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

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

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

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**OrbusNeich Medical Group Holdings Limited**

**業聚醫療集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6929)**

**(1) PROPOSED REVOCATION OF  
THE EXISTING GENERAL MANDATES AND  
GRANT OF THE NEW GENERAL MANDATES;  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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The notice convening the Extraordinary General Meeting to be held at Units 303 & 305, 3/F, Building 20E, Hong Kong Science Park, Shatin, N.T., Hong Kong on Friday, December 6, 2024 at 10:00 a.m. is set out on pages 11 to 15 of this circular.

Whether or not you are able to attend the Extraordinary General Meeting, please complete and sign the enclosed form of proxy for use at the Extraordinary General Meeting in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Extraordinary General Meeting or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Company's share registrar in Hong Kong no later than 10:00 a.m. on Wednesday, December 4, 2024. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://orbusneich.com>).

November 19, 2024

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	OrbusNeich Medical Group Holdings Limited (業聚醫療集團控股有限公司), an exempted company incorporated in the Cayman Islands on July 22, 2021, the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 6929)
“Director(s)”	director(s) of the Company
“Existing General Mandates”	the Existing Issue Mandate and the Existing Repurchase Mandate
“Existing Issue Mandate”	the general and unconditional mandate granted to the Directors to allot, issue or deal with the unissued Shares not exceeding 20% of the total number of issued Shares as of the date of passing the relevant resolution at the Previous AGM
“Existing Repurchase Mandate”	the general and unconditional mandate granted to the Directors to repurchase the Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares as of the date of passing of the relevant resolution at the Previous AGM
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Units 303 & 305, 3/F, Building 20E, Hong Kong Science Park, Shatin, N.T., Hong Kong on Friday, December 6, 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 11 to 15 of this circular, or any adjournment thereof
“Extraordinary General Meeting Notice”	the notice for convening the Extraordinary General Meeting set out on pages 11 to 15 of this circular
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Latest Practicable Date”	November 15, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“New General Mandates”	the New Issue Mandate and the New Repurchase Mandate
“New Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Extraordinary General Meeting to allot, issue or deal with additional Shares (including any sale or transfer of the Treasury Shares, if any) not exceeding 20% of the total number of issued Shares (excluding the Treasury Shares, if any) as of the date of passing the relevant resolution granting such mandate
“New Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Extraordinary General Meeting to repurchase the Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares (excluding the Treasury Shares, if any) as of the date of passing the relevant resolution granting such mandate
“Previous AGM”	the annual general meeting of the Company held on June 6, 2024
“Share(s)”	ordinary share(s) in the share capital of the Company with the nominal value of US\$0.0005 each
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“Treasury Shares”	has the meaning ascribed thereto under the Listing Rules
“US\$”	United States dollar, the lawful currency of the United States of America
“%”	per cent



**OrbusNeich Medical Group Holdings Limited**

**業聚醫療集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6929)**

*Executive Directors:*

Mr. David CHIEN  
Ms. Kwai Ching Denise LAU  
Mr. Wing Shing CHEN

*Non-executive Directors:*

Mr. Ching Chung John CHOW  
Mr. Ting San Peter Lionel LEUNG  
Dr. Yi ZHOU

*Independent Non-executive Directors:*

Mr. Yip Keung CHAN  
Mr. Ka Keung LAU *BBS, MH, JP*  
Dr. Lai Fan Gloria TAM

*Registered Office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Corporate headquarters and Principal place  
of business in Hong Kong:*

Units 303 & 305  
3/F, Building 20E  
Hong Kong Science Park  
Shatin, N.T.  
Hong Kong

November 19, 2024

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED REVOCATION OF  
THE EXISTING GENERAL MANDATES AND  
GRANT OF THE NEW GENERAL MANDATES;  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

Reference is made to the announcement of the Company dated November 15, 2024. The purpose of this circular is to provide the Shareholders with information on the resolutions to be proposed at the Extraordinary General Meeting in relation to the proposed revocation of the Existing General Mandates and grant of the New General Mandates and to give you notice of the Extraordinary General Meeting.

### 2. PROPOSED REVOCATION OF THE EXISTING GENERAL MANDATES AND GRANT OF THE NEW GENERAL MANDATES

At the Previous AGM, the Shareholders had approved, among others, ordinary resolutions to grant to the Directors the Existing General Mandates, to (i) allot, issue or otherwise deal with up to 165,593,667 Shares, which is equivalent to 20% of the total number of issued Shares as of the date of the Previous AGM under the Existing Issue Mandate; and (ii) repurchase on the Stock Exchange up to a maximum of 82,796,833 Shares, which is equivalent to 10% of the total number of issued Shares as of the date of the Previous AGM under the Existing Repurchase Mandate.

The Company had not utilized or made any refreshment of the Existing General Mandates since the Previous AGM up to the Latest Practicable Date. In view of the latest amendments to the Listing Rules relating to the Treasury Shares which took effect from June 11, 2024, the Board proposes to revoke the Existing General Mandates and seek Shareholders' approval to grant the New General Mandates to the Directors at the Extraordinary General Meeting.

#### **The Existing Issue Mandate and the New Issue Mandate**

An ordinary resolution will be proposed at the Extraordinary General Meeting to revoke the Existing Issue Mandate and grant to the Directors the New Issue Mandate to allot, issue or otherwise deal with additional Shares (including any sale or transfer of the Treasury Shares, if any) not exceeding 20% of the total number of issued Shares (excluding the Treasury Shares, if any) as of the date of the passing of the relevant resolution granting the New Issue Mandate (i.e. a maximum of 165,593,667 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Extraordinary General Meeting). The New Issue Mandate shall continue to be in force during the period from the date of passing such resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company following the Extraordinary General Meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and (iii) the date on which such authority is varied or revoked by an ordinary resolution of the Shareholders in a general meeting.

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## LETTER FROM THE BOARD

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### **The Existing Repurchase Mandate and the New Repurchase Mandate**

An ordinary resolution will be proposed at the Extraordinary General Meeting to revoke the Existing Repurchase Mandate and grant to the Directors the New Repurchase Mandate to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares (excluding the Treasury Shares, if any) as of the date of the passing of the relevant resolution granting the New Repurchase Mandate (i.e. a maximum of 82,796,833 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Extraordinary General Meeting). The New Repurchase Mandate shall continue to be in force during the period from the date of passing such resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company following the Extraordinary General Meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and (iii) the date on which such authority is varied or revoked by an ordinary resolution of the Shareholders in a general meeting.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the relevant resolution at the Extraordinary General Meeting is set out in Appendix I to this circular.

### **3. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Extraordinary General Meeting is set out on pages 11 to 15 of this circular.

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

There is no Shareholder who has any material interest in the proposed resolutions, therefore none of the Shareholders is required to abstain from voting on such resolutions.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her votes or cast all the votes he/she uses in the same way.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://orbusneich.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under

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## LETTER FROM THE BOARD

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which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Extraordinary General Meeting or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Company's share registrar in Hong Kong no later than 10:00 a.m. on Wednesday, December 4, 2024 (Hong Kong time). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish.

#### 4. CLOSURE OF THE REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, December 4, 2024 to Friday, December 6, 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, December 3, 2024 (Hong Kong time), being the last registration date.

#### 5. RECOMMENDATION

The Directors consider that the proposed revocation of the Existing General Mandates and grant of the New General Mandates are in the best interests of the Company and the Shareholders as a whole, and would recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the Extraordinary General Meeting.

#### 6. 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.

Yours faithfully,

For and on behalf of the Board

**OrbusNeich Medical Group Holdings Limited**

**Mr. David CHIEN**

*Chairman, Executive Director and Chief Executive Officer*



*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Extraordinary General Meeting in relation to the granting of the New Repurchase Mandate.*

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such stock exchange is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As of the Latest Practicable Date, the issued share capital of the Company comprised 827,968,337 Shares.

Subject to the passing of the ordinary resolution of granting of the New Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Extraordinary General Meeting, i.e. being 827,968,337 Shares, the Directors would be authorized under the New Repurchase Mandate to repurchase, during the period in which the New Repurchase Mandate remains in force, a total of 82,796,833 Shares, representing 10% of the total number of Shares in issue (excluding the Treasury Shares, if any) as of the date of the Extraordinary General Meeting.

With effect from June 11, 2024, the Listing Rules has been amended to introduce flexibility for listed companies to cancel shares repurchased and/or hold repurchased shares as Treasury Shares. Following such changes to the Listing Rules and upon the Proposed Amendments taking effect, if the Company repurchases Shares pursuant to the New Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares as Treasury Shares, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

### **3. REASONS FOR SHARE REPURCHASE**

The Directors believe that it is in the best interests of the Company and Shareholders as a whole for the Directors to receive the general authority from the Shareholders to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. When exercising the New Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as Treasury Shares. Shares repurchased for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, applicable laws of the Cayman Islands and the regulations set out in the memorandum and articles of association of the Company.

### **4. FUNDING OF SHARE REPURCHASE**

Repurchase made by the Company pursuant to the New Repurchase Mandate may only be funded out of funds legally available for the purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands.

It is presently proposed that any repurchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the repurchase or out of capital provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

### **5. IMPACT OF SHARE REPURCHASE**

On the basis of the financial position of the Company as of December 31, 2023 (being the date of its latest audited accounts), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the New Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the New Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

## 6. MARKET PRICES OF SHARES

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

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
November	8.45	6.21
December	7.05	5.53
<b>2024</b>		
January	7.06	5.04
February	5.46	4.60
March	4.75	3.01
April	3.95	3.07
May	4.88	3.74
June	5.20	4.24
July	4.28	3.08
August	3.47	2.86
September	3.90	3.05
October	4.09	3.41
November (up to the Latest Practicable Date)	4.38	3.51

## 7. GENERAL

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company, if the New Repurchase Mandate is approved by the Shareholders at the Extraordinary General Meeting.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the New Repurchase Mandate is approved by the Shareholders at the Extraordinary General Meeting.

The Directors will exercise the New Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

Neither the explanatory statement in this Appendix I nor the proposed New Repurchase Mandate has any unusual features.

**8. TAKEOVERS CODE**

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

To the best knowledge and belief of the Directors, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed New Repurchase Mandate.

**9. SHARES REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares had been made by the Company in the six months preceding the Latest Practicable Date.



**OrbusNeich Medical Group Holdings Limited**

**業聚醫療集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6929)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Meeting**”) of OrbusNeich Medical Group Holdings Limited (the “**Company**”) will be held at Units 303 & 305, 3/F, Building 20E, Hong Kong Science Park, Shatin, N.T., Hong Kong on Friday, December 6, 2024 at 10:00 a.m. for the following purposes:

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

“**THAT:**

- (a) the general mandate (the “**Existing Issue Mandate**”) granted to the directors of the Company (the “**Directors**”) to allot, issue or otherwise deal with unissued shares of the Company pursuant to an ordinary resolution passed at the annual general meeting of the Company held on June 6, 2024 (the “**Previous AGM**”) be and is hereby revoked (without prejudice to (i) any valid exercise of the Existing Issue Mandate prior to the passing of this resolution; and (ii) any offers, agreements, options and rights of exchange or conversion made or granted under the Existing Issue Mandate which might require the exercise of such powers after the passing of this resolution);

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (b) subject to paragraph (d) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) on all the powers of the Company to allot, issue or otherwise deal with (including any sale or transfer of treasury shares (which has the meaning ascribed to it under the Listing Rules) (the “**Treasury Shares**”), additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) of this resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (d) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued (whether pursuant to option or otherwise, and including any sale or transfer of the Treasury Shares) by the Directors pursuant to the approval in paragraph (b) in this resolution, otherwise than by way of (i) Rights Issue (as hereinafter defined); or (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time, shall not exceed 20% of the total number of issued shares of the Company in issue (excluding the Treasury Shares, if any) as of the date of passing of this resolution and the said approval be limited accordingly; and

- (e) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company following the Extraordinary General Meeting;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and
- (3) the date on which such authority is varied or revoked by an ordinary resolution of the Shareholders in a general meeting.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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“**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

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

“**THAT:**

- (a) the general mandate (the “**Existing Repurchase Mandate**”) to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares in the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange given to the Directors at the Previous AGM be and is hereby revoked (without prejudice to (i) any valid exercise of the Existing Repurchase Mandate prior to the passing of this resolution; and (ii) any offers, agreements, options and rights of exchange or conversion made or granted under the Existing Repurchase Mandate which might require the exercise of such powers after the passing of this resolution);
- (b) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the SFC and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time, and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (c) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (b) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued shares of the Company (excluding the Treasury Shares, if any) as of the date of passing of this resolution

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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(subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution) and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company following the Extraordinary General Meeting;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and
- (3) the date on which such authority is varied or revoked by an ordinary resolution of the Shareholders in a general meeting.”

Yours faithfully,

For and on behalf of the Board

**OrbusNeich Medical Group Holdings Limited**

**Mr. David CHIEN**

*Chairman, Executive Director and Chief Executive Officer*

Hong Kong, November 19, 2024

**Notes:**

1. All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In the case of joint holders of shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if it/he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof.



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Company's share registrar in Hong Kong no later than 10:00 a.m. on Wednesday, December 4, 2024 (Hong Kong time). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, December 4, 2024 to Friday, December 6, 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, December 3, 2024 (Hong Kong time), being the last registration date.
6. References to time and dates in this notice are to Hong Kong time and dates.

*As of the date of this notice, the Board comprises Mr. David CHIEN, Ms. Kwai Ching Denise LAU and Mr. Wing Shing CHEN as Executive Directors; Mr. Ching Chung John CHOW, Mr. Ting San Peter Lionel LEUNG and Dr. Yi ZHOU as Non-Executive Directors; and Mr. Yip Keung CHAN, Mr. Ka Keung LAU BBS, MH, JP and Dr. Lai Fan Gloria TAM as Independent Non-executive Directors.*