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If you are in any doubt about any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, 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 together with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**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)**

- (1) FORMULATION OF REMUNERATION SYSTEM FOR DIRECTORS AND SENIOR MANAGEMENT**
- (2) PROPOSED REMUNERATION FOR INDEPENDENT NON-EXECUTIVE DIRECTORS**
- (3) ELECTION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTOR FOR THE SIXTH SESSION OF THE BOARD OF THE COMPANY**
- (4) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS FOR THE SIXTH SESSION OF THE BOARD OF THE COMPANY AND**
- (5) NOTICE OF THE EGM**

The EGM will be held at 14:00. on Thursday, 25 June 2026 at No.10 Xinmi Xi Er Road, Southern District of Tongzhou Economic Development Zone, Tongzhou District, Beijing, the PRC.

A proxy form for use at the EGM is enclosed and is 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 EGM, 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

## CONTENTS

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I      REMUNERATION SYSTEM FOR DIRECTORS AND                          SENIOR MANAGEMENT</b> .....	10
<b>APPENDIX II     BIOGRAPHICAL DETAILS OF CANDIDATES FOR                          DIRECTORS FOR THE SIXTH SESSION OF                          THE BOARD OF THE COMPANY</b> .....	15
<b>NOTICE OF THE EGM</b> .....	19

## DEFINITIONS

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

“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;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	Beijing Chunlizhengda Medical Instruments Co., Ltd.*, a joint stock limited company incorporated in the PRC with limited liability, with A shares listed on the STAR Market of Shanghai Stock Exchange and H Shares listed on the Main Board of the Hong Kong Stock Exchange;
“Director(s)”	the director(s) of the Company;
“EGM” or “Extraordinary General Meeting”	the 2026 first extraordinary general meeting of the Company to be held at 14:00 on Thursday, 25 June 2026 at No. 10 Xinmi Xi Er Road, Southern District of Tongzhou Economic Development Zone, Tongzhou District, Beijing, the PRC;
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the ordinary share capital of the Company, which are listed on the Main Board of the Hong Kong Stock Exchange;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	8 June 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as may be amended, modified or otherwise supplemented from time to time);
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region, and Taiwan;
“RMB”	Renminbi, the lawful currency of PRC;
“Shanghai Stock Exchange”	the Shanghai Stock Exchange;
“Share(s)”	the A Share(s) and/or the H Share(s);
“Shareholder(s)”	the holder(s) of the Share(s).

If there is any inconsistency between the English and Chinese versions of this circular, the English version shall prevail.

\* *For identification purposes only*

LETTER FROM THE BOARD



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. Weng Jie

Mr. Wong Tak Shing

*Registered office 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,

- (1) FORMULATION OF REMUNERATION SYSTEM FOR DIRECTORS  
AND SENIOR MANAGEMENT**
- (2) PROPOSED REMUNERATION FOR INDEPENDENT  
NON-EXECUTIVE DIRECTORS**
- (3) ELECTION OF EXECUTIVE DIRECTORS AND  
NON-EXECUTIVE DIRECTOR FOR THE SIXTH SESSION OF  
THE BOARD OF THE COMPANY**
- (4) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS  
FOR THE SIXTH SESSION OF THE BOARD OF THE COMPANY  
AND**
- (5) NOTICE OF THE EGM**

**1. INTRODUCTION**

The purposes of this circular are to provide you with the information regarding the resolutions relating to the (1) formulation of remuneration system for Directors and senior management; (2) proposed remuneration for independent non-executive Directors; (3) proposed election of directors for the sixth session of the Board, and enable you to make informed decisions on whether to vote for or against the proposed ordinary resolution at the EGM.

## LETTER FROM THE BOARD

### **2. FORMULATION OF REMUNERATION SYSTEM FOR DIRECTORS AND SENIOR MANAGEMENT**

In order to improve the remuneration management system for the Directors and senior management of the Company, build a sound and effective incentive and restraint mechanism, fully motivate the Directors and senior management, and enhance the Company's operational management level and overall efficiency, in accordance with the Company Law of the People's Republic of China, the Governance Guidelines for Listed Companies, and other laws, regulations, normative documents, and the Articles of Association, and in light of the Company's actual circumstances, an ordinary resolution will be proposed at the EGM to consider and approve the Remuneration System for the Directors and Senior Management of the Company. Details of the resolution are set out in Appendix I to this circular.

### **3. PROPOSED REMUNERATION FOR INDEPENDENT NON-EXECUTIVE DIRECTORS**

For the re-election of the Board of the Company, Ms. Xu Hong, Mr. Zheng Zhongliang and Mr. Kwan King Nam have been nominated as candidates for independent non-executive Directors. Among them, Ms. Xu Hong is proposed for re-appointment, and her remuneration has been considered and approved at the 2025 annual general meeting of the Company. Mr. Zheng Zhongliang and Mr. Kwan King Nam are proposed to be appointed as independent non-executive Directors of the Company for the first time, and their remuneration is determined according to the following standards: the Company implements an annual allowance system for independent non-executive Directors, who receive independent director allowances in accordance with the remuneration plan approved by the shareholders' meeting. The annual allowance for independent non-executive Director Mr. Zheng Zhongliang is RMB100,000 per annum, and the annual allowance for independent non-executive Director Mr. Kwan King Nam is RMB175,800 per annum. For a term of office of less than one year, the remuneration shall be calculated and determined based on the actual term of office pro-rated against the annual allowance standard.

An ordinary resolution will be put forward at the EGM to approve the proposed remuneration for independent non-executive Directors.

### **4. ELECTION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTOR FOR THE SIXTH SESSION OF THE BOARD OF THE COMPANY**

The term of the fifth session of the Board is about to expire. The Board has considered and approved the "Resolution on the Re-election of the Board and the Election of Non-independent Directors for the Sixth Session of the Board" at the meeting held on 8 June 2026. The Board of the Company has approved the nomination of the following persons as candidates for the sixth session of the Board (excluding the employee representative Director): Ms. Shi Wenling, Mr. Shi Chunbao and Ms. Yue Shujun as candidates for executive Directors, and Mr. Wang Xin as a candidate for non-executive

## LETTER FROM THE BOARD

Director, with a term of three years commencing from the date of consideration and approval by the extraordinary shareholders' meeting.

The biographic details of each of the proposed executive Directors and non-executive Director of the sixth session of the Board as required under Rule 13.51(2) of the Listing Rules are set out in Appendix II to this circular. Each of the proposed executive Directors and non-executive Director has confirmed that, as at the date of the Latest Practicable Date, save as disclosed herein, (i) they did not hold any directorship in other listed companies in the last three years, nor were they holding any positions in any members of the Group; (ii) they are not connected with any other directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) they do not hold any equity interest in the Company as defined under Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong); (iv) they do not have any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor are they being involved or have been involved in any activity that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and (v) there is no other matter in relation to their appointments that shall be brought to the attention of the shareholders of the Company or the Stock Exchange.

Subject to Shareholders' approval at the EGM, each of the proposed executive Directors and the proposed non-executive Director will enter into a service contract with the Company for a term from the day of the conclusion of the EGM to the expiry of the term of office of the sixth session of the Board. Each proposed executive Director will receive remuneration based on their performance appraisal in accordance with the specific management positions they hold in the Company, and will no longer receive separate remuneration as a Director. The proposed non-executive Director is entitled to receive a director's remuneration of RMB100,000 per annum (before tax). The emolument of the proposed executive Directors and non-executive Director is recommended by the remuneration committee of the Company and determined by the Board with reference to his experience and responsibilities with the Company, the prevailing market conditions and the Company's remuneration policy. After their election, each of the proposed executive Directors and non-executive Director will serve on the Board until he/she resigns or is removed and he/she will be subject to retirement and re-election in accordance with the Articles of Association.

The employee representative Director of the sixth session of the Board will be elected by the employee representatives' congress, and the Company will publish a relevant announcement on the day of election.

The aforesaid resolution was considered and approved by the Board on 8 June 2026 and will be submitted, by way of ordinary resolution (by way of cumulative voting), for the Shareholders' consideration and approval at the EGM. For arrangement and details on the cumulative voting system, please refer to the notes in the Proxy Form.

## LETTER FROM THE BOARD

### 5. ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS FOR THE SIXTH SESSION OF THE BOARD OF THE COMPANY

The term of the fifth session of the Board is about to expire. As the independent non-executive Directors of the Company shall not serve for more than six years in accordance with relevant laws and regulations, Mr. Weng Jie, and Mr. Wong Tak Shing, each an independent non-executive Director, will not offer himself for re-election as the Director of the sixth session of the Board at the EGM. Each of Mr. Weng Jie, and Mr. Wong Tak Shing confirmed that there is no disagreement with the Board and there is no other matter in relation to his retirement other than the information disclosed therein which needs to be brought to the attention of the Shareholders. The Board would like to take this opportunity to express its appreciation for their contributions to the Company during the term of office.

The Board has considered and approved the “Resolution on the Re-election of the Board and the Election of Independent Directors for the Sixth Session of the Board” at the meeting held on 8 June 2026. The Board of the Company has approved the nomination of Ms. Xu Hong, Mr. Zheng Zhongliang and Mr. Kwan King Nam as candidates for independent non-executive Directors of the sixth session of the Board, with a term of three years, commencing from the date of consideration and approval by the extraordinary shareholders’ meeting.

For the proposed election of independent non-executive Directors, the remuneration and nomination committee of the Board and the Board have complied with the Board diversity policy and taken consideration of the development strategies of the Company. Taking into account the educational background, knowledge, skills, and experience of the proposed independent non-executive Directors, the remuneration and nomination committee of the Board and the Board are of the view that the proposed independent non-executive Directors of the sixth session of the Board possess diverse areas of expertise, including areas such as securities, finance, accounting and management. They possess professional experience and knowledge which can be leveraged for the benefit of the Board, and such knowledge and experience are conducive to the Board’s informed decision-making. The educational background, knowledge, skills, and experience of the proposed independent non-executive Director will also contribute to promoting diversity within the Board, and enhancing the performance of the Company.

Each of the above proposed independent non-executive Directors has confirmed that, as at the Latest Practicable Date, (i) they meet the independence requirement in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) they have no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect their independence at the time of their appointment. The Board also considers that each of the proposed independent non-executive Directors meets the independence requirements set out in Rule 3.13 of the Listing Rules.

## LETTER FROM THE BOARD

The biographic details of each of the proposed independent non-executive Directors of the sixth session of the Board as required under Rule 13.51(2) of the Listing Rules are set out in Appendix II to this circular. Each of the proposed independent non-executive Directors has confirmed that, as at the date of the Latest Practicable Date, save as disclosed herein, (i) they did not hold any directorship in other listed companies in the last three years, nor were they holding any positions in any members of the Group; (ii) they are not connected with any other directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) they do not hold any equity interest in the Company as defined under Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong); (iv) they do not have any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor are they being involved or have been involved in any activity that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and (v) there is no other matter in relation to their appointments that shall be brought to the attention of the shareholders of the Company or the Stock Exchange. If appointed, the Company will enter into a service contract with each of the appointed independent non-executive Directors respectively. The remuneration of Ms. Xu Hong is RMB100,000 per annum, which has been considered and approved at the 2025 annual general meeting of the Company. The remuneration of Mr. Zheng Zhongliang is RMB100,000 per annum, and the remuneration of Mr. Kwan King Nam is RMB175,800 per annum. As Mr. Zheng Zhongliang and Mr. Kwan King Nam are proposed to be appointed as independent non-executive Directors of the Company for the first time, their remuneration will become effective upon approval at the EGM.

### 6. EGM

Notice convening the EGM to be held at on 14:00, Thursday, 25 June 2026 at No. 10 Xinmi Xi Er Road, Southern District of Tongzhou Economic Development Zone, Tongzhou District, Beijing, the PRC are set out on pages 19 to 21 of this circular and, together with the proxy form, have been 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 8 June 2026.

In order to determine the shareholders who are entitled to attend and vote in the EGM, the Company register of members of H Shares will be closed from 19 June 2026 to 25 June 2026 (both days inclusive) during which period no transfer of H Shares will be effected. In order to be qualified to attend and vote at the EGM, 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 Thursday, 18 June 2026.

Holders of H Shares whose names appear on the Company's register of members for H Shares at the close of business on Thursday, 18 June 2026 are entitled to attend and vote at the EGM.

## LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed and is 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 EGM, 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

As at the Latest Practicable Date, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the extraordinary shareholders' meeting under the Listing Rules.

### **7. PROCEDURES FOR VOTING AT THE EGM**

According to Rule 13.39(4) of the Listing Rules, the vote of Shareholders at the EGM will be taken by poll. Accordingly, all the resolutions could be taken by poll at the EGM pursuant to the Articles of Association.

The Company adopts the cumulative voting system to elect the Directors at the EGM. The number of votes each Shareholder is entitled to shall be equal to the total number of shares held by him/her multiplied by the number of directors to be elected at the general meeting, and Shareholders may allocate his/her votes equally or arbitrarily to candidates to the extent of the number of Directors to be elected provided that the total number of votes allocated shall not be more than the number of votes he/she is entitled to.

### **8. RECOMMENDATION**

The Directors believe that the resolutions mentioned above is 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 EGM as set out in the notice of the EGM.

## LETTER FROM THE BOARD

### 9. 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.

By order of the Board  
**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***  
**Shi Wenling**  
*Chairman*

Beijing, the PRC  
8 June 2026

\* *For identification purposes only*

## Beijing Chunlizhengda Medical Instruments Co., Ltd.

### Remuneration System For Directors and Senior Management

#### Chapter I General Provisions

**Article 1** To further standardize the remuneration management of directors and senior management personnel of Beijing Chunlizhengda Medical Instruments Co., Ltd. (hereinafter referred to as the “**Company**”), promote the establishment of an incentive and accountability mechanism aligned with the modern corporate system, effectively motivate directors and senior management personnel (hereinafter referred to as the “**Senior Management Personnel**”) to fully apply their initiative and creativity, improve corporate operation and management standards, and enhance the Company’s business performance, the Remuneration Management Policy for Directors and Senior Management Personnel (hereinafter referred to as the “**Policy**”) is hereby formulated in accordance with applicable laws, regulations, and normative documents, including the *Company Law of the People’s Republic of China* and the *Code of Corporate Governance for Listed Companies*, as well as the *Articles of Association of Beijing Chunlizhengda Medical Instruments Co., Ltd.* (hereinafter the “**Articles of Association**”), taking into account the Company’s actual circumstances.

**Article 2** The Policy applies to the Company’s directors and Senior Management Personnel.

For the purpose of the Policy, Senior Management Personnel refers to the following personnel:

- (1) General Manager;
- (2) Deputy General Manager(s);
- (3) Board Secretary;
- (4) Chief Financial Officer; and
- (5) Other Senior Management Personnel stipulated in the Articles of Association.

**Article 3** The determination of directors’ and Senior Management Personnel’s remuneration shall follow these principles:

- (1) Remuneration shall reflect the work performed and be commensurate with responsibilities, authority, and benefits;
- (2) Remuneration levels shall be linked to the Company’s performance and the achievement of individual and organizational objectives;
- (3) Remuneration shall be aligned with the long-term interests of the Company; and

- (4) Remuneration standards shall be open, fair, and transparent.

### Chapter II Management Bodies

**Article 4** The Remuneration and Appraisal Committee of the Board of Directors is responsible for formulating remuneration policies and schemes for directors and Senior Management Personnel, specifying the basis and specific components of remuneration, and establishing and implementing performance appraisal standards. When the Board of Directors or the Remuneration and Appraisal Committee evaluates a director or discusses his/her remuneration, the director shall recuse himself/herself.

**Article 5** Director remuneration schemes shall be determined by the Shareholders' Meeting and disclosed publicly. Remuneration schemes for Senior Management Personnel shall be approved by the Board of Directors, explained to the Shareholders' Meeting, and disclosed in full publicly.

### Chapter III Remuneration Standards and Payment Methods

**Article 6** Director remuneration

- (1) Non-independent directors

- 1) Where a non-independent director concurrently serves as a Senior Management Personnel, his/her remuneration and performance appraisal shall be governed by the remuneration management system applicable to Senior Management Personnel.
- 2) Where a non-independent director holds a position other than Senior Management Personnel within the Company, his/her remuneration shall be determined based on the specific duties and responsibilities of such position.
- 3) Where a non-independent director does not hold any position within the Company, he/she shall receive a director's allowance. Reasonable expenses incurred in the performance of duties, including travel expenses for attending Board meetings or shareholders' meetings, shall be borne by the Company. Such director shall not participate in the Company's remuneration-linked performance appraisal.

- (2) Independent directors

Independent directors shall receive a fixed allowance. The allowance standard shall be proposed by the Remuneration and Appraisal Committee of the Board of Directors and approved by the Board of Directors and the Shareholders' Meeting prior to implementation. Reasonable expenses incurred in the performance of duties, such as attending Board meetings or shareholders' meetings, shall be borne by the Company. Independent directors shall not participate in the Company's remuneration-linked performance appraisal.

**Article 7** Remuneration of Senior Management Personnel

The remuneration of Senior Management Personnel consists of basic remuneration, performance-based remuneration, and medium- and long-term incentive income.

**(1)** Basic remuneration

The basic remuneration shall be determined with reference to the position, responsibilities, capabilities, and prevailing market salary levels, and shall be paid by the Company in cash on a monthly basis.

**(2)** Performance-based remuneration

Performance-based remuneration is based on the performance remuneration base, linked to the Company's annual operating performance appraisal, and distributed at the end of the year based on the appraisal results of the year. In principle, the proportion of performance-based remuneration shall not be less than 50% of the total of basic remuneration and performance-based remuneration.

**(3)** Medium- and long-term incentive income

Medium- and long-term incentives shall be granted based on the Company's actual operating performance and may include stock options, restricted shares, employee share ownership plans, or other incentive mechanisms. Such incentives shall be linked to the Company's medium- and long-term operational results and to the evaluation of medium- and long-term performance, with specific plans to be separately formulated in accordance with applicable national laws, regulations, and normative documents.

**Article 8** The total remuneration of directors and senior management shall be commensurate with market development and shall be comprehensively determined by taking into account factors such as the Company's operating performance, individual performance, and the Company's future development plans. The Company shall reasonably determine the remuneration distribution ratio among directors, senior management, and ordinary employees by considering factors such as industry standards, development strategies, and position values, and shall direct remuneration towards key positions, senior management on the production front line, and high-level, highly skilled talents who are in short supply and urgently needed, so as to raise the remuneration level of ordinary employees.

**Article 9** The determination and payment of performance-based remuneration and medium- and long-term incentive income for directors and Senior Management Personnel shall be primarily based on performance appraisal results.

The Company shall ensure that a specified proportion of performance-based remuneration of its directors and Senior Management Personnel is paid within one month following the disclosure of the annual report and completion of the performance appraisal process. Performance appraisals shall be conducted based on audited financial data.

**Article 10** Where the Company incurs a loss or records an increased loss compared to the previous fiscal year, the average performance-based remuneration of directors and Senior Management Personnel shall be reduced accordingly. Where no such reduction is implemented, the Company shall provide disclosure of the reasons.

**Article 11** Directors and Senior Management Personnel shall be entitled to social insurance and other benefits in accordance with national regulations and the relevant policies of the Company.

**Article 12** Remuneration payable to directors and Senior Management Personnel shall be the net amount after deduction of taxes and other contributions payable by the individual. The Company shall withhold and remit personal income tax, individual social insurance contributions, and any other amounts required by applicable laws or Company policies on behalf of directors and Senior Management Personnel.

**Article 13** Where directors or Senior Management Personnel experience a change in position during a fiscal year due to work requirements, remuneration shall be calculated and paid on a pro rata basis according to the period served in the respective positions.

Where directors or Senior Management Personnel leave office due to Board reorganization, re-election, resignation during the term of office, or other reasons, remuneration shall be calculated and paid on a pro rata basis according to the actual period of service.

#### **Chapter IV Remuneration Assessment, Suspension of Payment, and Clawback**

**Article 14** Where any of the following circumstances occurs, the Company may, depending on the actual situation, reduce or cease the payment of remuneration or allowances, or claw back part or all of the performance-based remuneration or allowances already paid to directors or Senior Management Personnel:

- (1) being publicly censured or declared as an unsuitable person by the Shanghai Stock Exchange;
- (2) being subject to administrative penalties by the China Securities Regulatory Commission for major violations of laws and regulations;
- (3) having seriously harmed the interests of the Company;
- (4) other circumstances where the Board of Directors of the Company determines that there has been a serious violation of the relevant regulations of the Company.

In the event of a retrospective restatement of the financial report due to misstatements such as financial fraud, the Company shall promptly re-assess the performance-based remuneration and medium- and long-term incentive income of directors and senior management and claw back the overpaid portion accordingly. Where a director or senior management of the Company causes losses to the Company by breaching his/her duties, or is at fault for illegal and irregular acts such as financial fraud, misappropriation of funds, and illegal guarantees, the Company shall, depending on the severity of the circumstances, reduce or stop paying the unpaid performance-based remuneration and medium- and long-term incentive income, and fully or partially claw back the performance-based remuneration and medium- and long-term incentive income that have been paid during the period when the relevant acts occurred.

#### **Chapter V Supplementary Provisions**

**Article 15** The Policy shall take effect upon approval by the Shareholders' Meeting of the Company.

**Article 16** The Policy shall be formulated, amended, and interpreted by the Board of Directors of the Company.

Board of Directors  
Beijing Chunlizhengda Medical Instruments Co., Ltd.

<b>APPENDIX II</b>	<b>BIOGRAPHICAL DETAILS OF CANDIDATES FOR DIRECTORS FOR THE SIXTH SESSION OF THE BOARD OF THE COMPANY</b>
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**Executive Directors:**

**Ms. Shi Wenling (史文玲):** aged 28, is currently an executive Director and Chairman of the Board of the Company. She is responsible for the business and operations of our Group. Ms. Shi worked at the user expansion department of ByteDance in 2021 and joined Chunli Medical in March 2022 as assistant to the Chairman.

Ms. Shi graduated from Ohio State University in the United States of America with a double degree in marketing and operation management in 2020.

Ms. Shi is the daughter of Mr. Shi Chunbao, who is a controlling shareholder (as defined in the Listing Rules) and an executive Director of the Company and Ms. Yue Shujun, who is a controlling shareholder (as defined in the Listing Rules), deputy general manager and an executive Director of the Company.

**Mr. Shi Chunbao (史春寶):** aged 56, is currently an executive Director, chief engineer and chairman of the Strategy Committee of the Company. He is responsible for providing strategic advice and guidance on the business and operations of our Group. Mr. Shi became our Director in September 2010 and was redesignated as our executive Director on 16 April 2014. In February 1998, Mr. Shi together with his wife, Ms. Yue, established Chunli Limited. Mr. Shi was appointed as the general manager and a director of Chunli Limited in February 1998. Mr. Shi has been the chairman of the Board and the general manager of our Company since September 2010, as well as the sales and marketing director of our Company since December 2010. Mr. Shi has resigned as the chairman of the Board with effect from 2 June 2022 and has resigned as the general manager of the Company with effect from 28 March 2022. Prior to the establishment of the Group, Mr. Shi worked as a technician for plasma spraying in Beijing Peace Joint Prosthesis Factory (北京市和平人工關節廠) from 1991 to 1993, the principal business activities of which covered the production and sales of implantable orthopedic medical devices, and was responsible for the spraying of joint prosthesis products. He then worked as a sales representative at the sales department of the factory from 1993, and as the head of the sales department of the factory from 1995 to 1997, being responsible for the sales of joint prosthesis products. He gained access to and possessed knowledge and experience in the medical device industry from his aforesaid previous working experience.

Mr. Shi obtained a Master degree in Business Administration from Concordia University, Wisconsin, the USA in August 2010.

As at the date of this circular, Mr. Shi is deemed to be interested in 210,920,943 A shares and 4,736,000 H shares of the Company within the meaning of Part XV of the SFO.

<b>APPENDIX II      BIOGRAPHICAL DETAILS OF CANDIDATES FOR DIRECTORS FOR THE SIXTH SESSION OF THE BOARD OF THE COMPANY</b>
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**Ms. Yue Shujun (岳術俊)**, aged 55, is currently an executive Director and deputy general manager of the Company. She is responsible for the internal operations of our Group, including logistics, inventory and day-to-day management. Ms. Yue became our Director in September 2010 and was redesignated as our executive Director in April 2014. In February 1998, Ms. Yue together with her husband, Mr. Shi, established Chunli Limited. She held the position of administration manager of Chunli Limited from February 1998 to January 2001. Ms. Yue then held the position of manager of the sales and marketing department of Chunli Limited from February 2001 to October 2002, the manager of the finance department of Chunli Limited from November 2002 to August 2008, supervisor from February 1998 to September 2010 of Chunli Limited. She has been the deputy general manager of our Company since September 2010. Prior to the establishment of the Group, Ms. Yue worked in Beijing Peace Joint Prosthesis Factory (北京市和平人工關節廠) from 1994 to 1997, the principal business activities of which covered the production and sales of implantable orthopedic medical devices, and was responsible for the sales of joint prosthesis products. She gained access to and possessed knowledge and experience in the medical device industry from her aforesaid previous working experience.

Ms. Yue completed a course of Advanced Study in Modern Economics and Management (現代經濟管理高級研修班) at the School of Continuing Education at Tsinghua University, Beijing (清華大學) in September 2006 and a course of Master Financial Manager (高級財務經理人課程) at the School of Economics and Management at Tsinghua University, Beijing in September 2009. Ms. Yue obtained a certificate for Senior International Finance Manager (高級國際財務管理師) jointly awarded by the China Association of Chief Financial Officers (中國總會計師協會) and International Financial Management Association (國際財務管理協會) in April 2009.

As at the date of this circular, Ms. Yue is deemed to be interested in 210,920,943 A shares and 4,736,000 H shares of the Company within the meaning of Part XV of the SFO.

#### **Non-executive Director**

**Mr. Wang Xin (王鑫)**, aged 50, is currently a non-executive Director of the Company. He has participated in the experimental and clinical work of a number of scientific research projects. He has been awarded the Third-class Merit by the hospital twice, the Outstanding Medical Worker by the hospital five times, and provincial and ministerial-level Science and Technology Progress Awards six times. From July 1999 to March 2017, he successively served as a resident physician, attending physician, deputy chief physician and chief physician of the orthopedics department of the Urumqi General Hospital of Lanzhou Military Region. From April 2017 to May 2018, he served as a chief physician at the Orthopedics Research Institute of the PLA General Hospital. From May 2018 to March 2022, he was a full-time expert at Far East Horizon Health Industry Development Co., Ltd. From March 2020 to March 2022, he was an assistant to the president of Zhejiang Zhoushan Dinghai Guanghua Hospital of Far East Horizon Health Industry Development Co., Ltd. From March 2022 to December 2023, he was a part-time consultant of Far East Horizon Health Industry Development Co., Ltd. Since March 2022, he has been a full-time expert consultant at Antai Environmental Engineering Technology Co., Ltd. Since October 2022, he has been the general manager of Beijing Sibohai Technology Co., Ltd. He has been a Director of the Company since June 2020.

<b>APPENDIX II      BIOGRAPHICAL DETAILS OF CANDIDATES FOR DIRECTORS FOR THE SIXTH SESSION OF THE BOARD OF THE COMPANY</b>
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Mr. Wang graduated from the People's Liberation Army Air Force Military Medical University, formerly the Fourth Military Medical University (中國人民解放軍空軍軍醫大學(原第四軍醫大學)) with a bachelor degree of clinical medicine in July 1999 and a master degree in orthopedics in June 2007. He further obtained a doctorate degree in surgery from the Institute of orthopedics, PLA Medical College/PLA General Hospital (解放軍醫學院(解放軍總醫院)) in July 2014.

#### **Independent Non-executive Directors**

**Ms. Xu Hong (徐泓)**, aged 73, obtained the qualification as a Certified Public Accountant granted by the Chinese Institute of Certified Public Accountants in February 1999 and worked at Zhongsheng Certified Public Accountants Co., Ltd. (中盛會計師事務所有限責任公司) from 1999, the principal business activities of which are the provision of audit and consulting services. In May 2005, she obtained the qualification as a Certified Tax Agent from the Registered Taxation Administration Center of Xinjiang Uygur Autonomous Region (新疆維吾爾自治區註冊稅務管理中心). Ms. Xu has been a teacher at the Department of Accounting at the School of Business at Renmin University of China (中國人民大學) since 1990 and then a professor at that university since 1999. Ms. Xu obtained a degree of bachelor of Economics and a degree of master in Economics from Beijing College of Finance and Trade (北京財貿學院) and Beijing College of Economics (北京經濟學院) (now known as Capital University of Economics and Business (首都經濟貿易大學)) in July 1983 and November 1986, respectively. Ms. Xu completed a training course for independent directors of public companies jointly held by the CSRC and the School of Economics and Management of Tsinghua University (清華大學) in May 2002. As at the Latest Practicable Date, Ms. Xu is an independent Director of Tianjin Keyvia Electric Co., Ltd. (天津凱發電氣股份有限公司) (stock code: 300407), a company listed on the Shenzhen Stock Exchange and mainly engaged in research and development, production, sales and technical services of railway power supply and urban rail transit automation equipment and systems. She was also the independent Director of Beijing Science Sun Pharmaceutical Co., Ltd. (北京賽升藥業股份有限公司) (stock code: 300485) from February 2018 to January 2024, a company listed on the Shenzhen Stock Exchange and mainly engaged in research and development, production and sales of injections.

**Mr. Zheng Zhong Liang (鄭忠良)**, aged 54, is a fellow member of the Hong Kong Institute of Certified Public Accountants and a Fellow Chartered Certified Accountant. He has been an associate professor at the School of Economics and Management, China Agricultural University since September 2013. He previously served as an accountant at the Third Machine Tool Factory of Beijing Municipal Machinery Bureau (北京市機械局第三機床廠) from July 1994 to July 1995. He was the financial manager and financial director of Aifeijie International Engineering Company (艾菲傑國際工程公司) from July 1995 to September 1999. He was an internal audit supervisor of CNOOC Limited from July 2006 to August 2007. He was an associate research fellow of the Ministry of Commerce of the People's Republic of China from September 2011 to September 2013. He has been an independent director of Tianjin Hongri Pharmaceutical Co., Ltd. (天津紅日藥業股份有限公司) since May 2025 and an independent director of Offshore Oil Engineering Co., Ltd. (海洋石油工程有限公司) since May 2021. He successively obtained a Master's degree in Business Administration from Beijing Institute of Technology in 2002 and a Doctorate degree in Finance and Accounting from Wuhan University in 2006.

<b>APPENDIX II      BIOGRAPHICAL DETAILS OF CANDIDATES FOR DIRECTORS FOR THE SIXTH SESSION OF THE BOARD OF THE COMPANY</b>
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**Mr. Kwan King Nam (關景南)**, aged 64, founded Kwan King Nam, CPA, and serves as a certified public accountant, since November 2020. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a practicing accountant of the Accounting and Financial Reporting Council, and a fellow chartered accountant of the Institute of Chartered Accountants in England and Wales. From August 2011 to July 2020, he served as the financial controller of New World Development Company Limited (新世界發展有限公司). From January 2010 to August 2011, he served as the financial controller of Yung's Enterprise Holdings Limited (隆源企業控股有限公司). From May 2000 to January 2010, he served as the senior finance manager of CITIC Pacific Group (中信泰富集團). From May 1996 to May 2000, he served as the senior accounting manager of Dah Chong Hong Holdings Limited (大昌行集團公司), a subsidiary of CITIC Pacific Group. From August 1985 to July 1993, he served as the audit manager of Price Waterhouse.

He holds a Professional Diploma in Accountancy from The Hong Kong Polytechnic University in November 1985 and a Master of Business Administration from the University of Technology Sydney in April 1996.

## NOTICE OF THE EGM

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### 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 EXTRAORDINARY GENERAL MEETING

**Notice is hereby given** that the extraordinary general meeting (the “EGM”) of Beijing Chunlizhengda Medical Instruments Co., Ltd. (the “Company”) will be held at 14:00, on Thursday, 25 June 2026 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. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the circular (the “Circular”) of the Company dated 8 June 2026.

### ORDINARY RESOLUTION

- (1) To consider and approve the formulation of the remuneration system for Directors and senior management.
- (2) To consider and approve the proposed remuneration for independent non-executive Directors.
- (3) To consider and approve, by cumulative voting system, the “Resolution on the Re-election of the Board and the Election of Non-independent Directors for the Sixth Term of the Board” (excluding employee representative director):
  - 3.1 To consider and approve the election of Ms. Shi Wenling (史文玲), as an executive director of the Company.
  - 3.2 To consider and approve the election of Mr. Shi Chunbao (史春寶), as an executive director of the Company.
  - 3.3 To consider and approve the election of Ms. Yue Shujun (岳術俊), as an executive director of the Company.
  - 3.4 To consider and approve the election of Mr. Wang Xin (王鑫), as a non-executive director of the Company.

## NOTICE OF THE EGM

- (4) To consider and approve, by cumulative voting system, the “Resolution on the Re-election of the Board and the Election of Independent Directors for the Sixth Term of the Board”:
- 4.1 To consider and approve the election of Ms. Xu Hong (徐泓), as an independent non-executive director of the Company.
- 4.2 To consider and approve the election of Mr. Zheng Zhongliang (鄭忠良), as an independent non-executive director of the Company.
- 4.3 To consider and approve the election of Mr. Kwan King Nam (關景南), as an independent non-executive director of the Company.

By order of the Board  
**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***  
**Shi Wenling**  
*Chairman*

Beijing, the PRC  
8 June 2026

\* For identification purposes only

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

Notes:

### 1. REGISTRATION OF MEMBERS

In order to be qualified to attend and vote at the EGM, 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 Thursday, 18 June 2026.

Holders of H Shares whose names appear on the Company’s register of members for H Shares at the close of business on Thursday, 18 June 2026 are entitled to attend and vote at the EGM.

### 2. APPOINTMENT OF PROXY

Any Shareholder entitled to attend and vote at the EGM 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.

## NOTICE OF THE EGM

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 EGM 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 EGM.

### 3. CONTACT INFORMATION OF THE COMPANY

Contact Person: Mr. Xie Fengbao  
Contact Tel: 86-10-80561677

### 4. PROCEDURES OF VOTING AT THE EGM

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 EGM must be taken by poll.

### 5. OTHERS

The EGM is expected to take half a day. Shareholders attending the EGM (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 EGM.

Further details of the resolutions are set out in the Circular.

This notice of EGM is despatched to the holders of H Shares only. The notice of EGM to the holders of A Shares is separately published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>).