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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 IVD Medical Holding 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.

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.

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**IVD MEDICAL HOLDING LIMITED****華檢醫療控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1931)**

**PROPOSED DECLARATION OF FINAL DIVIDEND,  
PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED GRANT OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of IVD Medical Holding Limited to be held at 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Tuesday, 25 May 2021 at 10:30 a.m. is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:30 a.m. on Sunday, 23 May 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.ivdholding.com>). References to time and dates in this circular are to Hong Kong time and dates.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see page 19 of this circular for measures being taken to prevent and control the spread of the novel coronavirus disease (the "COVID-19") at the Annual General Meeting, including:

- compulsory body temperature checks and health declarations
- wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment
- scanning of the "LeaveHomeSafe" venue QR code or registering contact details in written form

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Tuesday, 25 May 2021 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 19 of this circular, or any adjournment thereof
“Articles” or “Articles of Association”	the second amended and restated articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of China and Taiwan
“close associate(s)”, “controlling shareholder(s)”, “core connected person(s)”, “subsidiary(ies)” and “substantial shareholder(s)”	each has the meaning ascribed to it under the Listing Rules
“Common Control Confirmation”	the common control confirmation executed by Mr. Ho, Mr. Leung and Mr. Lin on 27 May 2016, whereby they confirmed the existence of their common control arrangement
“Company”	IVD Medical Holding Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1931)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular
“Latest Practicable Date”	15 April 2021, 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 as amended from time to time
“Mr. Chan”	Mr. Chan Kwok King, Kingsley, a non-executive Director of the Company
“Mr. Chen”	Mr. Chen Xingang, a non-executive Director of the Company
“Mr. Ho”	Mr. Ho Kuk Sing, the chairman and chief executive officer of the Company, an executive Director and a substantial shareholder of the Company
“Mr. Leung”	Mr. Leung King Sun, an executive Director and a substantial shareholder of the Company
“Mr. Lin”	Mr. Lin Xianya, an executive Director and a substantial shareholder of the Company
“Mr. Yang”	Mr. Yang Zhaoxu, a non-executive Director of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of US\$0.0005 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“US\$”	US dollars, the lawful currency of the United States of America
“%”	per cent.

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LETTER FROM THE BOARD

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**IVD MEDICAL HOLDING LIMITED**  
**華檢醫療控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1931)**

*Executive Directors:*

Mr. Ho Kuk Sing (*Chairman of the Board  
and Chief Executive Officer*)  
Mr. Leung King Sun  
Mr. Lin Xianya

*Registered Office:*

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
PO Box 2681, Grand Cayman  
KY1-1111, Cayman Islands

*Non-executive Directors:*

Mr. Chen Xingang  
Mr. Yang Zhaoxu  
Mr. Chan Kwok King, Kingsley

*Headquarters and Principal Place  
of Business in China:*

Room 602, Building 6  
Lane 299, Bisheng Road  
Zhangjiang Hi-Tech Park  
Pudong New Area District  
Shanghai  
China

*Independent Non-executive Directors:*

Mr. Lau Siu Ki  
Mr. Zhong Renqian  
Mr. Leung Ka Sing

*Principal Place of Business  
in Hong Kong:*

Room 1703,  
Grandtech Centre  
8 On Ping Street, Sha Tin  
Hong Kong

23 April 2021

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED DECLARATION OF FINAL DIVIDEND,  
PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED GRANT OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 25 May 2021.

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## LETTER FROM THE BOARD

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### **2. DECLARATION OF FINAL DIVIDEND**

According to the announcement of annual results of the Company for the year ended 31 December 2020 dated 19 March 2021, the Board recommended the payment of a final dividend of HK3.607 cents per Share for the year ended 31 December 2020 to the Shareholders.

The payment of final dividend is subject to the approval of the Shareholders at the Annual General Meeting. If the resolution for the payment of dividends is passed at the Annual General Meeting, the dividends will be paid on or around Friday, 2 July 2021 to the Shareholders whose names appear on the register of members of the Company at the close of business at 4:30 p.m. on Thursday, 3 June 2021.

For the purpose of determining shareholders who qualify for the final dividend, the register of members of the Company will be closed from Tuesday, 1 June 2021 to Thursday, 3 June 2021, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 pm on Monday, 31 May 2021.

### **3. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS**

The annual report incorporating the audited consolidated financial statements of the Company and the reports of the Directors and the auditors of the Company for the year ended 31 December 2020 will be sent to the Shareholders on 23 April 2021. The audited consolidated financial statements of the Company have been reviewed by the audit committee of the Company.

### **4. RE-APPOINTMENT OF AUDITORS**

The Board recommended that, subject to the approval of the Shareholders at the Annual General Meeting, Ernst & Young be re-appointed as auditors of the Company.

### **5. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Articles 83 and 84 of the Articles of Association, Mr. Chen, Mr. Yang and Mr. Chan shall retire by rotation at the Annual General Meeting, and are eligible to offer themselves for re-election at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### **Recommendation of the Nomination Committee on re-election of the retiring Directors**

On 19 March 2021, the nomination committee of the Company (the “**Nomination Committee**”) held a meeting and nominated Mr. Chen, Mr. Yang and Mr. Chan to the Board for it to recommend to the Shareholders for re-election as non-executive Directors at the Annual General Meeting. Such nomination had been made by the Nomination Committee in accordance with the Company’s nomination policy, and with due regard to the following criteria to assess the suitability of each of them to be re-elected as a non-executive Director:

- the qualifications, skills, experience and background of each of Mr. Chen, Mr. Yang and Mr. Chan; and
- how each of Mr. Chen, Mr. Yang and Mr. Chan will contribute to the diversity of the Board in accordance with the Board diversity policy of the Company (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service).

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

### **6. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES**

Pursuant to the written resolution passed by the then Shareholders on 3 June 2020, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 132,299,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). As at the Latest Practicable Date, the issued share capital of the Company comprised 1,322,990,000 Shares. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

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 grant of the Repurchase Mandate is set out in Appendix II to this circular.



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## LETTER FROM THE BOARD

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### **7. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES**

Pursuant to the written resolution passed by the then Shareholders on 3 June 2020, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 264,598,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). As at the Latest Practicable Date, the issued share capital of the Company comprised 1,322,990,000 Shares. An ordinary resolution to extend the Issue Mandate by adding the number of Shares re-purchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

### **8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 15 to 19 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 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. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.ivdholding.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 which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:30 a.m. on Sunday, 23 May 2021) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

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## LETTER FROM THE BOARD

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### 9. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting of the Company to be held on 25 May 2021, the register of members of the Company will be closed from Wednesday, 19 May 2021 to Tuesday, 25 May 2021 (both days inclusive), during which period no transfer of the Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 18 May 2021.

### 10. RECOMMENDATION

The Directors consider that the proposed declaration of final dividend, proposed re-election of retiring Directors and grant of the Repurchase Mandate and the Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully  
For and on behalf of the Board  
**IVD Medical Holding Limited**  
**Ho Kuk Sing**  
*Chairman, Chief Executive Officer  
and Executive Director*

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

**Mr. Chen Xingang** (陳心剛), aged 46, is a non-executive Director primarily responsible for providing advice on strategies to the Group. He was appointed as a Director on 21 June 2016 and was designated as a non-executive Director on 21 June 2019. Mr. Chen joined the Group in February 2014 and served as a director of Vastec Medical Equipment (Shanghai) Co., Ltd. (“**Vastec (Shanghai)**”) and Vastec Medical Limited (“**Vastec**”) since then.

Mr. Chen has over 24 years of experience in the medical equipment related industry in the PRC. Mr. Chen joined Shinva Medical Instrument Co., Ltd (“**Shinva**”) in December 1994 and served as the deputy head and head of the Strategic Development Department from January 2010 to April 2011 and from April 2011 to January 2017, respectively. He currently holds various positions in Shinva, including supervisor, assistant to the president and general manager of the IVD department, primarily responsible for the management of Shinva’s IVD business operations. He also serves as a director and supervisor in various companies invested by Shinva as its representative. The principal business activities of these investee companies are research and development (“**R&D**”), production and sale of medical devices in the PRC.

Mr. Chen obtained a bachelor’s degree in Accounting from Shandong University of Technology (山東理工大學) in January 2009. He has been admitted as a non-practising member of The Chinese Institute of Certified Public Accountants (中國註冊會計師協會非執業會員) since July 2015 and a registered tax agent of China Certified Tax Agents Association (中國註冊稅務師) since September 2005.

Save as disclosed above, Mr. Chen has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Chen has been appointed for an initial period of three years commencing from 21 June 2019 until terminated by not less than three months’ notice in writing served by either party on the other. He is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Mr. Chen does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Chen was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations. Under the service contract entered into between Mr. Chen and the Company, Mr. Chen is not entitled to a Director’s fee.

**Mr. Yang Zhaoxu** (楊兆旭), aged 57, is a non-executive Director primarily responsible for providing advice on strategies to the Group. He was appointed as a Director on 25 January 2019 and was designated as a non-executive Director on 21 June 2019. Mr. Yang joined the Group in June 2018 and served as a director of Vastec (Shanghai) from June 2018 to May 2019.

Mr. Yang has over 34 years of experience in the medical equipment related industry in the PRC. Mr. Yang joined Shinva as a technician in July 1984 and served as an alternate deputy head and deputy head of the research centre from May 1994 to June 1995 and from June 1995 to August 1996, respectively. He then served as a deputy chief engineer of Shinva since August 1996 and as a director of Shinva from May 1999 to April 2017. He currently holds various positions in Shinva, including deputy general manager and deputy chief engineer, primarily responsible for the technology development, production and operations management of Shinva. He also serves as a director in various companies invested by Shinva as its representative. The principal business activities of these investee companies are R&D, production and sale of medical devices in the PRC.

Mr. Yang obtained a bachelor's degree in Chemical Machinery from Qingdao University of Science and Technology (青島科技大學), formerly known as Shandong Institute of Chemical Technology\* (山東化工學院), in 1984.

Save as disclosed above, Mr. Yang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Yang has been appointed for a period of three years commencing from 21 June 2019 until terminated by not less than three months' notice in writing served by either party on the other. He is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Mr. Yang does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Yang was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations. Under the service contract entered into between Mr. Yang and the Company, Mr. Yang is not entitled to a Director's fee.

**Mr. Chan Kwok King, Kingsley** (陳國勁), aged 44, is a non-executive Director primarily responsible for providing advice on strategies to the Group. He was appointed as a Director on 21 June 2016 and was designated as a non-executive Director on 21 June 2019.

Mr. Chan is a managing director of the Private Credit & Equity Division of Morgan Stanley Asia Limited ("Morgan Stanley"). Mr. Chan joined Morgan Stanley in 2007 and is responsible for the private equity investment business in China. Mr. Chan currently holds directorship in various companies invested by Morgan Stanley as its representative. He is at the same time an observer on the board of Yirendai Ltd (stock code: YRD), a company listed on The New York Stock Exchange. He currently serves as a non-executive Director of China Feihe Limited (stock code: 6186) and Home Control International Limited (stock code: 1747),

both companies are listed on the Main Board of The Stock Exchange. Prior to joining Morgan Stanley, Mr. Chan worked at the investment banking division of Citigroup Global Markets Asia Limited from 1999 to 2004 and Credit Suisse (Hong Kong) Limited from 2004 to 2007.

Mr. Chan obtained a master's degree in Finance from the University of Cambridge in 1999. He obtained a bachelor's degree in Economics from the University of London in 1998.

Save as disclosed above, Mr. Chan has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Chan has been appointed for an initial period of three years commencing from 21 June 2019 until terminated by not less than three months' notice in writing served by either party on the other. He is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Mr. Chan does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Chan was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations. Under the service contract entered into between Mr. Chan and the Company, Mr. Chan is not entitled to a Director's fee.

Save as disclosed above, there is no information which is discloseable nor any of the above Directors is involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning the above Directors that need to be brought to the attention of the Shareholders.

*Note: English translation marked with "\*" is for identification purpose only.*

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

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,322,990,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the grant of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 1,322,990,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 132,299,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with the second amended and restated Memorandum of Association of the Company, the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

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

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
April	3.24	2.96
May	3.13	2.90
June	3.12	2.97
July	3.14	2.82
August	2.87	2.64
September	2.59	2.34
October	2.65	2.03
November	2.30	2.15
December	2.30	1.96
<b>2021</b>		
January	2.45	2.17
February	2.43	2.06
March	2.38	2.10
April ( <i>up to the Latest Practicable Date</i> )	2.34	2.12

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the 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 of the Company, as at the Latest Practicable Date, (i) by virtue of the Common Control Confirmation, Mr. Ho, Mr. Leung and Mr. Lin and their respective wholly-owned investment holding companies (the "**Founding Group**"), namely KS&KL Investment Co. Limited, King Sun Limited and Lucan Investment Limited, collectively were interested in 465,185,899 Shares representing approximately 35.16% of the total issued share capital of the Company, and (ii) Huatuo International Development Co., Limited ("**Huatuo International**") was interested in 443,654,371 Shares representing approximately 33.53% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the aggregate shareholding of the Founding Group and Huatuo International would be increased to approximately 39.07% and 37.26%, respectively, of the issued share capital of the Company and thus each of the Founding Group and Huatuo International would be obliged to make a mandatory general offer under Rule 26 of the Takeovers Code as a result of such increase. The Directors have no intention to exercise the Repurchase Mandate to such extent that would give rise to an obligation on the part of the Founding Group and Huatuo International to make a mandatory general offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement and will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

## 8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



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## NOTICE OF ANNUAL GENERAL MEETING

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### IVD MEDICAL HOLDING LIMITED

### 華檢醫療控股有限公司

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

**(Stock Code: 1931)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of IVD Medical Holding Limited (the “**Company**”) will be held at 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Tuesday, 25 May 2021 at 10:30 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2020.
2. To declare a final dividend of HK3.607 cents per ordinary share for the year ended 31 December 2020.
- 3(a). To re-elect Mr. Chen Xingang as a non-executive director of the Company.
- 3(b). To re-elect Mr. Yang Zhaoxu as a non-executive director of the Company.
- 3(c). To re-elect Mr. Chan Kwok King, Kingsley, as a non-executive director of the Company.
- 3(d). To authorise the board of directors to fix the respective directors’ remuneration.
4. To re-appoint Ernst & Young as auditors and to authorise the board of directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

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- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

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

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(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**IVD Medical Holding Limited**  
**Ho Kuk Sing**  
*Chairman, Chief Executive Officer and  
Executive Director*

Hong Kong, 23 April 2021

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*Notes:*

1. A form of proxy for the meeting is enclosed.
2. All resolutions at the meeting will be taken by way of a 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 in which case every shareholder present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands) pursuant to the Listing Rules and the Articles of Association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
3. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. 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 fully paid share held by him.
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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:30 a.m. on Sunday, 23 May 2021) or the adjourned meeting (as the case may be). 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, 19 May 2021 to Tuesday, 25 May 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 18 May 2021.
6. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Tuesday, 1 June 2021 to Thursday, 3 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at the above address for registration not later than 4:30 p.m. on Monday, 31 May 2021.
7. If a black rainstorm warning, a tropical cyclone warning signal number 8 or above or "extreme conditions" caused by a super typhoon is hoisted or announced by the HKSAR Government after 7:00 am on 25 May 2021, the Annual General Meeting will not be held on 25 May 2021 but will be postponed to a later date. The Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify the Shareholders of the date, time and place of the adjourned meeting.

If a black rainstorm warning, a tropical cyclone warning signal number 8 or above or "extreme conditions" caused by a super typhoon is lowered or cancelled by the HKSAR Government at or before 7:00 am on 25 May 2021 and where conditions permit, the Annual General Meeting will be held as scheduled.

"Extreme conditions" herein include but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons.

The Annual General Meeting will be held as scheduled when an "amber" or "red" rainstorm warning signal is in force.

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Shareholders may contact Customer Service Hotline of Tricor Investor Services Limited at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.

8. References to time and dates in this notice are to Hong Kong time and dates.
9. The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:
  - (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
  - (ii) Each attendee will be required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
  - (iii) No refreshment will be served, and there will be no corporate gift.
  - (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the Annual General Meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.
  - (v) Attendees may be required to scan the “LeaveHomeSafe” venue QR code or register his/her name, contact number and the date and time of visit, prior to entry into the Annual General Meeting venue.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and returning the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our head office and principal place of business in Hong Kong.

If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company’s share registrar as follows:

*Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen’s Road East, Hong Kong  
Tel: (852) 2980 1333*