

---

**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, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the content of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the content of this circular.

---



**SoftMedx Healthcare Limited**

京玖醫療健康有限公司

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 648)

**GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A letter from the Board is set out on pages 2 to 3 of this circular.

A notice convening the AGM to be held at 11:00 a.m. on Wednesday, 27 May 2026 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong is set out on pages AGM-1 to AGM-3 of this circular. This circular, together with the Notice of AGM and the proxy form, are published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.648.com.hk](http://www.648.com.hk).

Whether or not you are able to attend the AGM, 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 AGM 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 AGM or any adjournment thereof and, in such event, the form of proxy or the instrument appointing a proxy shall be deemed being revoked.

4 May 2026

---

## CONTENTS

---

	<i>Page</i>
<b>Definition .....</b>	1
<b>Letter from the Board .....</b>	2
<b>Appendix I – Explanatory statements .....</b>	4
<b>Notice of AGM .....</b>	AGM-1

---

## DEFINITIONS

---

*In this circular, the following expressions shall mean:*

“AGM”	the annual general meeting of the Company to be convened and held at 11:00 a.m. on Wednesday, 27 May 2026 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong
“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 whose shares are listed on the Main Board of the Stock Exchange
“Consolidated Shares”	ordinary shares of the Company after the Share Consolidation having become effective
“Directors”	the directors of the Company
“General Mandate”	the general mandate granted to the Board to allot and issue new Shares not exceeding 20% of the number of Shares in issue (excluding the treasury shares of the Company) as at the date of the AGM
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	4 May 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
“Repurchase Mandate”	the repurchase mandate granted to the Board for the Company to repurchase up to a maximum of 10% of the number of Shares in issue (excluding the treasury shares of the Company) as at the date of the AGM
“Share Consolidation”	the proposed consolidation of every twenty (20) existing ordinary shares of the Company into one (1) Consolidated Share as detailed in the circular of the Company dated 23 April 2026
“Shares”	the existing ordinary shares of the Company (prior to the Share Consolidation has become effective), or the Consolidated Shares (immediately after the Share Consolidation has become effective), as the case may be
“Shareholder”	holder of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

---

## 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

4 May 2026

*To the Shareholders*

Dear Shareholders,

#### **GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the circular of the Company dated 23 April 2026 in relation to, amongst others, the Share Consolidation.

#### **GENERAL MANDATE AND REPURCHASE MANDATE**

An ordinary resolution will be proposed to (i) give the Board an unconditional general mandate to allot and issue a maximum of 20% of the number of Shares in issue (excluding the treasury shares of the Company) as at the date of the AGM; and (ii) give the Board an unconditional general mandate to repurchase on the Stock Exchange a maximum of 10% of the number of issued Shares (excluding the treasury shares of the Company) as at the date of the AGM. Based on the 2,142,338,669 Shares in issue as at the Latest Practicable Date, (i) the General Mandate would allow the Company to allot and issue a maximum of 428,467,733 Shares (or 21,423,386 Shares if the Share Consolidation has become effective on or before the date of the AGM); and (ii) the Repurchase Mandate would allow the Company to repurchase a maximum of 214,233,866 Shares (or 10,711,693 Shares if the Share Consolidation has become effective on or before the date of the AGM). An explanatory statement containing the requisite information required under the Listing Rules to enable Shareholders to make an informed decision as to how to vote on the resolution approving the Repurchase Mandate is set out in Appendix I to this circular.

The General Mandate and the Repurchase Mandate shall continue to be in effect during the period from the date of passing of the resolutions till (i) the conclusion of the next annual general meeting of the Company; (ii) the latest date which the holding of the next annual general meeting of the Company as required by the Articles of Association, the Companies Ordinance or any applicable laws of Hong Kong; or (iii) the revocation or variation of the General Mandate or the Repurchase Mandate by ordinary resolution in general meeting, whichever is earlier.

---

## LETTER FROM THE BOARD

---

### AGM

The AGM will be held at 11:00 a.m. on Wednesday, 27 May 2026 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong for the Shareholders to consider and, if though fit, pass the ordinary resolutions proposed at the AGM. The notice convening the AGM is set out on pages AGM-1 to AGM-3 of this circular. All the resolutions shall be taken by poll and an announcement on the voting results of the AGM will be published by the Company after the AGM. To the best of the knowledge and belief of the Directors' having made all reasonable enquiries, no Shareholder is interested in the resolutions at the AGM and therefore no Shareholder is required to abstain from voting at the AGM.

A form of proxy for use at the AGM is enclosed with this circular. You may complete and deposit the 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 AGM or any adjournment thereof. 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 AGM, or any adjournment thereof, should you so wish and, in such event, the form of proxy or the instrument appointing the proxy shall be deemed being revoked.

### RECOMMENDATION

Given the above, the Board considers that the resolutions proposed at the AGM are in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of all the resolutions proposed at the AGM.

### CLOSURE OF REGISTER OF MEMBER

For determining the entitlement of the Shareholders to vote at the AGM, the register of members of the Company will be closed from Thursday, 21 May 2026 to Wednesday, 27 May 2026 (both dates inclusive) during which period no transfer of Shares will be registered. In order to be eligible to vote at the AGM, 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 Wednesday, 20 May 2026.

### 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*

*This Appendix serves as an explanatory statement to Shareholders pursuant to the Listing Rules in connection with the Repurchase Mandate:*

## **1. NUMBER OF SHARES WHICH MAY BE REPURCHASED**

Exercising in full of the Repurchase Mandate, on the basis of 2,142,338,669 Shares in issue as at the Latest Practicable Date, would result in a maximum of 214,233,866 Shares (or 10,711,693 Shares if the Share Consolidation has become effective on or before the date of the AGM) being repurchased by the Company prior to its next annual general meeting.

## **2. REASONS FOR REPURCHASE MANDATE**

The Board considers that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to cause the Company to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, impact on the net assets and/or earning per Share. The Repurchase Mandate will only be exercised when the Board believes that such purchases will benefit the Company and the Shareholders as a whole.

## **3. SOURCES OF FUND**

In repurchasing the Shares, the Company will only apply funds legally available for such purpose in accordance with the Articles of Association, the laws of Hong Kong and the Listing Rules. The Company will not purchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

## **4. EFFECT OF EXERCISING REPURCHASE MANDATE**

Exercising the Repurchase Mandate might have an adverse impact on the working capital or gearing ratio of the Company. However, the Board will not propose to exercise the Repurchase Mandate to such an extent that would have a material adverse effect on the working capital requirements or the gearing level of the Group. The Company intends to cancel the repurchased Shares following settlement of any repurchase under the Repurchase Mandate.

## **5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors and their close associates, and core connected persons (as defined in the Listing Rules) of the Company has notified the Company intention to sell Shares to the Company nor undertaking not to do so after the Repurchase Mandate is passed at the AGM.

## **6. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of Hong Kong. The Company confirms that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

## **7. TAKEOVERS CODE**

An increase in a shareholder's proportionate interest in the voting right of the Company resulted from exercising of the Repurchase Mandate will be treated as an acquisition under the Takeovers Code. If a Shareholder (or a group of Shareholders acting in concert as defined under the Takeovers Code) obtains or consolidates control of the Company as a result of such repurchase, that Shareholder may become obliged to make a mandatory offer in accordance with the Takeovers Code. The Board has no intention to exercise the Repurchase Mandate to such an extent that it will result in any Shareholder being obliged to make a general offer under the Takeovers Code or the number of public Shares falling below 25%.

## **8. NO REPURCHASE OF SHARES BY THE COMPANY**

The Company did not purchase any of the Shares in the six months preceding the Latest Practicable Date.

**9. SHARE PRICES**

The highest and lowest trading prices of the Shares in the twelve months prior to the Latest Practicable Date are as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2025</b>		
April	0.380	0.380
May	0.380	0.380
June	0.380	0.380
July	0.380	0.380
August	0.380	0.380
September	0.380	0.380
October	0.380	0.380
November	0.690	0.192
December	0.246	0.179
<b>2026</b>		
January	0.205	0.167
February	0.345	0.179
March	0.330	0.231
April	0.380	0.243
May (up to the Latest Practicable Date)	0.375	0.310

---

## NOTICE OF AGM

---



# 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 AGM

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of SoftMedx Healthcare Limited (the “Company”) will be held at 11:00 a.m. on Wednesday, 27 May 2026 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong for the following purpose:

### ORDINARY RESOLUTIONS

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

1. To receive and consider the audited consolidated financial statements and reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2025;
2. To authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint Rongcheng (Hong Kong) CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;
4. “THAT:
  - (a) subject to paragraph (c) below, pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “Shares”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
  - (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which carry rights to subscribe for or are convertible into Shares, shall not exceed 20 per cent. of the total number of Shares in issue (excluding the treasury shares of the Company) on the date of the passing of this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

---

## NOTICE OF AGM

---

- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until the earlier of (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 of association of the Company or any applicable laws of Hong Kong to be held; or (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “THAT:

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10 per cent. of the total number of the Shares in issue (excluding the treasury shares of the Company) as at the date of the passing of this resolution and the authority pursuant to paragraph (b) of this resolution shall be limited accordingly;
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until the earlier of (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 of association of the Company or any applicable laws of Hong Kong to be held; or (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

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

Hong Kong, 4 May 2026

---

## NOTICE OF AGM

---

*Notes:*

- (1) A member being entitled to attend and vote at the AGM is entitled to appoint a proxy or, if he/she/it is a holder of more than one share, more proxies to attend and vote instead of him/her/it. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and the class of shares in respect of which each proxy is so appointed.
- (2) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons 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 AGM.
- (4) Return of the form of proxy or that instrument appointing a proxy will not preclude a member from attending the AGM and voting in person at the AGM if he/she/it so desires. If a member attends the AGM after having deposited the form or the instrument, his/her/its form or instrument will be deemed being revoked.
- (5) For determining the entitlement of the shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 21 May 2026 to Wednesday, 27 May 2026 (both dates inclusive) during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited no later than 4:30 p.m. on Wednesday, 20 May 2026.