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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Genertec Universal Medical Group Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**GENERTEC UNIVERSAL MEDICAL GROUP  
COMPANY LIMITED**

**通用環球醫療集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 2666)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND ISSUE NEW SHARES;  
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND;  
PROPOSED CHANGE OF AUDITOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of Genertec Universal Medical Group Company Limited to be held at Room 1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 28 May 2025 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions stated thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.umcare.cn](http://www.umcare.cn)), respectively.

6 May 2025

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## CONTENTS

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	<i>Page</i>
<b>Definitions . . . . .</b>	<b>1</b>
<b>Letter from the Board</b>	
1. Introduction . . . . .	4
2. Proposed Re-election of Retiring Directors . . . . .	5
3. Proposed Granting of General Mandates to Buy Back Shares and Issue New Shares . . . . .	6
4. Proposed Declaration and Payment of Final Dividend and Closure of Register . .	7
5. Proposed Change of Auditor . . . . .	8
6. Annual General Meeting and Proxy Arrangement . . . . .	8
7. Recommendation . . . . .	9
<b>Appendix I – Details of the Retiring Directors Proposed to be Re-elected                   at the Annual General Meeting . . . . .</b>	<b>10</b>
<b>Appendix II – Explanatory Statement on the Share Buy-back Mandate . . . . .</b>	<b>16</b>
<b>Notice of Annual General Meeting . . . . .</b>	<b>19</b>

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 28 May 2025 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 23 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“close associates”	has the meaning ascribed thereto under the Listing Rules
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Genertec Universal Medical Group Company Limited (通用環球醫療集團有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“core connected persons”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“GT-PRC”	China General Technology (Group) Holding Company Limited (中國通用技術(集團)控股有限責任公司), a state-owned enterprise and the ultimate controlling shareholder of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to issue, allot or deal with additional Shares (including any sale and transfer of treasury Shares out of treasury) of not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular
“Latest Practicable Date”	28 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong and Macau Special Administrative Regions of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Risk Control Committee”	the risk control committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules

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## DEFINITIONS

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“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission (as amended from time to time)
“treasury Shares”	has the meaning ascribed thereto under the Listing Rules as amended from time to time
“%”	per cent

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LETTER FROM THE BOARD

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**GENERTEC UNIVERSAL MEDICAL GROUP  
COMPANY LIMITED  
通用環球醫療集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 2666)**

*Executive Directors:*

Mr. Chen Shisu (陳仕俗先生) (*Chairman*)  
Mr. Wang Wenbing (王文兵先生) (*Chief Executive Officer*)  
Ms. Wang Lin (王琳女士)

*Registered Office:*

Room 702, Fairmont House  
8 Cotton Tree Drive  
Central  
Hong Kong

*Non-executive Directors:*

Mr. Chan Kai Kong (陳啟剛先生) (*Vice-chairman*)  
Mr. Tong Chaoyin (童朝銀先生)  
Mr. Zhu Ziyang (朱梓陽先生)  
Mr. Lin Chunhai (林春海先生)

*Head Office in China:*

20th to 28th Floor  
No. 90, Side Road of West Third  
Ring Middle Road, Fengtai District,  
Beijing, China

*Independent non-executive Directors:*

Mr. Li Yinquan (李引泉先生)  
Mr. Chow Siu Lui (鄒小磊先生)  
Mr. Xu Zhiming (許志明先生)  
Mr. Chan, Hiu Fung Nicholas (陳曉峰先生)

6 May 2025

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND ISSUE NEW SHARES;  
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND;  
PROPOSED CHANGE OF AUDITOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Wednesday, 28 May 2025.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles of Association, Mr. Lin Chunhai, Mr. Chow Siu Lui, Mr. Xu Zhiming and Mr. Chan, Hiu Fung Nicholas shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Code Provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules stipulated that if an independent non-executive Director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by Shareholders. Mr. Chow Siu Lui was appointed as an independent non-executive Director with effect from June 2015 and therefore would have served for more than nine years as of June 2025. Mr. Chow Siu Lui has confirmed his independence with reference to the factors as set out in Rule 3.13 of the Listing Rules. Notwithstanding his years of service as an independent non-executive Director, (i) the Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and confirmed that Mr. Chow Siu Lui remains independent; (ii) the Nomination Committee has assessed and is satisfied of the independence of Mr. Chow Siu Lui; and (iii) the Board is satisfied that through exercising scrutinizing and monitoring functions as an independent non-executive Director, Mr. Chow Siu Lui has continued to provide independent and objective judgement and advice to the Board to safeguard the interests of the Group and the Shareholders.

Mr. Chow Siu Lui attended all the meetings of the Board and the Board committees held in the past years and the current financial year. Details of the attendance records are set out in the “Corporate Governance Report” section in the 2024 annual report. The relevant Board papers and materials were provided to the Directors for review and consideration prior to the meetings. Mr. Chow Siu Lui has remained responsible for his performance functions and discharged his duties to the Company through active participation on the Board and by bringing balance of views as well as knowledge, experience and expertise.

As contained in his biographical information set out in Appendix I to this circular, Mr. Chow Siu Lui has been holding five listed company directorships including the directorship as an independent non-executive director of the Company. Mr. Chow Siu Lui has confirmed that he will continue to devote sufficient time for the discharge of his functions and responsibilities as an Independent Non-executive Director of the Company. With his background and experience as set out in the biographical information, Mr. Chow Siu Lui is fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that Mr. Chow Siu Lui’s position outside the Company will not affect him in maintaining his current role in, and his functions and responsibilities for, the Company.

The Nomination Committee and the Board have followed the nomination policy and board diversity policy of the Company for the re-appointment of Mr. Chow Siu Lui as the independent non-executive Director. The Nomination Committee and the Board considered the Board’s diversity from a number of aspects, including but not limited to skills, professional experience, educational background, knowledge, expertise, culture, independence, age and gender. All Board appointments will be based

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## LETTER FROM THE BOARD

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on meritocracy, and candidates will be considered against criteria including qualifications, skills, knowledge, experience and diversity of perspectives as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

The re-election of Mr. Chow Siu Lui as an independent non-executive Director will continue to further replenish the valuable knowledge of the Board in management, capital market, accounting, financing and medical industry. The Nomination Committee and the Board also consider that Mr. Chow Siu Lui is able to devote sufficient time and attention to perform the duties as an independent non-executive Director. Moreover, the Board is not aware of any circumstances that would affect the independence of Mr. Chow Siu Lui. The Nomination Committee and the Board consider that each of Mr. Chow Siu Lui and Mr. Chan, Hiu Fung Nicholas meet the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

As such, the Nomination Committee proposed the re-election of Mr. Chow Siu Lui and Mr. Chan, Hiu Fung Nicholas as an independent non-executive Director to the Board for it to recommend to the Shareholders for re-election at the Annual General Meeting.

The Nomination Committee and the Board reviewed the structure and composition of the Board, the diversified background and experience in their expertise, and proposed the re-election for each of Mr. Lin Chunhai, Mr. Chow Siu Lui, Mr. Xu Zhiming and Mr. Chan, Hiu Fung Nicholas as a Director to the Board for it to recommend to the Shareholders for re-election at the Annual General Meeting. The Board believes their re-election is in the best interests of the Company and its Shareholders as a whole and therefore they should be re-elected.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES**

At the annual general meeting of the Company held on 7 June 2024, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back, issue and otherwise deal with Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 19 to 23 of the circular (i.e. a total of 189,153,966 Shares on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting);
- (b) the granting of the Issue Mandate to the Directors to issue, allot or deal with additional Shares (including any sale and transfer of treasury shares out of treasury) of not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) of the Company as at the date



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## LETTER FROM THE BOARD

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of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 19 to 23 (i.e. a total of 378,307,932 Shares on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting); and

- (c) the extension of the Issue Mandate by adding thereto the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate.

The Share Buy-back Mandate and the Issue Mandate will continue in force until (i) the conclusion of the next annual general meeting of the Company, unless it is renewed at such meeting or (ii) revoked or varied by ordinary resolutions of the Shareholders in general meeting, whichever occurs first.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

#### **4. PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND AND CLOSURE OF REGISTER**

The Board recommends the payment of a final dividend of HK\$0.35 per Share for the year ended 31 December 2024 to Shareholders whose names appear on the register of members of the Company on Wednesday, 18 June 2025. The proposed final dividend will be paid on Friday, 27 June 2025, subject to the approval of the Shareholders at the Annual General Meeting.

The register of members of the Company will be closed during the following periods:

- (i) from Friday, 23 May 2025 to Wednesday, 28 May 2025, both days inclusive and during which period no share transfer will be registered, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 22 May 2025; and
- (ii) from Saturday, 14 June 2025 to Wednesday, 18 June 2025, both days inclusive and during which period no share transfer will be registered, for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 13 June 2025.

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## LETTER FROM THE BOARD

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### 5. PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 6 May 2025 (the “**Announcement**”) in relation to the proposed change of auditor.

As disclosed in the Announcement, having considered that Ernst & Young (“**EY**”) has served as the auditor of the Company for over ten consecutive years, the Company initiated the open procurement and selection process of auditor after comprehensively considering the Company’s business development, cost effectiveness and needs for audit services. Based on the result of the open procurement and selection process and with the recommendation of the audit committee of the Board (the “**Audit Committee**”), Ernst & Young (“**EY**”) will retire upon the conclusion of the Annual General Meeting and the Board resolved not to re-appoint EY as the auditor of the Company.

EY has confirmed with the Company that there are no matters relating to its retirement that need to be brought to the attention of the Shareholders. The Board and the Audit Committee also confirmed that there was no disagreement between the Company and EY or other matters relating to the proposed change of auditor that need to be brought to the attention of the Shareholders.

As disclosed in the Announcement, with the recommendation from the Audit Committee, the Board resolved to appoint Shinewing as new auditor of the Company with effect from the conclusion of the Annual General Meeting and until the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders at the Annual General Meeting.

The proposed appointment of Shinewing as auditor of the Company will be put forward for approval by the Shareholders by way of an ordinary resolution at the Annual General Meeting.

### 6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 23 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company ([www.umcare.cn](http://www.umcare.cn)). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and deposited, together with any authority under which it is executed or a copy of the authority certified notarially, at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Accordingly, the form

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## LETTER FROM THE BOARD

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of proxy must be delivered to the Company not later than 10:00 a.m. on Monday, 26 May 2025. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

If Shareholders have any questions relating to the Annual General Meeting, please contact the Company's registrar, Computershare Hong Kong Investor Services Limited, as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Tel: +852 2862 8555  
Fax: +852 2865 0990  
Email: [unimedical.ecom@computershare.com.hk](mailto:unimedical.ecom@computershare.com.hk)

### 7. RECOMMENDATION

The Board considers that (a) the proposed re-election of retiring directors; (b) the proposed granting of the Share Buy-back Mandate and the Issue Mandate; (c) the proposed declaration and payment of a final dividend for the year ended 31 December 2024; and (d) the proposed appointment of Shinewing as auditor of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Genertec Universal Medical Group Company Limited**  
**通用環球醫療集團有限公司**  
**Chen Shisu**  
*Chairman of the Board*

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## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

### (1) MR. LIN CHUNHAI – NON-EXECUTIVE DIRECTOR

Mr. Lin Chunhai (林春海) (“**Mr. Lin**”), aged 54, was appointed as a non-executive Director and a member of the Remuneration Committee with effect from 25 April 2025. He is primarily responsible for providing advice on matters requiring Directors’ discussion and/or approval and participating in meetings of the Board.

Mr. Lin has extensive experience in financial and business management. He has been working with GT-PRC since 2000 and is currently the director and general manager of Genertec Hong Kong International Capital Limited (通用技術集團香港國際資本有限公司) (“**GT-HK**”) since February 2025, where he was responsible for the daily management of GT-HK. Mr. Lin was the chairman of the board and the secretary of the Party Committee (黨委書記) of General Technology Group Harbin Measuring and Cutting Tools Co., Ltd. (通用技術集團哈爾濱量具刃具有限責任公司) from January 2021 to February 2025. During the same period, Mr. Lin also concurrently served as the deputy manager of the equipment division of GT-PRC from January 2021 to June 2021 and as the deputy manager of General Technology Group Machine Tool Co., Ltd. (通用技術集團機床有限公司) from June 2021 to February 2025.

Mr. Lin served as the secretary of the Party Committee, deputy general manager, general manager, deputy secretary of the Party Committee, director, chairman of the board of China National Technical Import and Export Corporation (中國技術進出口集團有限公司) (“**CNTIC**”) (formerly known as 中國技術進出口總公司), a wholly owned subsidiary of GT-PRC, from August 2017 to January 2021. Mr. Lin was the director, secretary of the Party Committee, deputy general manager and secretary of the Discipline Committee (紀委書記) of Genertec Investment Management Co., Ltd. (通用技術集團投資管理有限公司) during the period from March 2003 to August 2017. During the same period, Mr. Lin also served concurrently as the general manager and chairman of the board of Genertec Venture Capital Co., Ltd. (通用技術創業投資有限公司) from March 2012 to August 2017. Mr. Lin also served as the manager of the finance management department and as the deputy general manager of the financial services division of GT-PRC from December 2000 to February 2002 and from February 2002 to March 2003, respectively. Mr. Lin successively served as officer, deputy chief and chief of the finance department and the head of accounting department of the French office of China National Machinery Import and Export Corporation (中國機械進出口(集團)有限公司) from September 1995 to December 2000.

Mr. Lin obtained a bachelor’s degree in economics from the school of business and management, Jilin University in 1992 and obtained a part-time master’s degree in business administration from The Chinese University of Hong Kong in 2006.

Save as disclosed above, Mr. Lin does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

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## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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As at the Latest Practicable Date, Mr. Lin did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Lin has entered into an appointment letter with the Company, pursuant to which he was appointed since 25 April 2025, and he shall hold office until the conclusion of the next annual general meeting of the Company following his appointment, and shall then be eligible for re-election at that general meeting. Pursuant to the appointment letter, Mr. Lin is not entitled to any remuneration during his term of service. Mr. Lin is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

### (2) MR. CHOW SIU LUI – INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chow Siu Lui (鄒小磊) (“**Mr. Chow**”), aged 64, was appointed as an independent non-executive Director with effect from 9 June 2015. He is also the chairman of the Remuneration Committee and a member of each of the Nomination Committee and the Audit Committee. He is primarily responsible for providing advice on matters requiring Directors’ discussion and/or approval and participating in meetings of the Board.

Mr. Chow has a wealth of experience in fund raising and initial public offering activities in Hong Kong and in accounting and financial areas. He was the partner of VMS Investment Group (HK) Ltd. from 2012 to April 2023 and he was responsible for providing advice on issues regarding fund raising, pre-IPO group restructuring and due diligence exercises for investment projects. Prior to that, Mr. Chow was in service with KPMG Hong Kong for about 28 years and was admitted as one of its partners in 1995. He was then mainly responsible for initial public offering advisory services and assisting in fund raising activities in local and overseas stock exchanges.

Mr. Chow is now an independent non-executive director of Futong Technology Development Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 465)), China Everbright Greentech Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 1257)), China Tobacco International (HK) Company Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 6055)), and AGTech Holding Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 8279)), respectively. Mr. Chow acted as an independent non-executive director of Sinco Pharmaceuticals Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 6833)) from September 2015 to November 2018, Fullshare Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 607) from December 2013 to December 2021, Shanghai Dazhong Public Utilities (Group) Co., Ltd. (whose shares are listed on the Main Board of the Stock Exchange (stock code: 1635)) from April 2016 to May 2022 and Global Cord Blood Corporation (formerly known as “China Cord Blood Corporation”) (whose shares are listed on the NASDAQ Stock Market (stock code: CO)) from November 2019 to September 2022. Mr. Chow acted

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## APPENDIX I    DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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as a non-executive director of Renrui Human Resources Technology Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 6919)) from January 2018 to April 2023.

Mr. Chow was awarded a Professional Diploma in Accountancy from the Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic), Hong Kong in November 1983. By profession, Mr. Chow became a fellow of the Association of Chartered Certified Accountants the United Kingdom in July 1991, the Chartered Governance Institute and The Hong Kong Chartered Governance Institute both in October 2009, and The Hong Kong Institute of Certified Public Accountants in December 1993.

Save as disclosed above, Mr. Chow does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chow did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Chow has entered into an appointment letter with the Company for a term of three years commencing from 9 June 2024 unless terminated by either party giving not less than three months' notice in writing. Mr. Chow, pursuant to the appointment letter, is entitled to a director's remuneration of HK\$400,000 per annum which was determined by the Board with reference to the remuneration of the comparable companies, his time contribution, duties and responsibilities as well as the results of the Group. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

### (3)    **MR. XU ZHIMING – INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Xu Zhiming (許志明先生) (“**Mr. Xu**”), aged 63, was appointed as an independent non-executive Director and a member of the Remuneration Committee on 22 June 2022. He is primarily responsible for providing advice on matters requiring Directors' discussion and/or approval and participating in meetings of the Board.

Mr. Xu has extensive experience in corporate governance, he is a founding partner of China Broadband Capital (寬帶資本). From August 1999 to December 2001, Mr. Xu successively served as an executive director of China Resources Enterprise, Limited (華潤創業有限公司), an executive director of China Resources (Beijing) Land Limited (華潤北京置地有限公司), the managing director and chief operating officer of China Resources Logic Limited (華潤勵致有限公司). From January 2002 to May 2005, Mr. Xu successively served as a senior consultant of TOM Group Ltd. (TOM集團

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## APPENDIX I    DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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有限公司), and an executive director and chief operating officer of TOM Online Inc. (TOM在線有限公司). From July 2016 to November 2022, Mr. Xu served as an independent non-executive director of 東方證券股份有限公司, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 3958) and the Shanghai Stock Exchange (stock code: 600958). From November 2021 to September 2022, Mr. Xu served as an independent non-executive director of Tianjin Capital Environmental Protection Group Company Limited (天津創業環保集團股份有限公司), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1065) and the Shanghai Stock Exchange (stock code: 600874).

Mr. Xu received a doctoral degree in economics from University of Manchester in the United Kingdom in February 1993, a master's degree in industrial economy from Chinese Academy of Social Science (中國社會科學院) in July 1986 and a bachelor's degree in astrophysics from Peking University (北京大學) in July 1983.

Save as disclosed above, Mr. Xu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Xu did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Xu has entered into an appointment letter with the Company commencing from 22 June 2022 until the conclusion of the Annual General Meeting unless terminated by either party by giving not less than three months' notice in writing. Mr. Xu, pursuant to the appointment letter, is entitled to a director's remuneration of HK\$400,000 per annum which was determined by the Board with reference to the remuneration of the comparable companies, his time contribution, duties and responsibilities as well as the results of the Group. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

### **(4)    MR. CHAN, HIU FUNG NICHOLAS MH, BBS, JP – INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Chan, Hiu Fung Nicholas (陳曉峰先生), aged 51, was appointed as an independent non-executive Director and a member of the Nomination Committee on 22 June 2022. He is primarily responsible for providing advice on matters requiring Directors' discussion and/or approval and participating in meetings of the Board.

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## APPENDIX I    DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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Mr. Chan is currently a practising solicitor in Hong Kong and has over 20 years of experience in the legal practice. Mr. Chan has been working at Squire Patton Boggs since April 1999 and has been a partner of it since September 2005. Prior to that, he served as an associate at Deacons. Mr. Chan has ample listed company board experience, having served as (i) an independent non-executive director of China Merchants Port Holdings Company Limited (招商局港口控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 144), since December 2022, (ii) an independent non-executive director of Million Cities Holdings Limited (萬城控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 2892), from December 2021 to April 2025, (iii) an independent non-executive director of pangaea Connectivity Technology Limited (環聯連訊科技有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1473), since January 2021, (iv) an independent non-executive director of Q P Group Holdings Limited (雋思集團控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1412), since December 2019, and (v) an independent non-executive director of Sa Sa International Holdings Limited (莎莎國際控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 178), since September 2019, respectively.

Mr. Chan graduated from the University of Melbourne, Australia, in March 1997 with a degree of bachelor of laws and a degree of bachelor of science. Mr. Chan was admitted as a solicitor in Hong Kong in May 1999. He was also admitted as a solicitor of Australia Capital Territory, the State of Victoria in Australia and England and Wales in June 1997, October 2000 and October 2007, respectively. He was appointed as a China-Appointed Attesting Officer (中國委託公證人) by Ministry of Justice of the People's Republic of China (中華人民共和國司法部).

Mr. Chan has been appointed to serve as the Director to lead the operations of AALCO Hong Kong Regional Arbitration Centre since May 2022. The centre was established by agreement between the Central People's Government of the People's Republic of China and the Asian-African Legal Consultative Organization, an intergovernmental organization established in 1956 and now with 48 member countries.

Mr. Chan has been appointed as a member of the Expert Advisory Group on Legal and Dispute Resolution Services (法律及爭議解決服務專家諮詢組), since October 2024 for a term of three years. He has also been elected as the Vice Chairman of the Fu Hong Society (扶康會), since October 2024 for a term of one year. He has been appointed as a member of Chief Executive's Policy Unit Expert Group since May 2024, for a term from 30 May 2024 to 29 May 2025. He has been appointed as a member of the Competition Commission for a term of two years since May 2024. He has served as the director of Hong Kong Cyberport Management Company Limited (香港數碼港管理有限公司) and the chairman of the Knowledge Transfer Committee of The Chinese University of Hong Kong, since April 2024 for a term of two years, respectively. He has been appointed as an Executive Committee of the Council and a member of the Audit and Risk Management Committee of The Chinese University of Hong Kong respectively from April 1, 2024 to March 31, 2026. He has also been appointed as the chairman of the Advisory Committee for the Innovation and Technology Fund under the Innovation and Technology Commission of the Government of the HKSAR (香港特別行政區政府創新科技署創新及科技基金諮詢委員會) in June 2023. Mr. Chan has been appointed as a member of the Committee on Innovation, Technology and Industry Development of the Government of the HKSAR in March 2023 for a term of two years. He was also appointed as a member of the



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## APPENDIX I    DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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Communications Authority, an independent statutory body established under the Communications Authority Ordinance (Cap. 616), in March 2023, and the tenure of the appointment is two years with effect from April 2023 and has been re-appointed from another term from 1 April 2025 to 31 March 2027. Mr. Chan is appointed for a three years term to serve as a council member of The Chinese University of Hong Kong from June 2022. Mr. Chan served as a council member of The Hong Kong University of Science and Technology (香港科技大學) from April 2016 to March 2022. He was appointed as a member to the Legal Aid Services Council (法律援助服務局) from September 2018 to August 2022. Mr. Chan has been appointed as a member of the Hospital Governing Committee of Castle Peak Hospital and Siu Lam Hospital (青山醫院及小欖醫院管治委員會) since April 2019. He served as chairman of eBRAM International Online Dispute Resolution Centre Limited (一邦國際網上仲調中心), an independent and not-for-profit organisation under Hong Kong law as a company limited by guarantee. Mr. Chan was appointed as a representative of the 13th National People's Congress of the PRC in 2019 and was elected as the Hong Kong Deputy to the 14th National People's Congress in 2023. He was awarded the Medal of Honour from the Government of the HKSAR (香港特別行政區政府榮譽勳章) in July 2016 and has also been appointed as a Justice of the Peace (太平紳士) by the Government of the HKSAR in July 2021. He was awarded the Bronze Bauhinia Star by the Government of the Hong Kong Special Administrative Region in July 2024.

Save as disclosed above, Mr. Chan does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chan did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Chan has entered into an appointment letter with the Company commencing from 22 June 2022 until the conclusion of the Annual General Meeting unless terminated by either party giving not less than three months' notice in writing. Mr. Chan, pursuant to the appointment letter, is entitled to a director's remuneration of HK\$400,000 per annum which was determined by the Board with reference to the remuneration of the comparable companies, his time contribution, duties and responsibilities as well as the results of the Group. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,891,539,661 Shares. Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,891,539,661 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 189,153,966 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the Annual General Meeting.

If the Company purchases any Shares pursuant to the Share Buy-back Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any buy-back of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS, (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

## **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to

compliance with the Articles of Association, the applicable laws of Hong Kong and the Listing Rules. Shares buy-back will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

The company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of Hong Kong and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Share Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### **5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2024</b>		
May	5.19	4.43
June	4.60	4.14
July	4.58	4.25
August	4.53	4.19
September	5.25	4.27
October	5.87	4.79
November	5.18	4.59
December	5.06	4.68
<b>2025</b>		
January	4.97	4.63
February	5.29	4.68
March	5.41	4.94
April ( <i>up to the Latest Practicable Date</i> )	5.32	4.72

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong. In addition, the Company has confirmed that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

**7. TAKEOVERS CODE**

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, GT-PRC was interested in 758,462,200 Shares representing approximately 40.10% of the total issued share capital of the Company. In the event that the Directors exercised the proposed Share Buy-back Mandate in full, the shareholding interests of GT-PRC would be increased to approximately 44.55% of the issued share capital of the Company.

The Directors consider that such increase in shareholding interests would give rise to an obligation on GT-PRC to make a mandatory offer under Rule 26 of the Takeovers Code but would not reduce the issued share capital in the public to less than 25%, the prescribed minimum percentage required by the Stock Exchange. The Directors do not have any present intention to exercise the proposed Share Buy-back Mandate to such an extent as would give rise to such obligation.

**8. SHARE BUY-BACK MADE BY THE COMPANY**

During the six months preceding the Latest Practicable Date, the Company has not bought back any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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### GENERTEC UNIVERSAL MEDICAL GROUP COMPANY LIMITED 通用環球醫療集團有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 2666)**

**Notice is hereby given** that the Annual General Meeting of Genertec Universal Medical Group Company Limited (the “**Company**”) will be held at Room 1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 28 May 2025 at 10:00 a.m. (the “**Annual General Meeting**”) for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company (the “**Auditor**”) for the year ended 31 December 2024.
2. To declare a final dividend of HK\$0.35 per share for the year ended 31 December 2024.
3. To re-elect retiring Directors as follows:
  - (a) To re-elect Mr. Lin Chunhai as Director;
  - (b) To re-elect Mr. Chow Siu Lui as Director;
  - (c) To re-elect Mr. Xu Zhiming as Director; and
  - (d) To re-elect Mr. Chan, Hiu Fung Nicholas as Director.
4. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
5. To appoint SHINEWING (HK) CPA LIMITED as the Auditor and to authorise the Board to fix their remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

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## NOTICE OF ANNUAL GENERAL MEETING

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**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares (excluding treasury shares, if any) of the Company as at the date of passing of this resolution, (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest 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 to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to issue, allot and deal with additional shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) in the capital of the Company and to make or grant offers, agreements and options, which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares issued and allotted or to be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

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## NOTICE OF ANNUAL GENERAL MEETING

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- (i) a Rights Issue (as defined below); or
- (ii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
- (iii) any issue of shares upon exercise of options under a share option scheme of the Company; or
- (iv) any specific authority granted or to be granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the total number of issued shares (excluding treasury shares, if any) of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest 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 to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

**“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 of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

- 8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be issued and allotted or agreed conditionally or unconditionally to be issued and allotted

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## NOTICE OF ANNUAL GENERAL MEETING

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by the Directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares (excluding treasury shares, if any) of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

For and on behalf of the Board  
**Genertec Universal Medical Group Company Limited**  
**通用環球醫療集團有限公司**  
**Chen Shisu**  
*Chairman of the Board*

Beijing, PRC, 6 May 2025

*Notes:*

1. All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend, speak and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. On a poll, every member who is present in person or by proxy shall have one vote for every fully paid-up share held by him.
3. In order to be valid, the form of proxy and any authority under which it is executed or a copy of the authority certified notarially, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the above meeting or the adjourned meeting (as the case may be). Accordingly, the form of proxy must be delivered to the Company’s share registrar not later than 10:00 a.m. on Monday, 26 May 2025 (Hong Kong time).
4. Deposit of the form of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it and, in such event, the form of proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Friday, 23 May 2025 to Wednesday, 28 May 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 Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 22 May 2025.
6. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Saturday, 14 June 2025 to Wednesday, 18 June 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for



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## NOTICE OF ANNUAL GENERAL MEETING

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the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 13 June 2025.

7. A circular containing further details concerning items 2, 3, 6, 7 and 8 set out in the above notice will be sent to all members of the Company.
8. If a tropical cyclone warning signal number 8 or above is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning or is/are in force at any time after 8:00 a.m. on 28 May 2025, the Annual General Meeting will be postponed. If postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company. Shareholders may contact Customer Service Hotline of Computershare Hong Kong Investor Services Limited at (852) 2862 8555 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.

*As at the date of this announcement, the executive Directors are Mr. Chen Shisu (Chairman), Mr. Wang Wenbing and Ms. Wang Lin; the non-executive Directors are Mr. Chan Kai Kong (Vice-chairman), Mr. Tong Chaoyin, Mr. Zhu Ziyang and Mr. Lin Chunhai; and the independent non-executive Directors are Mr. Li Yinquan, Mr. Chow Siu Lui, Mr. Xu Zhiming and Mr. Chan, Hiu Fung Nicholas.*

This circular (in both English and Chinese versions) has been posted on the Company's website at [www.umcare.cn](http://www.umcare.cn). Shareholders who have chosen to receive the Company's Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) via the Company's website and for any reason have difficulty in gaining access to this circular posted on the Company's website will promptly upon request be sent by post this circular in printed form free of charge. Shareholders may at any time change their choice of means of receipt and language of the Corporate Communications. Shareholders may request for printed copy of the circular free of charge or change their choice of means of receipt and language of the Company's corporate communications by sending reasonable notice in writing to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by sending an email to [unimedical.ecom@computershare.com.hk](mailto:unimedical.ecom@computershare.com.hk).

Shareholders who have chosen to receive the Company's corporate communication in either English or Chinese version will receive both English and Chinese versions of this circular since both languages are bound together into one booklet.