGM to authorise the Directors to allot and issue and/or deal in the Scheme Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trading Resumption”	resumption of trading in the shares of the Company on the Stock Exchange
“Trustee”	Prohappy Enterprise Limited, which holds the Scheme Shares as trustee for and on behalf of the Creditors

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

Hong Kong, 10 March 2026

*As at the date of this announcement, the board of directors comprises Mr. Lin Pinzhao as executive Director; and Mr. Ngok Ho Wai, Ms. Tang Cuihuen and Mr. Yiu Chun Wing as independent non-executive directors.*