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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 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 Chaoju Eye Care Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the 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 the transferee.

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## **Chaoju Eye Care Holdings Limited**

**朝聚眼科醫療控股有限公司**

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

**(Stock Code: 2219)**

**PROPOSALS FOR  
GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES  
AND TO REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
DECLARATION OF FINAL DIVIDEND;  
RE-APPOINTMENT OF AUDITOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Chaoju Eye Care Holdings Limited to be held physically at Room 2403, 24/F, Block A, Shouke Building, Taipingqiao Street, Fengtai District, Beijing, China on Thursday, June 6, 2024 at 10:00 a.m. is set out on pages 18 to 23 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.chaojueye.com](http://www.chaojueye.com)), respectively. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch 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 holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the meeting or any adjournment thereof if they so wish.

April 26, 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:*

“Annual General Meeting”	the annual general meeting of the Company to be held physically at Room 2403, 24/F, Block A, Shouke Building, Taipingqiao Street, Fengtai District, Beijing, China on Thursday, June 6, 2024 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 18 to 23 of this circular
“Articles of Association”	the amended and restated articles of association of the Company, conditionally adopted with effect on June 6, 2023 and as amended from time to time
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (2023 Revision) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“Company”	Chaoju Eye Care Holdings Limited, a company incorporated in the Cayman Islands on May 19, 2020 as an exempted company with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“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
“Latest Practicable Date”	April 19, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region

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## DEFINITIONS

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“Proposed Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with (including any sale or transfer of treasury Shares out of treasury) Shares not exceeding 20% of the number of issued shares of the Company as at the date of passing the relevant resolution granting the Proposed Issue Mandate
“Proposed Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the number of issued shares of the Company (excluding any treasury Shares) as at the date of passing the relevant resolution granting the Proposed Repurchase Mandate
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.00025 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Award Scheme”	the share award scheme approved and adopted by the Company on May 10, 2022. For more details of the Share Award Scheme please refer to the announcement of the Company dated May 10, 2022
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on June 11, 2024
“Takeovers Code”	the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“%”	per cent

\* *The English translation of the Chinese name denoted in this circular is for illustration purpose only. Should there be any inconsistencies, the Chinese name shall prevail.*

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LETTER FROM THE BOARD

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**Chaoju Eye Care Holdings Limited**

**朝聚眼科醫療控股有限公司**

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

**(Stock Code: 2219)**

*Executive Directors:*

Mr. ZHANG Bozhou  
*(Chairman and Chief Executive Officer)*  
Ms. ZHANG Xiaoli  
Mr. ZHANG Junfeng  
Mr. ZHANG Guangdi

*Non-executive Directors:*

Mr. Richard Chen MAO  
Mr. LI Zhen  
Ms. ZHANG Li

*Independent non-executive Directors:*

Mr. HE Mingguang  
Ms. GUO Hongyan  
Mr. LI Jianbin  
Mr. BAO Shan

*Registered office:*

Harneys Fiduciary (Cayman) Limited  
4th Floor, Harbour Place  
103 South Church Street  
P.O. Box 10240  
Grand Cayman KY1-1002  
Cayman Island

*Principal place of business in*

*Hong Kong:*  
20th Floor  
One International Finance Centre  
1 Harbour View Street  
Central, Hong Kong

April 26, 2024

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR  
GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES  
AND TO REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
DECLARATION OF FINAL DIVIDEND;  
RE-APPOINTMENT OF AUDITOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the granting to the Directors of the Proposed Issue Mandate and the Proposed

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## LETTER FROM THE BOARD

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Repurchase Mandate; (ii) the re-election of the retiring Directors; (iii) the declaration of final dividend for the year ended December 31, 2023; and (iv) the re-appointment of the auditor of the Company.

### **GENERAL MANDATE TO ISSUE SHARES**

In order to ensure greater flexibility for the Company to issue new Shares, an ordinary resolution numbered 5(A) will be proposed at the Annual General Meeting to grant to the Directors the Proposed Issue Mandate to exercise the power of the Company to allot, issue or otherwise deal with Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the number of issued shares of the Company as at the date of passing the relevant resolution in relation to the Proposed Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 707,526,500 Shares. Subject to the passing of the ordinary resolution numbered 5(A) granting the Proposed Issue Mandate and on the basis that no further Shares shall be issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue (including any sale or transfer of treasury Shares out of treasury) a maximum of 141,505,300 Shares, representing 20% of the number of Shares in issue.

In addition, subject to a separate approval of the ordinary resolution numbered 5(C), the number of Shares repurchased by the Company under the ordinary resolution numbered 5(B) granting the Proposed Repurchase Mandate, if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20% limit of the Proposed Issue Mandate as mentioned in the ordinary resolution numbered 5(A). The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Proposed Issue Mandate, other than Shares which may fall to be allotted and issued under the Share Award Scheme.

As at the date of this circular, the proposed amendments to the Listing Rules in relation to treasury shares have not become effective. The Company will only use the Proposed Issuance Mandate to sell or transfer the treasury Shares held by the Company from time to time (if any) according to the needs of the Company after the relevant amendments to the Listing Rules relating to treasury shares come into effect.

### **GENERAL MANDATE TO REPURCHASE SHARES**

In addition, an ordinary resolution numbered 5(B) will be proposed at the Annual General Meeting to grant the Directors the Proposed Repurchase Mandate to exercise the power of the Company to repurchase Shares representing up to 10% of the number of issued shares of the Company (excluding any treasury Shares) as at the date of the passing of the relevant resolution in relation to the Proposed Repurchase Mandate.

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## LETTER FROM THE BOARD

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An explanatory statement required by the Listing Rules in connection with the Proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 113 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director. Any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Accordingly, Ms. ZHANG Li who was appointed as a Director with effect from June 12, 2023 will retire from office at the Annual General Meeting and, being eligible, offer herself for re-election.

In accordance with Article 109(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

In accordance with Article 109(b) of the Articles of Association, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Mr. HE Mingguang, Ms. GUO Hongyan, Mr. LI Jianbin and Mr. BAO Shan will retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

Details of the above-named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

Each of the retiring independent non-executive Directors has given an confirmation of his/her independence to the Company, and has confirmed that he/she has fully complied with each of the factors for assessing independence set out in Rule 3.13 of the Listing Rules. The Nomination Committee has assessed and reviewed the independence of the retiring

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## **LETTER FROM THE BOARD**

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independent non-executive Directors. The Nomination Committee and the Board are of the view that all retiring independent non-executive Directors have satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

The Nomination Committee has reviewed and assessed the background, expertise, experience and time commitment of the retiring Directors according to the nomination policy of the Company, taking into account various aspects as set out in the board diversity policy of the Company including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. In light of the background and work experience of the retiring Directors, the Nomination Committee and the Board believed that they will continue to bring valuable experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Therefore, the Nomination Committee has recommended to the Board that the re-election of Ms. ZHANG Li, Mr. HE Mingguang, Ms. GUO Hongyan, Mr. LI Jianbin and Mr. BAO Shan be proposed for Shareholders' approval at the Annual General Meeting.

### **DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

As mentioned in the annual results announcement dated March 26, 2024 of the Company for the year ended December 31, 2023, it was the intention of the Board to recommend a final dividend for the year ended December 31, 2023 of HK\$0.2208 per Share, which is subject to the approval of Shareholders at the Annual General Meeting and compliance with the Cayman Companies Act. An ordinary resolution numbered 2 will be proposed at the Annual General Meeting to approve the declaration of the final dividend.

Under Section 34(2) of the Cayman Companies Act, the share premium account may be applied by a company paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to the dividend, the Company shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the dividend is proposed to be paid.

For determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Monday, June 3, 2024 to Thursday, June 6, 2024, both days inclusive, during which period, no share transfers can be registered. In order to qualify for attending and voting at the Annual General Meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Friday, May 31, 2024.

For determining the entitlement to the proposed final dividend for the year ended December 31, 2023, the transfer books and register of members of the Company will be closed from Friday, June 14, 2024 to Tuesday, June 18, 2024, both days inclusive, during which period, no Share transfers can be registered. In order to qualify for the entitlement to the proposed final dividend, subject to passing of the ordinary resolution numbered 2 at the



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## LETTER FROM THE BOARD

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Annual General Meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Thursday, June 13, 2024.

### RE-APPOINTMENT OF THE AUDITOR

Ernst & Young will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Ernst & Young as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorize the Board to fix the auditor's remuneration.

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 18 to 23 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve (i) the granting to the Directors of the Proposed Issue Mandate and the Proposed Repurchase Mandate; (ii) the re-election of the retiring Directors; (iii) the declaration of final dividend; and (iv) the re-appointment of the auditor of the Company.

### FORM OF PROXY

A form of proxy is enclosed with this circular for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.chaojueye.com](http://www.chaojueye.com)), respectively. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting or any adjournment thereof if they so wish.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, any vote of Shareholders at a general meeting of the Company must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

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## LETTER FROM THE BOARD

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On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

### **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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATION**

The Directors consider that the proposed resolutions for the granting to the Directors of the Proposed Issue Mandate and the Proposed Repurchase Mandate, the re-election of the retiring Directors, the declaration of final dividend, and the re-appointment of the auditor of the Company are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By order of the Board  
**Chaoju Eye Care Holdings Limited**  
**ZHANG Bozhou**  
*Chairman*

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## APPENDIX I     DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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*The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors holds any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors holds any other positions with the Group.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors has any relationship with any other Directors, senior management, substantial or controlling Shareholders.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Director candidates**

**Ms. ZHANG Li** (張麗), aged 36, has been a non-executive Director since June 12, 2023 and her main responsibilities include providing professional advice and judgement to the Board.

Ms. ZHANG Li has over 10 years of experience in wealth management matters. Apart from the Group, Ms. ZHANG Li has been acting as a vice president of investor relations and a manager of post-investment management at Riverhead Capital Investment Management Co., Ltd. (陽光融匯資本投資管理有限公司) since September 2018. Prior to that, she worked at Sunshine Life Insurance Corporation Limited (陽光人壽保險股份有限公司) between June 2013 and August 2018, primarily responsible for management reporting and group accounting.

Ms. ZHANG Li obtained a bachelor's degree in accounting from Shandong University of Finance and Economics (山東財經大學) in China in July 2010 and a master's degree in finance from Beijing Technology and Business University (北京工商大學) in June 2013.

Ms. ZHANG Li has entered into an appointment letter with the Company for an initial term of 3 years commencing from June 12, 2023, subject to re-election by the Shareholders in the subsequent annual general meetings of the Company in accordance with the Articles of Association. The appointment letter of Ms. ZHANG Li shall continue in force after being re-elected until terminated by the occurrence of the circumstances specified in the said appointment letter. Subject to the said appointment letter, Ms. ZHANG Li is not entitled to receive any emoluments.

As at the Latest Practicable Date, Ms. ZHANG Li did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Save as disclosed above, the Board is not aware of any matter in relation to Ms. ZHANG Li that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to her re-election.

**Mr. HE Mingguang** (何明光), aged 54, has been an independent non-executive Director since the Listing Date and his main responsibilities include supervising and providing independent judgement to the Board.

Mr. HE Mingguang has over 30 years of experience in the medical and academic industry, focusing on ophthalmology. He is currently a professor of ophthalmic epidemiology at the University of Melbourne (墨爾本大學), positions which he has held since October 2014. He has also been working at the Zhongshan Ophthalmic Centre of Sun Yat-Sen University (中山大學) since July 1993 and currently serves as a professor of ophthalmology.

Mr. HE Mingguang is also a recipient of several research funding throughout the course of his career for his research including “Artificial intelligence in ophthalmology: from data to algorithm and real-world application” funded by the National Health and Medical Research Council in Australia in 2020, “Integration of retinal photography and artificial intelligence to build opportunistic screening services in primary care settings” funded by the Medical Research Future Fund in Australia in 2017 and “Development of an automated web-based screening system for eye diseases” funded by Bupa in Australia in 2016.

Mr. HE Mingguang graduated from Sun Yat-Sen Medicine University (中山醫科大學), which was subsequently merged to Sun Yat-Sen University (中山大學), in Guangzhou, China with a bachelor’s degree in medicine in July 1993 and a doctoral degree in ophthalmology in June 2005. After that, he graduated from The John Hopkins University in the United States with a master’s degree in public health in May 2001 and University College of London in the United Kingdom with a doctoral degree in philosophy in November 2006.

Mr. HE Mingguang has entered into an appointment letter with the Company for an initial term of 3 years commencing from July 7, 2021, subject to re-election by the Shareholders in the subsequent annual general meetings of the Company in accordance with the Articles of Association. The appointment letter of Mr. HE Mingguang shall continue in force after being re-elected until terminated by the occurrence of the circumstances specified in the said appointment letter, and the Company will enter into a new appointment letter with Mr. HE Mingguang upon expiry of the existing appointment letter on the same term and for a term of 3 years. Mr. HE Mingguang is entitled to receive emoluments of RMB205,000 per annum as determined by the Board with recommendation by the Remuneration Committee as set forth in the appointment letter.

As at the Latest Practicable Date, Mr. HE Mingguang did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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## APPENDIX I     DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Save as disclosed above, the Board is not aware of any matter in relation to Mr. HE Mingguang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**Ms. GUO Hongyan (郭紅岩)**, aged 59, has been an independent non-executive Director since the Listing Date and her main responsibilities include supervising and providing independent judgment to the Board.

Ms. GUO Hongyan has over 31 years of experience in the legal and academic industry. She has been employed by the China University of Political Science and Law (中國政法大學) since April 1992, and is currently a professor and doctoral advisor director at the international public law research center. She has also been a part-time lawyer at the Beijing office of Yingke Law Firm (盈科律師事務所) since July 2021, preceded by her role as a part-time lawyer at Beijing Tiantai Law Firm (北京天馳君泰律師事務所) from May 2017 to June 2021.

Prior to that, from March 2011 to February 2016, Ms. GUO Hongyan was the visiting professor and deputy director at the international environmental law research center at the China University of Political Science and Law, and from December 2013 to October 2014, she served as the Asia regional organizational officer at the space law moot court of the International Institute of Space Law (國際空間法學會空間法模擬法庭). Since September 2012, Ms. Guo Hongyan worked as the deputy director at the China University of Political Science and Law branch of Collaborative Innovation Center for Territorial Sovereignty and Maritime Rights (國家領土主權與海洋權益協同創新中心).

Ms. GUO Hongyan graduated from the China University of Political Science and Law (中國政法大學) in Beijing, China with a bachelor's degree in law in July 1987 and a master's degree in private international law in January 1992. She later obtained a master's degree of laws in international and comparative law from Chicago-Kent College of Law at Illinois Institute of Technology in Chicago, United States in December 2009. She obtained her doctoral degree in international law from China University of Political Science and Law in June 2011.

Ms. GUO Hongyan has entered into an appointment letter with the Company for an initial term of 3 years commencing from July 7, 2021, subject to re-election by the Shareholders in the subsequent annual general meetings of the Company in accordance with the Articles of Association. The appointment letter of Ms. GUO Hongyan shall continue in force after being re-elected until terminated by the occurrence of the circumstances specified in the said appointment letter, and the Company will enter into a new appointment letter with Ms. GUO Hongyan upon expiry of the existing appointment letter on the same term and for a term of 3 years. Ms. GUO Hongyan is entitled to receive emoluments of RMB205,000 per annum as determined by the Board with recommendation by the Remuneration Committee as set forth in the appointment letter.

As at the Latest Practicable Date, Ms. GUO Hongyan did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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## APPENDIX I     DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Save as disclosed above, the Board is not aware of any matter in relation to Ms. GUO Hongyan that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to her re-election.

**Mr. LI Jianbin** (李建濱), aged 45, has been an independent non-executive Director since the Listing Date and his main responsibilities include supervising and providing independent judgment to the Board.

Mr. LI Jianbin has over 22 years of experience in tax advisory and investment matters. He is currently serving as the managing partner at the strategic investment department of Beijing Xiaomi Mobile Software Co., Ltd. (北京小米移動軟件有限公司), a position he has held since April 2020, and prior to that, between December 2017 and April 2020, he was the vice president of the finance department where he was responsible for optimizing the capabilities of the group's finance department, managing its tax matters and overseeing its merger and acquisition projects. From July 2001 to November 2017, he held various positions at PricewaterhouseCoopers Consultants (Shenzhen) Limited Beijing Branch (普華永道諮詢(深圳)有限公司北京分公司), where his last position was tax and commercial advisory partner.

Mr. LI Jianbin graduated with bachelor's degrees in laws and economics from Peking University (北京大學) in Beijing, China in July 2001. He has been a member of The Chinese Institute of Certified Public Accountants since September 2010 and a member of the China Certified Tax Agents Association since March 2013 and received his PRC lawyer's practicing licence issued by the Ministry of Justice of the People's Republic of China in February 2007.

Mr. LI Jianbin has entered into an appointment letter with the Company for an initial term of 3 years commencing from July 7, 2021, subject to re-election by the Shareholders in the subsequent annual general meetings of the Company in accordance with the Articles of Association. The appointment letter of Mr. LI Jianbin shall continue in force after being re-elected until terminated by the occurrence of the circumstances specified in the said appointment letter, and the Company will enter into a new appointment letter with Mr. LI Jianbin upon expiry of the existing appointment letter on the same term and for a term of 3 years. Mr. LI Jianbin is entitled to receive emoluments of RMB205,000 per annum as determined by the Board with recommendation by the Remuneration Committee as set forth in the appointment letter.

As at the Latest Practicable Date, Mr. LI Jianbin did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, the Board is not aware of any matter in relation to Mr. LI Jianbin that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

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## APPENDIX I     DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. BAO Shan (寶山)**, aged 52, has been an independent non-executive Director since the Listing Date and his main responsibilities include supervising and providing independent judgment to the Board.

Mr. BAO Shan has over 23 years of experience in management advisory matters. He joined Alliance PKU Management Consultants Ltd. (北京北大縱橫管理諮詢有限責任公司) in May 2005, and is currently serving as the senior vice president. Prior to that, from October 2002 to May 2005, he was a partner at Beijing Fengshou Management Consultancy Co., Ltd. (北京豐收管理諮詢有限公司). From July 2000 to October 2002, he was employed as a manager at the marketing department of Tsinghua Tongfang Artificial Environment Co., Ltd. (同方人工環境有限公司).

Mr. BAO Shan graduated from Renmin University of China (中國人民大學) in Beijing, China with a master's degree in business administration in July 1998. He subsequently received a doctor's degree in national economics from the Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院) in Beijing, China in June 2016.

Mr. BAO Shan has entered into an appointment letter with the Company for an initial term of 3 years commencing from July 7, 2021, subject to re-election by the Shareholders in the subsequent annual general meetings of the Company in accordance with the Articles of Association. The appointment letter of Mr. BAO Shan shall continue in force after being re-elected until terminated by the occurrence of the circumstances specified in the said appointment letter, and the Company will enter into a new appointment letter with Mr. BAO Shan upon expiry of the existing appointment letter on the same term and for a term of 3 years. Mr. BAO Shan is entitled to receive emoluments of RMB205,000 per annum as determined by the Board with recommendation by the Remuneration Committee as set forth in the appointment letter.

As at the Latest Practicable Date, Mr. BAO Shan did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, the Board is not aware of any matter in relation to Mr. BAO Shan that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 707,526,500 Shares of nominal value of HK\$0.00025 each. Subject to the passing of the resolution granting of the Proposed Repurchase Mandate and on the basis that no further Shares shall be issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 70,752,650 Shares, representing 10% of the number of issued shares of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company or (ii) the expiration of the period with which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles of Association or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders at a general meeting of the Company.

## **REASONS AND FUNDING OF REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Act. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Cayman Companies Act.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares 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.

### **GENERAL**

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Proposed Repurchase Mandate is approved by the Shareholders.

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

No core connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Proposed Repurchase Mandate is approved by the Shareholders.

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. ZHANG Bozhou, Ms. ZHANG Xiaoli, Mr. ZHANG Junfeng, Mr. ZHANG Fengsheng and Ms. ZHANG Yumei, being parties acting in concert, were deemed or taken to be interested in 287,404,289 Shares in aggregate, representing approximately 40.62% of the total number of Shares in issue. In the event that the Directors exercised in full the Proposed Repurchase Mandate, the shareholding of Mr. Zhang Bozhou, Ms. ZHANG Xiaoli, Mr. ZHANG Junfeng, Mr. ZHANG Fengsheng and Ms. ZHANG Yumei in the Company in aggregate would be increased to approximately 45.13% of the total number of Shares in issue. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that would trigger the obligations under the Takeovers Code to make a mandatory offer.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Proposed Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The Company confirms that neither this explanatory statement nor the proposed share repurchase has any unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares (subject to the relevant Listing Rules relating to treasury Shares coming into effect), subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. For any treasury Shares deposited with Central Clearing and Settlement System ("CCASS") pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited 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.

#### SHARE REPURCHASE MADE BY THE COMPANY

The Company repurchased a total of 98,500 Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date, details of which are as follows:

Date of repurchase	No. of Shares repurchased	Price paid per Share	
		Highest HK\$	Lowest HK\$
January 12, 2024	49,000	4.38	4.20
January 15, 2024	49,500	4.28	4.24

*Note: All the above repurchased Shares have been cancelled on January 25, 2024*

## SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest traded prices <i>HK\$</i></b>	<b>Lowest traded prices <i>HK\$</i></b>
<b>2023</b>		
April	6.30	4.81
May	5.68	4.13
June	4.75	3.92
July	5.44	4.05
August	5.27	3.99
September	4.66	4.00
October	4.30	3.70
November	4.63	3.86
December	4.73	4.08
<b>2024</b>		
January	4.57	3.59
February	4.09	3.50
March	4.27	3.72
April (up to the Latest Practicable Date)	3.96	3.57

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## NOTICE OF ANNUAL GENERAL MEETING

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### Chaoju Eye Care Holdings Limited

### 朝聚眼科醫療控股有限公司

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

**(Stock Code: 2219)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Chaoju Eye Care Holdings Limited (the “Company”) will be held physically at Room 2403, 24/F, Block A, Shouke Building, Taipingqiao Street, Fengtai District, Beijing, China on Thursday, June 6, 2024 at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and auditor of the Company for the year ended December 31, 2023.
2. To declare a final dividend of HK\$0.2208 per share for the year ended December 31, 2023.
3.
  - (a) To re-elect Ms. ZHANG Li as a non-executive Director;
  - (b) To re-elect Mr. HE Mingguang as an independent non-executive Director;
  - (c) To re-elect Ms. GUO Hongyan as an independent non-executive Director;
  - (d) To re-elect Mr. LI Jianbin as an independent non-executive Director;
  - (e) To re-elect Mr. BAO Shan as an independent non-executive Director; and
  - (f) To authorize the board of Directors (the “Board”) to fix remuneration of the Directors.
4. To re-appoint Ernst & Young as the auditors of the Company and authorize the Board to fix remuneration of auditors.
5. To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:
  - (A) “**THAT:**
    - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing

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## NOTICE OF ANNUAL GENERAL MEETING

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Rules coming into effect on 11 June 2024) out of treasury) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect on 11 June 2024) out of treasury) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the share option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements 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 in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20 per cent of the number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) for the purpose of this resolution:
  - (a) “**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; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 of the Company to be held; or
  - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) **“Rights Issue”** means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the capital of the Company whose name appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion 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 exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange and, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**) as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase its shares at a price determined by the Directors;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the number of shares of the Company which are authorized to be purchased by the Directors pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of issued shares of the Company (excluding any treasury shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) subject to the passing of each of the paragraphs (i) to (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) to (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (v) for the purpose 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;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
- (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) “**THAT** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of issued shares of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the number of issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the number of issued shares of the Company as at the date of passing of the said resolutions.”

Yours faithfully,  
By order of the Board  
**Chaoju Eye Care Holdings Limited**  
**ZHANG Bozhou**  
*Chairman*

Hong Kong, April 26, 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*

Harneys Fiduciary (Cayman) Limited  
4th Floor, Harbour Place  
103 South Church Street  
P.O. Box 10240  
Grand Cayman KY1-1002  
Cayman Island

*Principal place of business in Hong Kong:*

20th Floor  
One International Finance Centre  
1 Harbour View Street  
Central  
Hong Kong

*Notes:*

- (i) The ordinary resolution numbered 5(C) above will be proposed to the shareholders for approval provided that the ordinary resolutions numbered 5(A) and 5(B) above are passed by the shareholders.
- (ii) Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- (iii) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's branch 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 for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person if he is subsequently able to be present.
- (iv) A form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorized to sign the same.
- (v) In the case of joint holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- (vi) On a poll, every shareholder present at the AGM shall be entitled to one vote for every fully paid-up share of which he is the holder. The result of such poll shall be deemed to be the resolution of the AGM at which the poll was so required or demanded.
- (vii) For determining the entitlement to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Monday, June 3, 2024 to Thursday, June 6, 2024, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, May 31, 2024.
- (viii) For determining the entitlement to the proposed final dividend for the year ended December 31, 2023, the transfer books and register of members of the Company will be closed from Friday, June 14, 2024 to Tuesday, June 18, 2024, both days inclusive, during which period no share transfers can be registered. In order to qualify for the entitlement to the proposed final dividend, subject to passing of the ordinary resolution number 2 above at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, June 13, 2024.



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## NOTICE OF ANNUAL GENERAL MEETING

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- (ix) In respect of the ordinary resolution numbered 3 above, Ms. ZHANG Li, Mr. HE Mingguang, Ms. GUO Hongyan, Mr. LI Jianbin and Mr. BAO Shan shall retire and, being eligible, offered themselves for re-election at the AGM. Details of the above retiring Directors are set out in Appendix I to the accompanied circular of the Company dated April 26, 2024.
- (x) In respect of the ordinary resolution numbered 5(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to such general mandate, other than shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Options Scheme of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.
- (xi) In respect of ordinary resolution numbered 5(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders. An explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular of the Company dated April 26, 2024.

*As at the date of this notice, the Board of Directors of the Company comprises Mr. ZHANG Bozhou as the chairman and executive Director; Ms. ZHANG Xiaoli, Mr. ZHANG Junfeng and Mr. ZHANG Guangdi as executive Directors; Mr. Richard Chen MAO, Mr. LI Zhen and Ms. ZHANG Li as non-executive Directors; and Mr. HE Mingguang, Ms. GUO Hongyan, Mr. LI Jianbin and Mr. BAO Shan as independent non-executive Directors.*