

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

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

If you have sold or transferred all your shares in Beijing Chunlizhengda Medical Instruments Co., Ltd.\* (北京市春立正達醫療器械股份有限公司), you should at once hand this circular to the purchaser or transferee or to the bank or stockbroker or other licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

---



北京市春立正達醫療器械股份有限公司

**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1858)

### 2024 PROFIT DISTRIBUTION PLAN

### REMUNERATION FOR DIRECTORS OF THE COMPANY FOR 2025

### ANNUAL REPORT FOR THE YEAR 2024 AND ITS SUMMARY

### FINANCIAL REPORT FOR THE YEAR 2024

### 2024 PERFORMANCE REPORT OF

### THE INDEPENDENT NON-EXECUTIVE DIRECTORS

### REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2024

### REMUNERATION FOR SUPERVISORS OF THE COMPANY FOR 2025

### REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2024

### RE-APPOINTMENT OF AUDITORS (DOMESTIC AND OVERSEAS)

### AND INTERNAL CONTROL AUDITOR FOR 2025

### SHAREHOLDER DIVIDEND DISTRIBUTION PLAN

### FOR THE NEXT THREE YEARS (2024–2026)

### GRANTING THE GENERAL MANDATE TO THE BOARD

### TO REPURCHASE H SHARES

### NOTICE OF THE 2024 ANNUAL GENERAL MEETING

### AND

### NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

---

The 2024 Annual General Meeting and Class Meetings will be held at 2:00 p.m., on Thursday, 26 June 2025 at No. 10 Xinmi Xi Er Road, Southern District of Tongzhou Economic Development Zone, Tongzhou District, Beijing, the PRC.

The forms of proxy for use at the 2024 Annual General Meeting and the H Shareholders' Class Meeting are enclosed and are also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.clzd.com>). If you intend to appoint a proxy to attend the 2024 Annual General Meeting and/or the H Shareholders' Class Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the 2024 Annual General Meeting and/or the H Shareholders' Class Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the 2024 Annual General Meeting and/or the H Shareholders' Class Meeting and voting in person if you so wish.

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> . . . . .	1
<b>LETTER FROM THE BOARD</b> . . . . .	4
<b>APPENDIX I — REMUNERATION PLAN FOR THE DIRECTORS FOR 2025</b> . . . . .	14
<b>APPENDIX II — 2024 PERFORMANCE REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS</b> . . . . .	15
<b>APPENDIX III — REMUNERATION PLAN FOR THE SUPERVISORS FOR 2025</b> . . . . .	16
<b>APPENDIX IV — SHAREHOLDER DIVIDEND DISTRIBUTION PLAN FOR THE NEXT THREE YEARS (2024–2026)</b> . . . . .	17
<b>APPENDIX V — EXPLANATORY STATEMENT</b> . . . . .	23
<b>NOTICE OF 2024 ANNUAL GENERAL MEETING</b> . . . . .	27
<b>NOTICE OF THE H SHAREHOLDERS' CLASS MEETING</b> . . . . .	31

---

## DEFINITIONS

---

*Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:*

“2024 Annual General Meeting”	the annual general meeting of the Company to be held at 2:00 p.m., on Thursday, 26 June 2025 at No. 10 Xinmi Xi Er Road, Southern District of Tongzhou Economic Development Zone, Tongzhou District, Beijing, the PRC
“A Share(s)”	the ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in RMB and are listed for trading on the STAR Market of Shanghai Stock Exchange
“A Shareholder(s)”	the holder(s) of A Share(s)
“A Shareholders’ Class Meeting”	the A Shareholders’ class meeting of the Company to be held at 2:00 p.m. (or the time immediately after the conclusion of the 2024 Annual General Meeting) on Thursday, 26 June 2025
“Articles of Association”	the articles of association of the Company currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“Class Meetings”	the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting
“Company”	Beijing Chunlizhengda Medical Instruments Co., Ltd.* (北京市春立正達醫療器械股份有限公司), a joint stock limited company incorporated in the People’s Republic of China with limited liability, the A Shares of which are listed on the STAR Market of Shanghai Stock Exchange (stock code: 688236) and the H Shares of which are listed on the Hong Kong Stock Exchange (stock code: 1858)
“CSRC”	China Securities Regulatory Commission

---

## DEFINITIONS

---

“Director(s)”	director(s) of the Company
“H Share(s)”	ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	the holder(s) of H Shares
“H Shareholders’ Class Meeting”	the H Shareholders’ class meeting of the Company to be held at 2:00 p.m. (or the time immediately after the conclusion of the A Shareholders’ Class Meeting) on Thursday, 26 June 2025
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	27 May 2025, being the latest practicable date prior to the issue of this circular for ascertaining certain information contained in this circular
“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	the general mandate to be granted to the Board at the 2024 Annual General Meeting and Class Meetings to exercise the power of the Company to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue (excluding treasury shares) at the time when the relevant resolution proposed for granting such mandate for repurchasing H Shares is passed at the 2024 Annual General Meeting, the Class Meetings, respectively

---

## DEFINITIONS

---

“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Shareholders”	holders of the Company’s Share(s)
“Shares”	ordinary share(s) of RMB1.00 each in the share capital of the Company
“SSE”	the Shanghai Stock Exchange
“Supervisor(s)”	supervisor(s) of the Company
“treasury shares”	has the meaning ascribed to it under the Listing Rules

\* *For identification purposes only*



北京市春立正達醫療器械股份有限公司  
**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***  
(A joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1858)

*Executive Directors:*

Ms. Shi Wenling (*Chairman*)  
Mr. Shi Chunbao  
Ms. Yue Shujun  
Mr. Xie Feng Bao

*Non-executive Director:*

Mr. Wang Xin

*Independent Non-executive Directors:*

Ms. Xu Hong  
Mr. Wong Tak Shing  
Mr. Weng Jie

*Registered Office and Headquarters  
in the PRC:*

No. 10 Xinmi Xi Er Road  
Southern District of Tongzhou  
Economic Development Zone  
Tongzhou District  
Beijing  
the PRC  
Postal Code: 101112

*Principal Place of Business  
in Hong Kong:*  
20th Floor, Winbase Centre  
208 Queen's Road Central  
Sheung Wan  
Hong Kong

*To the Shareholders*

Dear Sir or Madam,

**2024 PROFIT DISTRIBUTION PLAN  
REMUNERATION FOR DIRECTORS OF THE COMPANY FOR 2025  
ANNUAL REPORT FOR THE YEAR 2024 AND ITS SUMMARY  
FINANCIAL REPORT FOR THE YEAR 2024  
2024 PERFORMANCE REPORT OF  
THE INDEPENDENT NON-EXECUTIVE DIRECTORS  
REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2024  
REMUNERATION FOR SUPERVISORS OF THE COMPANY FOR 2025  
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2024  
RE-APPOINTMENT OF AUDITORS (DOMESTIC AND OVERSEAS)  
AND INTERNAL CONTROL AUDITOR FOR 2025  
SHAREHOLDER DIVIDEND DISTRIBUTION PLAN  
FOR THE NEXT THREE YEARS (2024–2026)  
GRANTING THE GENERAL MANDATE TO THE BOARD  
TO REPURCHASE H SHARES  
NOTICE OF THE 2024 ANNUAL GENERAL MEETING  
AND  
NOTICE OF THE H SHAREHOLDERS' CLASS MEETING**

---

## LETTER FROM THE BOARD

---

### INTRODUCTION

The purpose of this circular is to give you notice of the 2024 Annual General Meeting and the Class Meetings and to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the 2024 Annual General Meeting and/or the Class Meetings (where applicable), which includes, among other things:

- (1) consider and approve the profit distribution plan for 2024;
- (2) consider and approve the remuneration of the Directors of the Company for 2025;
- (3) consider and approve the annual report for 2024 and its summary;
- (4) consider and approve the financial report for the year 2024;
- (5) consider and approve the 2024 performance report of the independent non-executive Directors;
- (6) consider and approve the report of the Board of Directors for 2024;
- (7) consider and approve the remuneration of Supervisors of the Company for 2025;
- (8) consider and approve the report of the Board of Supervisors for 2024;
- (9) consider and approve the re-appointment of auditors (domestic and overseas) and internal control auditor for 2025;
- (10) consider and approve the shareholder dividend distribution plan for the next three years (2024–2026); and
- (11) consider and approve the grant of the general mandate to the Board of Directors to repurchase the H Shares of the Company.

The item (11) as mentioned above is required to be proposed at the 2024 Annual General Meeting and Class Meetings for consideration in the form of special resolutions.

---

## LETTER FROM THE BOARD

---

### PROFIT DISTRIBUTION PLAN FOR 2024

An ordinary resolution will be proposed at the 2024 Annual General Meeting to consider and approve the 2024 Profit Distribution Plan of the Company.

As audited by WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合夥)), the Company's audited consolidated net profit attributable to the owners of the parent company for 2024 was approximately RMB125 million. The actual profit available for distribution in 2024 was approximately RMB135 million. The Board of Directors reviewed and approved the Profits Distribution Plan for 2024 of the Company on 28 March 2025.

According to the Profits Distribution Plan of the Company, the Company proposes to distribute a final dividend of RMB0.49 (tax inclusive) per 10 shares to all shareholders (31 December 2023: RMB3.62 (tax inclusive) per 10 shares). As of 31 December 2024, the total share capital of the Company was 383,568,500 shares, and after deducting the number of shares held by the A-share repurchase account of 868,145 shares, the actual number of shares participating in the profit distribution was 382,700,355 shares, and based on this calculation, a total of RMB18,752,317.40 (tax inclusive) was proposed to be paid out as final dividend. The amount of such final dividend accounts for 15.00% of the net profit attributable to ordinary shareholders of the listed company in the consolidated statement. As the Company had distributed an interim dividend of RMB31,764,129.47, the total amount of cash dividend for the year shall be RMB50,516,446.87 (tax inclusive), accounting for 40.42% of the net profit attributable to ordinary shareholders of the listed company in the consolidated statement. If the total share capital of the Company changes as a result of conversion of convertible bonds, share repurchase, share buyback and cancellation of share repurchase under share incentive scheme, share buyback and cancellation of share repurchase under major asset reorganization during the period from the date of disclosure of this circular to the date of registration of the rights to implementation of the profit distribution, the Company intends to maintain the amount of the final dividend per share as it is and adjust the total amount of the distribution accordingly, and will make a separate announcement of the specific adjustments. The Company did not distribute bonus shares and carry out any capitalization of capital reserve in 2024.

The final dividend payable to the shareholders of H Shares will be paid in Hong Kong dollars, while the final dividend payable to the shareholders of A Shares will be paid in Renminbi. The applicable exchange rate shall be the mid-rate of the average exchange rate of the relevant foreign exchange published on the website of the People's Bank of China seven business days prior to the date of approval of the dividend. The final dividend is expected to be paid on or before 31 July 2025 to shareholders whose names appear on the register of members of the

---

## LETTER FROM THE BOARD

---

Company as at 3 July 2025 in respect of H Shares. The Company will publish a separate announcement on the Shanghai Stock Exchange regarding the payment of final dividend to shareholders of A Shares after the annual general meeting.

### WITHHOLDING AND PAYMENT OF DIVIDEND TAX

In accordance with the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules effective on 1 January 2008, where a PRC domestic enterprise distributes dividends for financial periods beginning from 1 January 2008 to non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, the Company will, after withholding 10% of the final dividend as enterprise income tax, distribute the final dividend to non-resident enterprise shareholders, i.e. any shareholders who hold the Company's shares in the name of non-individual shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or holders of H Shares registered in the name of other organizations and groups.

According to regulations by the State Administration of Taxation (Guo Shui Han [2011] No. 348) (《國家稅務總局國稅函[2011]348號》) and relevant laws and regulations, if the individual holders of H shares are residents of Hong Kong or Macau or those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these shareholders. However, if otherwise provided by tax laws, relevant tax treaties or notices, the tax will be withheld in accordance with the relevant requirements and tax levy and administration requirements.

According to the requirements of the Notice on the Tax Policies Concerning the Pilot Program of the Shanghai-Hong Kong Stock Connect published by the Ministry of Finance, the State Administration of Taxation and the CSRC (Cai Shui [2014] No. 81) (《財政部、國家稅務總局、中國證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號) ), H-share companies shall withhold an individual income tax at the rate of 20% on dividends from the H shares of the company invested by mainland individual investors on the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect. For dividends of the shares listed on the Hong Kong Stock Exchange received by mainland securities investment funds from investment through the Shanghai-Hong Kong Stock Connect, individual income tax shall be calculated in accordance with the above requirements. For dividends of the shares listed on the Hong Kong Stock Exchange received by mainland enterprise investors from investment through the Shanghai-Hong Kong Stock Connect, H-share companies shall not withhold income tax of dividends, and mainland enterprise investors shall report and pay the tax amount by themselves. In particular, the dividends received by resident enterprises in mainland which hold H shares for at least 12 consecutive months shall be exempted from enterprise income tax according to law.

---

## **LETTER FROM THE BOARD**

---

According to the requirements of the Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect published by the Ministry of Finance, the State Administration of Taxation and the CSRC (Cai Shui [2016] No. 127) (《財政部、國家稅務總局、中國證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號) ), H-share companies shall withhold an individual income tax at the rate of 20% on dividends from the H shares of the company invested by mainland individual investors on the Hong Kong Stock Exchange through the Shenzhen-Hong Kong Stock Connect. For dividends of the shares listed on the Hong Kong Stock Exchange received by mainland securities investment funds from investment through the Shenzhen-Hong Kong Stock Connect, individual income tax shall be calculated in accordance with the above requirements. For dividends of the shares listed on the Hong Kong Stock Exchange received by mainland enterprise investors from investment through the Shenzhen-Hong Kong Stock Connect, H-share companies shall not withhold income tax of dividends, and mainland enterprise investors shall report and pay the tax amount by themselves. In particular, the dividends received by resident enterprises in mainland which hold H shares for at least 12 consecutive months could be exempted from enterprise income tax according to law.

### **REMUNERATION FOR DIRECTORS OF THE COMPANY FOR 2025**

An ordinary resolution will be proposed at the 2024 Annual General Meeting to consider and approve the remuneration for Directors of the Company for 2025.

In accordance with the current economic environment, the regions of operations of the Company, industry and scale of the Company and with reference to remuneration of the industry, the Company has formulated the Remuneration Plan for the Directors for 2025, which is set out in Appendix I to this circular.

### **ANNUAL REPORT FOR THE YEAR 2024 AND ITS SUMMARY**

An ordinary resolution will be proposed at the 2024 Annual General Meeting to approve the Company's 2024 annual report and its summary. Please refer to the Company's annual report for the year 2024 published on the websites of the Hong Kong Stock Exchange and the Company on 29 April 2025.

### **FINANCIAL REPORT FOR THE YEAR 2024**

An ordinary resolution will be proposed at the 2024 Annual General Meeting to approve the financial report for the year 2024. The audited financial statements prepared in compliance with the China Accounting Standards and the auditor's report for the year 2024 have been set out in the Company's 2024 annual report.

---

## **LETTER FROM THE BOARD**

---

### **2024 PERFORMANCE REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS**

An ordinary resolution will be proposed at the 2024 Annual General Meeting to approve the 2024 performance report of the independent non-executive Directors.

The full text of the performance report of the independent non-executive Directors is set out in Appendix II of this circular.

### **REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2024**

An ordinary resolution will be proposed at the 2024 Annual General Meeting to approve the report of the Board of Directors for the year 2024. Please refer to the report of the Board of Directors as set out in the Company's annual report for the year 2024.

### **REMUNERATION FOR SUPERVISORS OF THE COMPANY FOR 2025**

An ordinary resolution will be proposed at the 2024 Annual General Meeting to consider and approve the remuneration for Supervisors of the Company for 2025.

In accordance with the relevant laws and regulations, requirements of regulatory documents, and the Articles of Association, together with the remuneration levels of the operation industries and regions of the Company, the annual operating condition and job responsibilities, the Company has formulated the Remuneration Plan for the Supervisors for 2025, which is set out in Appendix III to this circular.

### **REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2024**

An ordinary resolution will be proposed at the 2024 Annual General Meeting to approve the report of the Board of Supervisors for the year 2024. Please refer to the report of the Board of Supervisors as set out in the Company's annual report for the year 2024.

### **RE-APPOINTMENT OF AUDITORS (DOMESTIC AND OVERSEAS) AND INTERNAL CONTROL AUDITORS FOR 2025**

An ordinary resolution will be proposed at the 2024 Annual General Meeting to consider and approve the re-appointment of WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合夥)) as the auditors (domestic and overseas) and internal control auditors of the Company for 2025, from the date of the resolution of the Company's 2024 Annual General Meeting until the conclusion of the Company's 2025 annual general meeting, and that the Board be authorized to fix its remuneration.

---

## LETTER FROM THE BOARD

---

### SHAREHOLDER DIVIDEND DISTRIBUTION PLAN FOR THE NEXT THREE YEARS (2024–2026)

An ordinary resolution will be proposed at the 2024 Annual General Meeting and the Class Meetings to consider and approve the shareholder dividend distribution plan for the next three years (2024–2026).

The Shareholder Dividend Distribution Plan for the Next Three Years (2024–2026) is included in Appendix IV in this circular.

### GRANTING THE GENERAL MANDATE TO THE BOARD OF DIRECTORS TO REPURCHASE H SHARES

A special resolution will be proposed at the 2024 Annual General Meeting and the Class Meetings to consider and approve the proposal on granting the general mandate to the Board to repurchase H Shares of the Company.

It is proposed that a general mandate be granted to the Board to repurchase H Shares of the Company not exceeding 10% of its total number of the H Shares in issue (excluding treasury shares) when the Repurchase Mandate is approved at the 2024 Annual General Meeting and the Class Meetings with reference to market conditions, funding arrangements and the needs of the Company and in accordance with the relevant laws and regulations, the Articles of Association, requirements of securities regulatory authorities of the places where the shares of the Company are listed and any other relevant government or regulatory authorities in the PRC when the Board believes that such repurchase is beneficial to the Company and the Shareholders as a whole.

It is proposed that the authorization granted to the Board by the 2024 Annual General Meeting and the Class Meetings includes but not limited to:

- i) formulating and implementing specific repurchase plan, including but not limited to repurchase price(s), number of H Shares to be repurchased, timing(s) of repurchase and period(s) of repurchase, etc;
- ii) notifying creditors and making announcement(s) in accordance with the requirements of the Company Law of the PRC, other laws and regulations and the Articles of Association;
- iii) opening overseas stock accounts, capital accounts and carrying out relevant procedures of change in foreign exchange registration;

---

## LETTER FROM THE BOARD

---

- iv) carrying out relevant approval, filing and/or disclosure procedures (if necessary) in accordance with laws, regulations, the Articles of Association and requirements of the securities regulatory authorities of the places where the shares of the Company are listed and any other relevant government or regulatory authorities in the PRC;
- v) carrying out the cancellation procedure of the repurchased H Shares, reducing the registered capital of the Company, amending the Articles of Association in relation to the total amount of share capital, share capital structure and other relevant contents and carrying out the legal registration and filing procedures in the PRC and overseas; and
- vi) executing all documents and dealing with other matters in relation to the repurchase of H Shares.

The General Mandate will expire on the earlier of:

- (a) the conclusion of the annual general meeting of the Company for the year 2025; or
- (b) the date on which the authorization granted by the relevant special resolution is revoked or varied by a special resolution at the general meeting, the class meeting of the holders of H Shares and the class meeting of the holders of A Shares of the Company (the “**Relevant Period**”).

The Explanatory Statement of the Repurchase Mandate is set out in Appendix V to this circular, which contains further details of the Repurchase Mandate.

### **2024 ANNUAL GENERAL MEETING AND CLASS MEETING**

The 2024 Annual General Meeting, A Shareholders’ Class Meeting and H Shareholders’ Class Meeting of the Company will be held at 2:00 p.m., immediately after the conclusion of the 2024 Annual General Meeting and immediately after the conclusion of the A Shareholders’ Class Meeting, respectively, on Thursday, 26 June 2025 at No. 10 Xinmi Xi Er Road, Southern District of Tongzhou Economic Development Zone, Tongzhou District, Beijing. The notice to convene the 2024 Annual General Meeting and notice to convene the H Shareholders’ Class Meeting are published on Tuesday, 27 May 2025 and are set out on pages 27 to 30 and 31 to 34 of this circular respectively and the forms of proxy for use at the 2024 Annual General Meeting and H Shareholders’ Class Meeting are also enclosed hereto.

---

## LETTER FROM THE BOARD

---

In order to be qualified to attend and vote at the 2024 Annual General Meeting and the H Shareholders' Class Meeting, holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the office of the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Friday, 20 June 2025.

Holders of H Shares whose names appear on the Company's register of members at the close of business on Friday, 20 June 2025 are entitled to attend and vote at the 2024 Annual General Meeting and the H Shareholders' Class Meeting.

The forms of proxy for use at the 2024 Annual General Meeting and H Shareholders' Class Meeting are published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.clzd.com>) on Tuesday, 27 May 2025. If you intend to appoint a proxy to attend the 2024 Annual General Meeting and/or H Shareholders' Class Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the 2024 Annual General Meeting and/or the H Shareholders' Class Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the 2024 Annual General Meeting and/or the H Shareholders' Class Meeting and voting in person if you so wish.

As Mr. Shi Chunbao and Ms. Yue Shujun are controlling shareholders (as defined in the Listing Rules) and executive Directors of the Company, Mr. Shi Chunbao and Ms. Yue Shujun will abstain from voting on the relevant resolution in relation to the Remuneration Plan for the Directors for 2025. Save as mentioned above, as at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the proposed resolutions at the 2024 Annual General Meeting and the H Shareholders' Class Meeting.

### **PROCEDURES FOR VOTING AT THE 2024 ANNUAL GENERAL MEETING AND CLASS MEETINGS**

According to Rule 13.39(4) of the Hong Kong Listing Rules, the vote of Shareholders at the 2024 Annual General Meeting will be taken by poll. Accordingly, all the resolutions could be taken by poll at the 2024 Annual General Meeting and the Class Meetings pursuant to the Articles of Association.

---

## LETTER FROM THE BOARD

---

### RESPONSIBILITY STATEMENT

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 are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

As Mr. Shi Chunbao and Ms. Yue Shujun are controlling shareholders (as defined in the Listing Rules) and executive Directors of the Company, Mr. Shi Chunbao and Ms. Yue Shujun have abstained from voting on the relevant Board resolution in relation to the Remuneration Plan for the Directors for 2025. Save as mentioned above, none of the Directors has any material interest in the resolutions to be proposed at the 2024 Annual General Meeting and the H Shareholders' Class Meeting. The Directors believe that the proposals mentioned above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the resolutions to be proposed at the 2024 Annual General Meeting and/or the Class Meetings as set out in the notices of the 2024 Annual General Meeting and/or the Class Meetings.

By order of the Board

**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***

**Shi Wenling**

*Chairman*

Beijing, the PRC

27 May 2025

\* *For identification purposes only*

---

## **APPENDIX I REMUNERATION PLAN FOR THE DIRECTORS FOR 2025**

---

**Dear Shareholders and proxies,**

In consideration of the current economic environment, the geographical location of the Company, its industry, scale and other actual circumstances, along with reference to the remuneration benchmarks of the industry, the Company has formulated the Remuneration Plan for the Directors of the Company for 2025 (hereinafter as the “**Plan**”).

**I. The Plan applies to:** the Directors of the Company

**II. Applicable period of the Plan:** from 1 January 2025 to 31 December 2025

**III. Remuneration criteria of the Plan:**

**1. Remuneration of executive Directors**

Executive Directors are remunerated according to their performance appraisal in accordance with the specific management positions they hold in the Company and are no longer separately remunerated as Directors. The specific remuneration of the executive Directors will be considered by the Board.

**2. Remuneration of non-executive Directors (including independent non-executive Directors)**

Non-executive Directors (including independent non-executive Directors) receive fix remunerations, of which Wang Xin, a non-executive Director, Weng Jie and Xu Hong, independent non-executive Directors, receive a remuneration of RMB100,000/year (before tax) and Wong Tak Shing, an independent non-executive Director, receives a remuneration of RMB175,800/year (before tax).

This proposal was considered and approved at the twenty-second meeting of the fifth session of the Board of the Company convened on 28 March 2025, and is submitted to the 2024 Annual General Meeting for consideration.

**Dear Shareholders and proxies,**

In 2024, the Company's Directors, Supervisors, senior management and related personnel have given strong support and cooperation to the independent non-executive Directors in performing their duties, and we would like to express our sincere gratitude. The independent non-executive Directors of the Company shall discharge their duties based on the principles of objectiveness, fairness and independence, with integrity and diligence, and in strict compliance with the relevant regulations such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Articles of Association. The independent non-executive Directors carefully reviewed various meeting proposals, financial reports and other documents submitted by the Company, participated in the decision-making of material matters of the Company, fully performed the roles of independent non-executive Directors and safeguarded the interests of the Company as a whole and the legitimate rights of the Shareholders (especially small and medium Shareholders).

In 2025, the independent non-executive Directors will continue to comply with the requirements of relevant laws, regulations and the Articles of Association, uphold their commitment to accountability to all Shareholders, maintain effective communication with the Company's management and express their opinions independently and objectively. Meanwhile, they will leverage their professional expertise and experience to provide suggestions and recommendations for the Company's development, playing an active role in continuously enhancing and improving corporate governance and promoting the stable and sound operation of the Company.

This proposal was approved at the twenty-second meeting of the fifth session of the Board and the fourteenth meeting of the fifth session of the Board of Supervisors of the Company convened on 28 March 2025. For details, please refer to the 2024 Performance Report of the Independent Directors of Beijing Chunlizhengda Medical Instruments Co., Ltd.\* disclosed on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) by the Company on 29 March 2025. This proposal is submitted to the 2024 Annual General Meeting for consideration.

\* *For identification purpose only*

**Dear Shareholders and proxies,**

According to relevant laws and regulations, the provisions of regulatory documents, and the Articles of Association, together with the remuneration levels in the industries and regions where the Company is located, the annual operating conditions and the responsibilities of the positions, the Supervisors who serve in the Company shall, based on the performance of the Company, service contracts entered into with the Company, and their individual annual assessments, no longer be separately remunerated for acting as Supervisors.

This proposal has been considered and approved at the fourteenth meeting of the fifth session of the Board of Supervisors of the Company convened on 28 March 2025, and hereby is submitted to the 2024 Annual General Meeting for consideration.

---

## APPENDIX IV      SHAREHOLDER DIVIDEND DISTRIBUTION PLAN FOR THE NEXT THREE YEARS (2024–2026)

---

**Dear Shareholders and proxies,**

In order to further enhance the awareness of rewarding Shareholders, improve the profit distribution system, and further promote the establishment of a scientific, sustainable, and stable dividend mechanism within the Company to protect the reasonable investment returns of investors, the Company has formulated the Shareholder Dividend Distribution Plan for the Next Three Years (2024–2026) in accordance with relevant laws, regulations, and regulatory documents, including the Company Law of the People's Republic of China, the Notice on Further Implementing Cash Dividends for Listed Companies (CSRC Circular [2012] No. 37) (《關於進一步落實上市公司現金分紅有關事項的通知》(證監發[2012]37號)) issued by China Securities Regulatory Commission, the Guidelines for the Supervision of Listed Companies No. 3 — Cash Dividends for Listed Companies (Revised in 2023)" (CSRC Announcement [2023] No. 61) (《上市公司監管指引第3號 — 上市公司現金分紅(2023修訂)》(中國證券監督管理委員會公告[2023]61號)), as well as the provisions of the articles of association of Beijing Chunlizhengda Medical Instruments Co., Ltd. (hereinafter as the "**Articles of Association**"), and in consideration of the Company's future business development plans, profitability, cash flow status, and other factors.

### **Shareholder Dividend Distribution Plan for the Next Three Years (2024–2026)**

In order to further enhance the awareness of rewarding shareholders, improve the profit distribution system, and further promote the establishment of a scientific, sustainable, and stable dividend mechanism to protect the reasonable investment returns of investors, the Company has formulated the Shareholder Dividend Distribution Plan for the Next Three Years (2024–2026) (hereinafter as the "**Plan**") in accordance with relevant laws, regulations, and regulatory documents, including the Company Law of the People's Republic of China, the Notice on Further Implementing Cash Dividends for Listed Companies (CSRC Circular [2012] No. 37) (《關於進一步落實上市公司現金分紅有關事項的通知》(證監發[2012]37號)) issued by China Securities Regulatory Commission, the Guidelines for the Supervision of Listed Companies No. 3 — Cash Dividends for Listed Companies (Revised in 2023) (CSRC Announcement [2023] No. 61) (《上市公司監管指引第3號 — 上市公司現金分紅(2023修訂)》(中國證券監督管理委員會公告[2023]61號)), as well as the provisions of the articles of association of Beijing Chunlizhengda Medical Instruments Co., Ltd. (hereinafter as the "**Articles of Association**"), and in consideration of the Company's future business development plans, profitability, cash flow status, and other factors. The details are as follows:

---

## APPENDIX IV      SHAREHOLDER DIVIDEND DISTRIBUTION PLAN FOR THE NEXT THREE YEARS (2024–2026)

---

### I. Factors Considered in Developing the Plan

Based on its future development strategy and taking into account factors such as its profitability, business model, development stage, investment capital demand, cash flow status, shareholder returns, social capital costs and external financing environment, the Company balances shareholders' investment returns and its future development funding needs through the establishment of a scientific, stable and sustainable profit distribution mechanism, aiming to ensure the rationality and continuity of profit distribution.

### II. Basic Principles of Profit Distribution Policy

The Plan has been formulated in accordance with the Articles of Association and relevant laws and regulations, fully considering and listening to the opinions of shareholders (especially minor shareholders), independent directors and supervisors, attaching importance to reasonable investment returns to public shareholders, aiming at sustainable development and safeguarding the rights and interests of shareholders, fully protecting the legitimate rights and interests of investors and taking into account the long-term interests and sustainable development of the Company. The Company maintains the continuity and stability of its profit distribution policy and adheres to the principle of distributing profits in accordance with the statutory sequence and the principle of equal rights and benefits for the same shares.

### III. Specific Dividend Distribution Plan for the Next Three Years (2024–2026)

#### 1. *Form of profit distribution*

The Company distributes dividends in cash or in a combination of cash and shares, among which, the distribution of dividends in cash is preferred. Cash dividends shall be used for profit distribution if the conditions for cash dividends are met. The Company may distribute profits in the form of share dividends at the same time as implementing cash dividends, provided that the Company's capital scale and equity structure are reasonable.

#### 2. *Interval of profit distribution*

In principle, the Company will pay cash dividends once a year if the conditions for dividend distribution are met. The board of directors of the Company may propose the Company to pay interim dividends based on the current profit scale, cash flow status, development stage and capital demand.

---

**APPENDIX IV      SHAREHOLDER DIVIDEND DISTRIBUTION PLAN FOR  
THE NEXT THREE YEARS (2024–2026)**

---

**3. *Specific conditions and ratios of cash and share dividends***

- (1) On the premise that the Company is profitable for the year and its accumulated undistributed profits are positive and sufficient for the Company to maintain continuous operation and long-term development, if the Company has no major capital expenditure arrangements, the Company should give priority to distributing dividends in cash, and the profits to be distributed by the Company in cash each year shall not be less than 10% of the profits available for distribution to shareholders in the year. The specific dividend ratio for each year will be proposed by the board of directors based on the Company's annual profits and future capital utilization plan.
- (2) When the Company is in good operating conditions and the board of directors believes that the earnings per share and share price of the Company do not match its capital scale and capital structure, the Company may distribute profits by issuing share dividends while satisfying the above-mentioned cash dividend ratio. When determining the specific amount of profits to be distributed in the form of shares, the Company should fully consider whether the total share capital after the distribution of profits in the form of shares is consistent with the Company's current operating scale and profit growth rate, and take account of the impact on future debt financing costs to ensure that the profit distribution plan is in line with the overall and long-term interests of all shareholders.
- (3) The board of directors of the Company shall comprehensively consider the characteristics of the industry in which the Company is located, its stage of development, its own business model, its profitability and whether it has major capital expenditure arrangements, distinguish the following situations, and propose differentiated cash dividend policies in accordance with the procedures prescribed in the Articles of Association.
  - A. If the Company is in a mature stage of development and has no major capital expenditure arrangements, when distributing profits, the cash dividends should account for at least 80% of the profit distribution;
  - B. If the Company is in a mature stage of development and has major capital expenditure arrangements, when distributing profits, the cash dividends should account for at least 40% of the profit distribution;
  - C. If the Company is in the growth stage of development and has major capital expenditure arrangements, when distributing profits, the cash dividends should account for at least 20% of the profit distribution;

---

## **APPENDIX IV      SHAREHOLDER DIVIDEND DISTRIBUTION PLAN FOR THE NEXT THREE YEARS (2024–2026)**

---

- D. If the Company's development stage is difficult to distinguish but there are major capital expenditure arrangements, the Company may follow the provisions of the preceding paragraph.

(4) The above-mentioned major capital expenditures refer to any of the following:

- A. The Company's cumulative expenditures on external investment, acquisition or purchase of assets in the next twelve months reaches or exceeds RMB50 million;
- B. The net cash flow from operating activities for the year is negative;
- C. Other circumstances prescribed by the CSRC or the Shanghai Stock Exchange.

### **IV. Decision-making Procedures and Mechanisms for Profit Distribution Plans**

- 1. The board of directors of the Company formulates and approves the profit distribution plan. The board of directors of the Company formulates annual or interim dividend plans based on specific operating data, fully considering the Company's profitability, cash flow status, development stage and current capital needs and taking into account the opinions of independent directors, the board of supervisors and public investors. When the board of directors reviews the profit distribution plan, it will only be approved with the consent of more than half of all directors and more than half of the independent directors. When reviewing the specific cash dividend plan, the board of directors should carefully study and verify the timing, conditions, minimum ratio, adjustment conditions and decision-making procedures of the Company's cash dividends. Independent directors have the right to express clear independent opinions on the profit distribution plan. The profit distribution plan shall be formulated and approved by the board of directors and then submitted to the shareholders' meeting for deliberation.
- 2. The board of supervisors shall supervise the board of directors and management's implementation of the Company's profit distribution policy and shareholder return plan and the decision-making process, and in the event that there are profits for the year but no profit distribution plan is proposed, the board of supervisors shall make special explanations and opinions on the implementation of relevant policies and plans. The board of supervisors shall review the specific profit distribution plan proposed by the board of directors which shall be approved by more than half of all supervisors of the board of supervisors.

---

## **APPENDIX IV      SHAREHOLDER DIVIDEND DISTRIBUTION PLAN FOR THE NEXT THREE YEARS (2024–2026)**

---

3. Before the shareholdings' meeting deliberates on the specific cash dividend plan, the Company should actively communicate and exchange with shareholders, especially minor shareholders, through various channels, to fully listen to the opinions and demands of minor shareholders, and promptly respond to issues of concern from minor shareholders. The Company should provide shareholders with online voting methods to review the specific cash dividend plan. If there are profits for the year and the accumulated retained earnings are positive but the board of directors has not made a cash dividend plan, the board of directors shall make special explanations on the specific reasons for not making cash dividends, the exact use of the Company's retained earnings and the expected investment income which will be submitted to the shareholders' meeting for deliberation and be disclosed in the media designated by the Company after the independent directors express their opinions. When the shareholders' meeting deliberates on the profit distribution plan, it will be passed only by more than half of the voting rights held by shareholders (including shareholders' proxies) attending the meeting. If the shareholders' meeting deliberates on the plan of distributing share dividends or increasing capital by converting the reserve funds, it will be passed only by more than two-thirds of the voting rights held by shareholders (including shareholders' proxies) attending the meeting.

### **V. Implementation of Profit Distribution Plan**

After the shareholders' meeting of the Company makes a resolution on the profit distribution plan in accordance with the established profit distribution policy, the Company's board of directors shall complete the distribution of cash dividends (or shares) within two months after such shareholders' meeting.

### **VI. Formulation Cycle and Adjustment Mechanism of Distribution Plan**

- (I) The Company shall review its shareholder dividend distribution plan at least once every three years and make appropriate and necessary adjustments to its current profit distribution policy, to ensure that the shareholder distribution plan for the period is formulated by the Company's board of directors based on specific operating data and taking into full consideration the Company's current profit scale, cash flow status, development stage and current capital needs, to formulate an annual or interim dividend plan and then be submitted to the Company's shareholders' meeting for deliberation and approval.

---

## **APPENDIX IV      SHAREHOLDER DIVIDEND DISTRIBUTION PLAN FOR THE NEXT THREE YEARS (2024–2026)**

---

(II) If the Company needs to adjust its profit distribution policy based on its own operating conditions, investment plans and long-term development needs, or due to major changes in the external operating environment, the adjusted profit distribution policy shall not violate the relevant regulations of the CSRC and the Shanghai Stock Exchange. The proposal to adjust the profit distribution policy shall be drafted by the board of directors based on the Company's operating conditions and the relevant regulations of the CSRC. It shall be submitted to the shareholders' meeting for deliberation only after the approval of more than half of all directors and more than half of the independent directors. Independent directors shall express independent opinions on adjustments or changes to the profit distribution policy.

When the shareholders' meeting deliberates on the adjustment or change of the profit distribution policy, the Company shall provide an online voting platform to facilitate shareholders' participation in the shareholders' meeting, and relevant proposals shall be passed only by more than two-thirds of the voting rights held by shareholders (including shareholders' proxies) attending the meeting.

### **VII. Supplementary Provisions**

1. This Plan shall come into effect from the date of approval by the shareholders' meeting of the Company, and the same shall apply to any revisions.
2. Matters not covered in this Plan shall be implemented in accordance with relevant laws, regulations, normative documents and the Articles of Association.
3. The Company's board of directors is responsible for interpreting this Plan.

This proposal has been considered and approved at the twenty-second meeting of the fifth session of Board and the fourteenth meeting of the fifth session of the Board of Supervisors of the Company convened on 28 March 2025 for consideration. This proposal is submitted to the 2024 Annual General Meeting for consideration.

*In accordance with the Hong Kong Listing Rules, this appendix serves as an explanatory statement to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the 2024 Annual General Meeting, the A Shareholders Class Meeting and the H Shareholders Class Meeting for the grant of the Repurchase Mandate to the Directors.*

### **Reasons for Repurchase of H Shares**

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to and in the best interest of the Company and its Shareholders. Such repurchases of the H Shares may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. Such repurchases of the H Shares will only be made when the Directors believe that it will benefit the Company and its Shareholders as a whole.

### **Share Capital**

As at the Latest Practicable Date, the total issued capital of the Company was RMB383,568,500, comprising 95,140,500 H Shares with a par value of RMB1.00 each and 288,428,000 A Shares with a par value of RMB1.00 each. As at the Latest Practicable Date, the Company held 1,376,851 A Shares as treasury shares; but did not hold any H Share as treasury shares.

### **Exercise of Repurchase Mandate**

Subject to the passing of the relevant special resolution set out in the notices of the 2024 Annual General Meeting and the Class Meetings, respectively, the Board will be granted the Repurchase Mandate until the earlier of (a) the conclusion of the annual general meeting of the Company for the year 2024; or (b) the date on which the authorization granted by the relevant special resolution is revoked or varied by a special resolution at the general meeting, the class meeting of the holders of H Shares and the class meeting of the holders of A Shares of the Company (the “**Relevant Period**”). The exercise of the Repurchase Mandate is subject to relevant approval(s) of and/or filings with relevant regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

The exercise in full of the Repurchase Mandate (on the basis of 95,140,500 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the 2024 Annual General Meeting and the Class Meetings and the Company did not have any treasury share) would result in a maximum of 9,514,050 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total number of the H Shares in issue (excluding treasury shares) as at the date of passing the relevant special resolution at the 2024 Annual General Meeting and the Class Meetings.

**Funding of Repurchase**

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources (which may include capital common reserve funds and distributable profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Directors consider that there may not be a material adverse impact on the working capital or on the gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the financial report of the Company for the year ended 31 December 2024) in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period.

**Prices of H Share**

The highest and lowest prices at which the H Shares have been trading on the Hong Kong Stock Exchange during the 12 calendar months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2024</b>		
May	12.14	9.43
June	9.87	8.61
July	8.49	7.82
August	8.31	6.92
September	9.31	6.65
October	11.24	7.60
November	8.58	7.97
December	8.98	8.18
<b>2025</b>		
January	8.55	7.50
February	9.17	8.03
March	9.39	8.67
April	10.08	8.65
May (up to the Latest Practicable Date)	11.40	8.99

**Shares Repurchased by the Company**

No repurchase of Shares has been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or other stock exchanges).

**Directors' Undertakings and General Information**

The Directors confirm that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the proposed special resolution to approve the Repurchase Mandate in accordance with the Hong Kong Listing Rules and the applicable laws, rules and regulations of the PRC.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Hong Kong Listing Rules) presently intends to sell H Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the 2024 Annual General Meeting and the Class Meetings, and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Hong Kong Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the 2024 Annual General Meeting and the Class Meetings and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled. The Directors have confirmed that neither the explanatory statement set out in Appendix V to this circular nor the proposed share repurchase has unusual features.

**Takeovers Code and Public Float Requirement**

If as a result of a share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Codes on Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company or become obligated to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Shi Chunbao (“**Mr. Shi**”) and Ms. Yue Shujun (“**Ms. Yue**”) were deemed to be interested in 210,920,943 A Shares and 4,630,750 H Shares (as defined in part XV of the SFO), representing approximately 56.20% of the Company’s total issued capital. Mr. Shi holds 115,473,043 A Shares and 4,630,750 H Shares as the beneficial owner. Mr. Shi, as the spouse of Ms. Yue, was deemed to be interested in 95,447,900 A Shares in the Company under the SFO. Ms. Yue holds 95,447,900 A Shares as the beneficial owner. Ms. Yue, as the spouse of Mr. Shi, was deemed to be interested in 115,473,043 A Shares and 4,630,750 H Shares in the Company under the SFO. In the event that the Directors fully exercise their Repurchase Mandate, the total interests held by Mr. Shi and Ms. Yue in the Company’s total issued capital will increase to approximately 57.63%, assuming that the A Shares held by Mr. Shi and Ms. Yue as at the Latest Practicable Date remain unchanged and there is no other change to the issued share capital of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

Assuming that no Shares are issued between the Last Practicable Date and the repurchase date, the exercise of the Repurchase Mandate in whole or in part will not result in the public float being less than 25% of the Company’s shares or other minimum shareholding percentage as required by the Hong Kong Stock Exchange. The Directors do not intend to make share repurchase on the Hong Kong Stock Exchange if such repurchase would result in failure to comply with the requirements under Rule 8.08 of the Hong Kong Listing Rules.

#### **Status of Repurchased Shares**

Under the existing Listing Rules, if the Company purchases any H Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the H Shares repurchased and reduce the Company’s registered capital by an amount equivalent to the aggregate nominal value of the H Shares so cancelled, and/or (ii) hold such H Shares in treasury, subject to market conditions and the Company’s capital management needs at the relevant time any repurchases of H Shares are made. If the Company holds any H Shares in treasury, any sale or transfer of H Shares in treasury will be made in accordance with the Listing Rules and applicable laws and regulations of the PRC.

---

## NOTICE OF 2024 ANNUAL GENERAL MEETING

---

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



北京市春立正達醫療器械股份有限公司  
**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***  
(A joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1858)

### NOTICE OF THE 2024 ANNUAL GENERAL MEETING

**Notice is hereby given that** the annual general meeting for the year 2024 (the “**2024 Annual General Meeting**”) of Beijing Chunlizhengda Medical Instruments Co., Ltd.\* (the “**Company**”) will be held at 2:00 p.m. on Thursday, 26 June 2025 at No. 10 Xinmi Xi Er Road, Southern District of Tongzhou Economic Development Zone, Tongzhou District, Beijing, the PRC to consider and, if thought fit, to pass the following resolutions:

#### AS ORDINARY RESOLUTIONS

- (1) consider and approve the profit distribution plan for 2024;
- (2) consider and approve the remuneration of the Directors of the Company for 2025;
- (3) consider and approve the annual report for 2024 and its summary;
- (4) consider and approve the financial report for the year 2024;
- (5) consider and approve the 2024 performance report of the independent non-executive Directors;
- (6) consider and approve the report of the Board of Directors for 2024;
- (7) consider and approve the remuneration of Supervisors of the Company for 2025;
- (8) consider and approve the report of the Board of Supervisors for 2024;
- (9) consider and approve the re-appointment of auditors (domestic and overseas) and internal control auditor for 2025;

---

## NOTICE OF 2024 ANNUAL GENERAL MEETING

---

(10) consider and approve the shareholder dividend distribution plan for the next three years (2024–2026); and

### AS SPECIAL RESOLUTION

(11) to consider and approve the grant of the following general mandate to the Board to repurchase the H Shares (the “**H Shares**”) of the Company:

“**That**:

- (a) the Board be and is hereby granted a general mandate to repurchase H Shares not exceeding 10% of the total number of the H Shares (excluding treasury shares) as of the date when the repurchase mandate is approved at the 2024 Annual General Meeting and the class meeting of the holders of H Shares and the class meeting of the holders of A Shares of the Company in issue during the Relevant Period (as defined below) with reference to market conditions, funding arrangements and the needs of the Company and in accordance with the relevant laws and regulations, the Articles of Association, requirements of securities regulatory authorities of the places where the shares of the Company are listed and any other relevant government or regulatory authorities of the PRC;
- (b) the Board be and is hereby authorised to deal with, all matters in relation to the repurchase of H Shares, including but not limited to:
  - (i) formulating and implementing specific repurchase plan, including but not limited to repurchase price(s), number of H Shares to be repurchased, timing(s) of repurchase and period(s) of repurchase, etc;
  - (ii) notifying creditors and making announcement(s) in accordance with the requirements of the Company Law of the PRC, other laws and regulations and the Articles of Association;
  - (iii) opening overseas stock accounts, capital accounts and carrying out relevant procedures of change in foreign exchange registration;
  - (iv) carrying out relevant approval, filing and/or disclosure procedures (if necessary) in accordance with laws, regulations, the Articles of Association and requirements of the securities regulatory authorities of the places where the shares of the Company are listed and any other relevant government or regulatory authorities in the PRC;

---

## NOTICE OF 2024 ANNUAL GENERAL MEETING

---

- (v) carrying out the cancellation procedure of the repurchased H Shares not held by the Company as treasury shares, reducing the registered capital of the Company, amending the Articles of Association in relation to the total amount of share capital, share capital structure and other relevant contents and carrying out the legal registration and filing procedures in the PRC and overseas; and
- (vi) executing all documents and dealing with other matters in relation to the repurchase of H Shares.

The above general mandate will expire on the earlier of:

- (a) the conclusion of the annual general meeting of the Company for the year 2025; or
- (b) the date on which the authorization granted by the relevant special resolution is revoked or varied by a special resolution at the general meeting, the class meeting of the holders of H Shares and the class meeting of the holders of A Shares of the Company (the “**Relevant Period**”).”

By order of the Board

**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***

**Shi Wenling**

*Chairman*

Beijing, the PRC

27 May 2025

\* *For identification purposes only*

*As at the date of this notice, the executive Directors of the Company are Mr. Shi Chunbao, Ms. Yue Shujun, Ms. Shi Wenling and Mr. Xie Feng Bao; the non-executive Director of the Company is Mr. Wang Xin; and the independent non-executive Directors of the Company are Ms. Xu Hong, Mr. Wong Tak Shing and Mr. Weng Jie.*

*Notes:*

### 1. REGISTRATION OF MEMBERS

In order to be qualified to attend and vote at the 2024 Annual General Meeting, holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the office of the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Friday, 20 June 2025.

---

## **NOTICE OF 2024 ANNUAL GENERAL MEETING**

---

Holders of H Shares whose names appear on the Company's register of members at the close of business on Friday, 20 June 2025 are entitled to attend and vote at the 2024 Annual General Meeting.

### **2. APPOINTMENT OF PROXY**

Any Shareholder entitled to attend and vote at the 2024 Annual General Meeting is entitled to appoint one or more proxies to attend and vote at the meeting instead of him/her. A proxy need not be a Shareholder of the Company.

The instrument to appoint a proxy shall be in writing and signed by the Shareholder or of his/her attorney duly authorised in writing or, if the Shareholder is a corporate body, either executed under its common seal or signed by its legal representative, director or duly authorised attorney. If the proxy form is signed by the attorney of the Shareholder, the power of attorney or other authorisation document authorising the attorney to sign the proxy form must be notarised.

To be valid, the proxy form, together with the power of attorney or other authority (if any), shall be lodged by hand or post, to the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) not less than 24 hours before the time appointed for holding the 2024 Annual General Meeting or its adjourned meeting (as the case may be). Completion and return of the proxy form shall not preclude Shareholders from attending and voting in person at the 2024 Annual General Meeting.

### **3. CONTACT INFORMATION OF THE COMPANY**

Contact Person: Mr. Xie Fengbao  
Contact Tel: (8610) 8736 1998

### **4. PROCEDURES OF VOTING AT THE 2024 ANNUAL GENERAL MEETING**

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, any vote of Shareholders at the 2024 Annual General Meeting must be taken by poll.

### **5. OTHERS**

The 2024 Annual General Meeting is expected to take half a day. Shareholders attending the 2024 Annual General Meeting (in person or by proxy) are responsible for their own transportation and accommodation fees.

Identification documents must be shown by Shareholder(s) or proxies to attend the 2024 Annual General Meeting.

The notice of 2024 Annual General Meeting to the holders of A Shares is separately published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>).

---

## NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

---

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



北京市春立正達醫療器械股份有限公司  
**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***  
(A joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1858)

### NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

**Notice is hereby given that** a class meeting of the holders of H shares (the “**H Shareholders' Class Meeting**”) of Beijing Chunlizhengda Medical Instruments Co., Ltd.\* (the “**Company**”) will be held at 2:00 p.m. (or the time immediately after the conclusion of the annual general meeting for the year 2024 (the “**2024 Annual General Meeting**”) and the class meeting of A shareholders of the Company held on the same date as indicated hereunder) on Thursday, 26 June 2025 or any adjournment thereof at No. 10 Xinmi Xi Er Road, Southern District of Tongzhou Economic Development Zone, Tongzhou District, Beijing, the PRC, to consider and, if thought fit, to pass the following resolution:

#### AS SPECIAL RESOLUTION

1. to consider and approve the grant of the following general mandate to the Board to repurchase the H Shares (the “**H Shares**”) of the Company:

“**That**:

- (a) the Board be and is hereby granted a general mandate to repurchase H Shares not exceeding 10% of the total number of the H Shares (excluding treasury shares) as of the date when the repurchase mandate is approved at the 2024 Annual General Meeting and the H Shareholders' Class Meeting and the class meeting of the holders of A Shares of the Company in issue during the Relevant Period (as defined below) with reference to market conditions, funding arrangements and the needs of the Company and in accordance with the relevant laws and regulations, the Articles of Association, requirements of securities regulatory authorities of the places where the shares of the Company are listed and any other relevant government or regulatory authorities of the PRC;

---

## NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

---

(b) the Board be and is hereby authorised to deal with, all matters in relation to the repurchase of H Shares, including but not limited to:

- (i) formulating and implementing specific repurchase plan, including but not limited to repurchase price(s), number of H Shares to be repurchased, timing(s) of repurchase and period(s) of repurchase, etc;
- (ii) notifying creditors and making announcement(s) in accordance with the requirements of the Company Law of the PRC, other laws and regulations and the Articles of Association;
- (iii) opening overseas stock accounts, capital accounts and carrying out relevant procedures of change in foreign exchange registration;
- (iv) carrying out relevant approval, filing and/or disclosure procedures (if necessary) in accordance with laws, regulations, the Articles of Association and requirements of the securities regulatory authorities of the places where the shares of the Company are listed and any other relevant government or regulatory authorities in the PRC;
- (v) carrying out the cancellation procedure of the repurchased H Shares not held by the Company as treasury shares, reducing the registered capital of the Company, amending the Articles of Association in relation to the total amount of share capital, share capital structure and other relevant contents and carrying out the legal registration and filing procedures in the PRC and overseas; and
- (vi) executing all documents and dealing with other matters in relation to the repurchase of H Shares.

The above general mandate will expire on the earlier of:

- (a) the conclusion of the annual general meeting of the Company for the year 2025; or

---

## NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

---

(b) the date on which the authorization granted by the relevant special resolution is revoked or varied by a special resolution at the general meeting, the class meeting of the holders of H Shares and the class meeting of the holders of A Shares of the Company (the “**Relevant Period**”).

By order of the Board

**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***

**Shi Wenling**

*Chairman*

Beijing, the PRC

27 May 2025

\* *For identification purposes only*

*As at the date of this notice, the executive Directors of the Company are Mr. Shi Chunbao, Ms. Yue Shujun, Ms. Shi Wenling and Mr. Xie Feng Bao; the non-executive Director of the Company is Mr. Wang Xin; and the independent non-executive Directors of the Company are Ms. Xu Hong, Mr. Wong Tak Shing and Mr. Weng Jie.*

*Notes:*

### 1. REGISTRATION OF MEMBERS

In order to be qualified to attend and vote at the H Shareholders' Class Meeting, holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the office of the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Friday, 20 June 2025.

H Shareholders whose names appear on the Company's register of members at the close of business on Friday, 20 June 2025 are entitled to attend and vote at the H Shareholders' Class Meeting

### 2. APPOINTMENT OF PROXY

Any H Shareholder entitled to attend and vote at the H Shareholders' Class Meeting is entitled to appoint one or more proxies to attend and vote at the meeting instead of him/her. A proxy need not be a H Shareholder of the Company.

The instrument to appoint a proxy shall be in writing and signed by the H Shareholder or of his/her attorney duly authorised in writing or, if the H Shareholder is a corporate body, either executed under its common seal or signed by its legal representative, director or duly authorised attorney. If the proxy form is signed by the attorney of the H Shareholder, the power of attorney or other authorisation document authorising the attorney to sign the proxy form must be notarised.

To be valid, the proxy form, together with the power of attorney or other authority (if any), shall be lodged by hand or post, to the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the time appointed for holding the H Shareholders' Class Meeting or its adjourned meeting (as the case may be). Completion and return of the proxy form shall not preclude H Shareholders from attending and voting in person at the H Shareholders' Class Meeting.

---

## **NOTICE OF THE H SHAREHOLDERS' CLASS MEETING**

---

### **3. CONTACT INFORMATION OF THE COMPANY**

Contact Person: Mr. Xie Fengbao  
Contact Tel: (8610) 8736 1998

### **4. PROCEDURES OF VOTING AT THE H SHAREHOLDERS' CLASS MEETING**

An H Shareholder or his/her/its proxy may exercise the right to vote by poll.

### **5. OTHERS**

The H Shareholders' Class Meeting is expected to take place immediately after the 2024 Annual General Meeting and the class meeting of the holders of A Shares of the Company.

H Shareholders attending the H Shareholders' Class Meeting (in person or by proxy) are responsible for their own transportation and accommodation fees. Identification documents must be shown by shareholder(s) or proxies to attend the H Shareholders' Class Meeting