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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)

**(1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 4 to 8 of this circular.

A notice convening the EGM to be held at 11:00 a.m. on Friday, 15 May 2026 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong 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.scom.hk.

Whether or not you are able to attend the EGM, you may complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit at the office of the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy or delivery of an instrument appointing a proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof and, in such event, the form of proxy or the instrument appointing a proxy shall be deemed being revoked.

23 April 2026

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DEFINITIONS

In this circular, the following expressions shall mean:

“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in the board lot size of 5,000 Existing Shares to 1,000 Consolidated Shares
“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
“EGM”	the extraordinary general meeting of the Company to be convened and held at 11:00 a.m. on 15 May 2026 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong for the Shareholders to consider and, if thought fit, approve the resolution relating to the Share Consolidation
“Existing Shares”	ordinary shares of the Company in issue before the Share Consolidation having become effective
“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HKSCC”	The Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 April 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
“Share Consolidation”	the proposed consolidation of every twenty (20) Existing Shares into one (1) Consolidated Share
“Shares”	Existing Shares and/or Consolidated Shares, as the case may be
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Share Consolidation and the Change in Board Lot Size. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Events	Time and Date
Latest date and time for lodging transfer documents in order to qualify for attending and voting at EGM	4:30 p.m. on Monday, 11 May 2026
Closure of register of members for the entitlement to attend and vote at EGM.	Tuesday, 12 May 2026 to Friday, 15 May 2026 (both dates inclusive)
Latest time for lodging proxy form.	11:00 a.m. on Wednesday, 13 May 2026
Record date for attending the EGM.	Friday, 15 May 2026
Proposed date of EGM.	11:00 a.m. on Friday, 15 May 2026
Publication of announcement of results of EGM.	Friday, 15 May 2026
The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size:	
Effective date of Share Consolidation.	Tuesday, 19 May 2026
First day of free exchange of existing share certificates for new share certificates.	Tuesday, 19 May 2026
Commencement of dealings in Consolidated Shares	9:00 a.m. on Tuesday, 19 May 2026
Original counter for trading in Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 19 May 2026
Temporary counter for trading in the Consolidated Shares in board lots of 250 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 19 May 2026

EXPECTED TIMETABLE

Original counter for trading in Consolidated Shares
in new board lots of 1,000 Consolidated Shares
(in the form of new share certificates) re-opens 9:00 a.m. on Wednesday,
3 June 2026

Parallel trading in Consolidated Shares
(in the form of new share certificates and
existing share certificate) commences 9:00 a.m. on Wednesday,
3 June 2026

Designated broker starts to stand in the market to
provide matching services for odd lots of
Consolidated Shares 9:00 a.m. on Wednesday,
3 June 2026

Designated broker ceases to stand
in the market to provide matching services
for odd lots of Consolidated Shares. 4:00 p.m. on Wednesday,
24 June 2026

Temporary counter for trading in Consolidated Shares
in board lots of 250 Consolidated Shares
(in the form of existing share certificates) closes. 4:10 p.m. on Wednesday,
24 June 2026

Parallel trading in Consolidated Shares
in the form of new share certificates and
existing share certificates closes 4:10 p.m. on Wednesday,
24 June 2026

Last day for free exchange of existing
share certificates for new share certificates. Friday, 26 June 2026



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

23 April 2026

To the Shareholders

Dear Shareholders,

**(1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

PROPOSED SHARE CONSOLIDATION

Reference is made to the announcement of the Company dated 17 April 2026 in relation to the proposed Share Consolidation and proposed Change in Board Lot Size. The Company proposes to implement the Share Consolidation on the basis that every twenty (20) Existing Shares in issue will be consolidated into one (1) Consolidated Share.

Effects of the Share Consolidation

As at the Latest Practicable Date, the Company had 2,142,338,669 Existing Shares in issue and the Company had no treasury share. Upon the Share Consolidation becoming effective and assuming that no new Existing Share is issued or repurchased and cancelled from the Latest Practicable Date until the effective date of the Share Consolidation, not less than 107,116,933 Consolidated Shares will be in issue. The Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the Company's articles of association. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise.

LETTER FROM THE BOARD

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

- (i) the passing of the ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under Hong Kong laws (where applicable) and the Listing Rules to effect the Share Consolidation.

As at the Latest Practicable Date, none of the conditions above had been fulfilled. Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is currently expected to be on Tuesday, 19 May 2026.

Listing application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation taking effect.

Subject to the granting of the listing of, and the permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange. Upon the Share Consolidation becoming effective, the Consolidated Shares will not be listed or dealt in on any stock exchange other than the Stock Exchange and no such listing, or permission to deal is being or is currently proposed to be sought.

Adjustments in relation to other securities of the Company

As at the date of this announcement, the Company had no outstanding option, warrant or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in the board lot size of 5,000 Existing Shares. The Company proposes to change the board lot size for trading in the Shares from 5,000 Existing Shares to 1,000 Consolidated Shares subject to and upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.30 per Existing Share (equivalent to the theoretical closing price of HK\$6.00 per Consolidated Share) as at the Latest Practicable Date, (i) the value of each existing board lot of Existing Shares is HK\$1,500; (ii) the value of each board lot of 5,000 Consolidated Shares would be HK\$30,000, assuming the Share Consolidation becoming effective; and (iii) the estimated market value per board lot of 1,000 Consolidated Shares would be HK\$6,000 assuming that the Change in Board Lot Size had also been effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

LETTER FROM THE BOARD

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares, if any, arising from the Share Consolidation, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will arise in respect of only the entire shareholding of a holder of the Consolidated Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling the Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

Exchange of share certificates

Subject to the Share Consolidation having become effective, Shareholders may during the specified period submit share certificates for Existing Shares in light gold colour to the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange, at the expense of the Company, for new share certificates for Consolidated Shares in brown colour. Thereafter, certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each share certificate for Existing Shares cancelled or each new share certificate issued for Consolidated Shares, whichever number of certificates cancelled/issued is higher. Nevertheless, certificates for Existing Shares will continue to be good evidence of legal title and may be exchanged for certificates for Consolidated Shares at any time.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Wednesday, 24 June 2026, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares in light gold colour will only remain effective as documents of title and may be exchanged for share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Ceba Alliance Securities Limited as an agent to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares, from 9:00 a.m. on Wednesday, 3 June 2026 to 4:00 p.m. on Wednesday, 24 June 2026 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Kwan of Ceba Alliance Securities Limited at Flat B, 7/F, Winbase Centre, 208 Queen's Road Central, Hong Kong and at telephone number (852) 3102 4088 during office hours of such period. Shareholders who would like to match odd lots are recommended to make an appointment by dialing the telephone number set out above.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lots trading arrangement, is recommended to consult his/ her/its own professional advisers.

LETTER FROM THE BOARD

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with consolidation or splitting of its securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited has further stated that (i) the market price of the shares at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000. Based on the closing price of HK\$0.30 per Existing Share as at the Latest Practicable Date and the current board lot size of 5,000 Existing Shares, the value per current board lot of 5,000 Existing Shares is HK\$1,500, which is less than HK\$2,000. The Directors consider that the Share Consolidation will bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange. Based on the above-mentioned closing price of HK\$0.30 per Existing Share (equivalent to the theoretical closing price of HK\$6.00 per Consolidated Share), the expected market value of each board lot of 1,000 Consolidated Shares, upon the Share Consolidation and the Change in Board Lot Size having become effective, would be HK\$6,000, which is greater than HK\$2,000 for compliance with the requirements as set out in the guide.

Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size, the implementation of the Share Consolidation and the Change in Board Lot Size will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests of the Shareholders. In addition, the Share Consolidation is intended to make investing in the Shares more attractive to a broader range of investors, particularly the institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below certain prescribed floors and thus help to broaden the shareholder base of the Company.

Although the Share Consolidation and the Change in Board Lot Size may lead to the creation of odd lots of Shares owned by the Shareholders, the Company has designated Ceba Alliance Securities Limited to stand in the market to provide matching services for odd lots of Shares for a period of not less than three weeks, which is expected to help alleviate the difficulties caused by the creation of odd lots of Shares.

Accordingly, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are beneficial to and in the interest of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions or arrangement, including share consolidation, share sub-division and capital reduction, in the next 12 months, which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Change in Board Lot Size. The Company also has no concrete plans to conduct any equity fundraising in the next 12 months. However, the Company is from time to time looking for investors to broaden its investor base and will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

EGM

The EGM will be held at 11:00 a.m. on Friday, 15 May 2026 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong for the Shareholders to consider and, if though fit, approve the Share Consolidation and the matters contemplated thereunder. The notice convening the EGM is set out on pages EGM-1 and EGM-2 of this circular. All the resolution 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 resolution at the EGM and therefore no Shareholder is required to abstain from voting at the EGM.

LETTER FROM THE BOARD

A form of proxy for use at the EGM 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 EGM 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 EGM, 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 proposed Share Consolidation and Change in Board Lot Size are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommend the Shareholders to vote in favour of the resolution approving the Share Consolidation 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 Tuesday, 12 May 2026 to Friday, 15 May 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 Monday, 11 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.

Shareholders and potential investors of the Company should be aware of and take note that the Share Consolidation is conditional upon satisfaction of the conditions set out in the paragraph headed "Conditions of the Share Consolidation" and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Accordingly, the Share Consolidation and the Change in Board Lot Size may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

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 OF EGM

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 15 May 2026 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong for the following purpose:

ORDINARY RESOLUTION

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

“**THAT** subject to and conditional upon, among others, the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) of the listing of, and permission to deal in, the Consolidated Shares (as defined below) and the compliance with the relevant procedures and requirements under the applicable laws of Hong Kong (where applicable) and the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) to effect the Share Consolidation (as defined below), with effect from the later of: (a) the second business day immediately following the day of passing of this resolution or (b) the date on which all such conditions are fulfilled::

- (a) every twenty (20) ordinary shares in issue in the share capital of the Company be consolidated into one (1) ordinary share (each a “Consolidated Share”) (the “Share Consolidation”) and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company;
- (b) all fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the director(s) of the Company may think fit; and
- (c) any one of the director(s) of the Company be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he or she considers necessary, desirable or expedient to give effect to, implement and complete the Share Consolidation and all of the foregoing.”

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

Hong Kong, 23 April 2026

NOTICE OF EGM

Notes:

- (1) A member being entitled to attend and vote at the above meeting 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 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 meeting, 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 meeting 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 meeting.
- (4) Return of the form of proxy or that instrument appointing a proxy will not preclude a member from attending the meeting and voting in person at the meeting if he/she/it so desires. If a member attends the meeting 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 EGM, the register of members of the Company will be closed from Tuesday, 12 May 2026 to Friday, 15 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 EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, no later than 4:30 p.m. on Monday, 11 May 2026.