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If you are in doubt as to any aspect of this circular or as to the action to be taken, please 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)

**ISSUE OF SHARES UNDER SPECIFIC MANDATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 6 of this circular.

A notice convening the EGM to be held at 11:00 a.m. on 30 March 2026 is set out on pages EGM-1 and EGM-2 of this circular. This circular, together with the Notice of EGM 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.

The EGM will be held by way of live online webcast. There is no arrangement for the Shareholders to attend the EGM in person, but Shareholders may participate in the webcast via electronic means on browser-enabled devices. Shareholders who wish to vote on the resolutions proposed at the EGM should appoint the chairman of the EGM or other persons as their proxies to vote on their behalf. The duly completed form of proxy must be returned to 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 of the EGM or any adjournment thereof. Non-registered shareholders should liaise with their banks, brokers, custodians or nominees.

10 March 2026

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DEFINITIONS

In this circular, the following expressions shall mean:

“Board”	the board of Directors
“Company”	SoftMedx Healthcare Limited, a company incorporated in Hong Kong with limited liability and whose shares are listed on the Main Board of the Stock Exchange
“Court”	the High Court of Hong Kong
“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 30 March 2026
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	10 March 2026, being the latest practicable date for ascertaining the content in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	the day falling on the expiry of six months after Trading Resumption
“New Share Issue”	the issue of 1,800,000,000 new Shares 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 Scheme Creditors pursuant to Sections 670 and 673 of the Companies Ordinance (Cap 622 of the laws of Hong Kong)
“Scheme Creditors”	creditors of the Company under the Scheme
“Scheme Shares”	the new shares of the Company to be allotted and issued to the Scheme Creditors
“Shares”	the ordinary shares of the Company
“Shareholder”	holder of the Shares
“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 on the Stock Exchange
“Trustee”	Prohappy Enterprise Limited, which is appointed by the Company to hold the Scheme Shares as trustee for and on behalf of the Scheme Creditors
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong



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

10 March 2026

To the Shareholders

Dear Shareholders,

ISSUE OF SHARES UNDER SPECIFIC MANDATE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the issue of Scheme Shares under the Specific Mandate and a notice of the EGM.

THE SCHEME

As at the Latest Practicable Date, the Scheme had become effective. The followings are the key events relating to the Scheme:

1. The Company, in view of its deteriorating financial situation since trading suspension, had resolved to conduct a debt restructuring by way of the Scheme through its scheme administrator, Maninvest Advisory Limited, and its legal advisers, Haldanes, in April 2023.
2. In August 2023, the Court granted leave for the Company to convene a creditors meeting to consider and approve the Scheme.
3. In September 2023, a creditors meeting was held and the Scheme was approved by the requisite statutory majorities of the Scheme Creditors.
4. In December 2023, the Court sanctioned the Scheme. And in the same month, the Scheme was registered with the Companies Registry and had become effective.

LETTER FROM THE BOARD

THE SCHEME SHARES

Under and in accordance with terms and conditions of the Scheme, if Trading Resumption takes place, 16,301,841 Scheme Shares shall be allotted and issued to the Scheme Creditors on or before the Long Stop Date at the issued price of HK\$0.01 per Share. As the Scheme had been sanctioned by the Court and had become effective in December 2023 and Trading Resumption had taken place in November 2025, the Company is obliged to issue the Scheme Shares to the Scheme Creditors.

The Company has 25 Scheme Creditors who were the Company's financiers, service providers and suppliers and the nature of the indebtedness due to these creditors were debts, service fees and trade payables previously incurred by the Company in its normal course of business. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Scheme 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 Scheme Creditors will become a substantial Shareholder upon the issue of the Scheme Shares.

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 now proposes to issue the Scheme Shares under Specific Mandate to be sought at the EGM in accordance with the Listing Rules.

As at the Latest Practicable Date, the Company had 2,126,036,828 Shares in issue. The Scheme Shares represent

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

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

- (i) a discount of 96% to the closing price of HK\$0.28 per Share as quoted on the Stock Exchange as at the Latest Practicable Date;
- (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 Latest Practicable Date; and
- (iii) a discount of 97% to the closing price of HK\$0.38 per Share as quoted on the Stock Exchange on 13 December 2023, being the date the Court sanctioned the Scheme.

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

THE TRUST ARRANGEMENT

For the sole purpose of streamlining the Company's administrative procedures and facilitating the orderly distribution of the Scheme Shares to the Scheme 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 and the Trustee holds the Scheme Shares on trust for the benefit of the Scheme Creditors. 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 Scheme Creditors in accordance with the procedural requirements and conditions of the Scheme.

LETTER FROM THE BOARD

SPECIFIC MANDATE

The Scheme Shares will be issued under the Specific Mandate to be sought and approved by the Shareholders at the EGM.

CONDITIONS PRECEDENT

The issue of the Scheme Shares under Specific Mandate for fulfilling the Company's obligations under the Scheme 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.

LISTING APPLICATION

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the Scheme Shares after the passing of the resolution for approving the Specific Mandate at the EGM.

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 Scheme Creditors.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save for the issue of 1,800,000,000 new shares for conversion of loans of HK\$18 million as mentioned above, the Company did not conduct or complete any other equity fund raising activities in the past twelve-month period immediately prior to the Latest Practicable Date. HK\$8 million of the loans was intended to finance the operating costs of the Company and the costs relating to Trading Resumption and HK\$10 million was intended to finance the costs and consideration of the Scheme and any remaining proceed would be applied to the daily operations of the Group. All of the proceeds had been applied to their intended uses as at 2024.

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 Scheme Creditors for the Court and the Scheme 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 Scheme 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.

LETTER FROM THE BOARD

EFFECT OF THE SHAREHOLDING STRUCTURE

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

	Immediately prior to issue of Scheme Shares		Immediately after issue of Scheme Shares	
	<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%
Public Shareholders				
Scheme 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>

EGM

A notice convening the EGM is set out on pages EGM-1 and EGM-2 of this circular. All the resolutions shall be taken by poll and an announcement on the voting results of the EGM will be published by the Company after the EGM. To the best of the knowledge and belief of the Directors' having made all reasonable enquiries, no Shareholder is interested in the Specific Mandate and therefore no Shareholder is required to abstain from voting for the resolutions at the EGM.

The EGM will be held by way of live online webcast in Hong Kong at 11:00 a.m. on 30 March 2026. There is no arrangement for the Shareholders to attend the EGM in person, but the Shareholders may participate in the webcast via electronic means on browser-enabled devices. Shareholders who wish to access the live online webcast are required to register with the Company by sending an email to sales@648.com.hk with the following information: (a) full name; (b) registered address; (c) number of Shares held; (d) individual identity number or corporate registration number; (e) contact telephone number; and (f) email address, 2 days before the date of the EGM (or any adjournment thereof). Authenticated Shareholders will receive by email a link to the live webcast of the EGM. Under no circumstances Shareholders may forward the link to any other person. Shareholders may submit questions on the resolutions 2 days prior to the EGM via email together with the above information for verification purpose.

Shareholders who wish to vote on the resolutions proposed at the EGM should appoint the chairman of the EGM or other persons as their proxies to vote on their behalf. The duly completed form of proxy should be returned to 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 of the EGM or any adjournment thereof. Non-registered Shareholders should liaise with their banks, brokers, custodians or nominees through which their shares are held.

RECOMMENDATION

Given the above, the Board considers that the issue of the Scheme Shares under the Specific Mandate is in the interests of the Company and its Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the resolutions for approving the Specific Mandate to be proposed at the EGM.

CLOSURE OF REGISTER OF MEMBER

For determining the entitlement of the Shareholders to vote at the EGM, the register of members of the Company will be closed from 25 March 2026 to 30 March 2026 (both dates inclusive) during which period no transfer of Shares will be registered. In order to be eligible to vote at the EGM, transfer documents accompanied by the relevant share certificates in respect of any share transfers must be lodged for registration with the Company's share registrar not later than 4:30 p.m. on 24 March 2026.

LETTER FROM THE BOARD

MISCELLANEOUS

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.

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

NOTICE OF EGM



SoftMedx Healthcare Limited

京玖醫療健康有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

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 30 March 2026 through online live webcast for the following purpose:

ORDINARY RESOLUTION

To consider and, if thought fit, pass the following resolution as ordinary resolution (with or without amendments):

“THAT:

- (a) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of and permission to deal in the 16,301,841 new shares of the Company (“Scheme Shares”) at the issue price of HK\$0.01 per Scheme Share, the directors of the Company (“Directors”) be and are hereby granted a specific mandate to exercise all the powers of the Company for the allotment and issue of the Scheme Shares in accordance with the scheme of arrangement of the Company made between the Company and the creditors of the Company pursuant to Sections 670 and 673 of the Companies Ordinance (Cap 622 of the laws of Hong Kong), provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/ have been granted or may from time to time be granted to the Directors by the shareholders of the Company (“Shareholders”) prior to the passing of this resolution; and
- (b) any one or more of the Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such documents (including under seal, as applicable) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the allotment and issue of the Scheme Shares and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waiver of any of the matters relating thereto or in connection therewith in the interest of the Company and the Shareholders as a whole.”

By Order of the Board
SoftMedx Healthcare Limited
Lam Sung Him Gaston
Company Secretary

Hong Kong, 10 March 2026

NOTICE OF EGM

Notes:

- (1) The EGM will be held by way of live online webcast at 11:00 a.m. on 30 March 2026. There is no arrangement for Shareholders to attend the EGM in person but the shareholders may participate in the webcast via electronic means on browser enabled devices. Shareholders who wish to access the live online webcast are required to register with the Company by sending an email to sales@648.com.hk providing the following personal particulars: (a) full name; (b) registered address; (c) number of Shares held; (d) individual identity number or corporate registration number; (e) contact telephone number; and (f) email address, 2 days before the date of the EGM (or any adjournment thereof). Authenticated Shareholders will receive by email a link to the live webcast of the EGM. Under no circumstances Shareholders may forward the link to any other person.

Shareholders who wish to vote on the resolution proposed at the EGM should appoint the chairman of the EGM or other persons as their proxies to vote on their behalf. The duly completed form of proxy should be returned to 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 of the EGM or any adjournment thereof. Non-registered Shareholders should liaise with their banks, brokers, custodians or nominees through which their Shares are held.

- (2) For determining the entitlement of the Shareholders to vote at the EGM, the register of members of the Company will be closed from 25 March 2026 to 30 March 2026 (both dates inclusive) during which period no transfer of shares will be registered. In order to be eligible to vote at the EGM, transfer documents accompanied by the relevant share certificates in respect of any share transfers must be lodged for registration with the Company's 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 24 March 2026.