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

If you have sold or transferred all your shares in Acotec Scientific Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Acotec Scientific Holdings Limited
先瑞達醫療科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6669)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
CHANGE OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Acotec Scientific Holdings Limited to be held at Conference Room Dhalia, 6/F., Office Building, 16 North Hongda Road, Beijing Economic-Technological Development Area, Beijing, PRC on Thursday, May 26, 2022 at 10:00 a.m. is set out on pages 23 to 29 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) and the Company (<http://www.acotec.cn>). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th 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 Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, May 24, 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish. **In view of the outbreak of COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the Annual General Meeting as proxy to attend and vote on your behalf at the Annual General Meeting.**

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of Shareholders, the Company will implement the following precautionary measures at the Annual General Meeting:

- compulsory body temperature checks
- compulsory wearing of surgical face masks
- no provision of refreshments and corporate gifts

Any person who does not comply with the precautionary measures may, to the extent permitted under applicable laws, be denied entry into the venue of the Annual General Meeting. All attendees are requested to wear surgical face masks at all times at the venue of the Annual General Meeting. Shareholders are reminded to exercise their voting rights at the Annual General Meeting by appointing the chairman of the Annual General Meeting as proxy to attend and vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

April 25, 2022

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PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every attending Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person found to be suffering from a fever or otherwise unwell will be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) all attendees are requested to wear surgical face masks at the AGM venue at all times, and to maintain a safe distance with other attendees; and
- (iii) no refreshments and corporate gifts will be provided.

To the extent permitted under applicable laws, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and in response to the recent guidelines on prevention and control of COVID-19 pandemic, Shareholders are reminded that **physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing form of proxy in accordance with the instructions printed thereon, Shareholders may appoint the chairman of the AGM as proxy to attend and vote on the relevant resolutions at the AGM instead of attending the AGM in person.**

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Conference Room Dhalia, 6/F., Office Building, 16 North Hongda Road, Beijing Economic-Technological Development Area, Beijing, PRC at 10:00 a.m. on Thursday, May 26, 2022 or any adjournment thereof and notice of which is set out on pages 23 to 29 of this circular
“Articles of Association”	the articles of association of the Company adopted on June 23, 2021 and effective on August 24, 2021
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Chairman”	the chairman of the Board
“Companies Law”	the Companies Law Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Acotec Scientific Holdings Limited (先瑞達醫療科技控股有限公司), an exempted company incorporated in the Cayman Islands on December 3, 2020 with limited liability, with its Shares initially listed on the Main Board of the Stock Exchange on August 24, 2021 (stock code 6669)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries and consolidated affiliated entities from time to time
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant Shareholders’ resolution granting the Issue Mandate
“Latest Practicable Date”	April 19, 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	August 24, 2021, being the listing date when the Shares of the Company were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant Shareholders’ resolution granting the Repurchase Mandate
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.00001 each in the capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“USD” or “US\$”	United States dollars, the lawful currency of the United States of America

LETTER FROM THE BOARD



Acotec Scientific Holdings Limited
先瑞達醫療科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6669)

Executive Directors:

Ms. Jing LI

Mr. Silvio Rudolf SCHAFFNER

Non-Executive Directors:

Mr. Ke TANG

Mr. Chen CHEN

Independent Non-Executive Directors:

Dr. Yuqi WANG

Ms. Hong NI

Ms. Kin Yee POON

Registered office:

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Corporate Headquarters:

4-5/F., Building No. 1

16 North Hongda Road

Beijing Economic-Technological
Development Area

Beijing

PRC

Principal place of business in Hong Kong:

14th Floor, Golden Centre

188 Des Voeux Road Central

Hong Kong

April 25, 2022

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
CHANGE OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of the retiring Directors; and (c) the change of auditor.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors to issue any new Shares when the Directors consider desirable for the Company to do so, approval is sought from the Shareholders at the Annual General Meeting, pursuant to the Listing Rules, for the grant of the Issue Mandate to the Directors to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the Shareholders' resolution in relation to the Issue Mandate for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or (iii) revocation or variation of the Issue Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, 313,389,171 Shares have been fully paid and issued. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are 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 a maximum of 62,677,834 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares repurchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the Issue Mandate as mentioned in ordinary resolution numbered 4(A) provided that such additional number of Shares shall represent up to 10% of the number of issued Shares as at the date of passing the Shareholders' resolution in relation to the Issue Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or (iii) revocation or variation of the Issue Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of passing of the Shareholders' resolution in relation to the Repurchase Mandate for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or (iii) revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 313,389,171 Shares in issue. Subject to the passing of the ordinary resolution numbered 4(B) and on the basis that no further Shares are 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 31,338,917 Shares pursuant to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders 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 articles 16.2 and 16.19 of the Articles of Association, Ms. Jing LI, Mr. Silvio Rudolf SCHAFFNER, Mr. Ke TANG, Mr. Chen CHEN, Dr. Yuqi WANG, Ms. Hong NI and Ms. Kin Yee POON will retire by rotation, and being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

The re-appointment of the abovenamed Directors has been reviewed by the Nomination Committee which has made recommendations to the Board that the re-election be proposed for Shareholders' approval at the Annual General Meeting.

The Nomination Committee has also reviewed and assessed the independence of Dr. Yuqi WANG, Ms. Hong NI and Ms. Kin Yee POON based on their respective confirmation of independence pursuant to the independence guidelines as set out in Rule 3.13 of the Listing Rules. Dr. Yuqi WANG, Ms. Hong NI and Ms. Kin Yee POON are not involved in the daily management of the Company nor in any relationships which would interfere with the exercise of their independent judgment. In addition, taking into consideration of the diversity perspectives (including but not limited to gender, age, culture and educational background, professional experience, length of service, skills and knowledge) and the current public directorships held by the relevant individuals, the Board is satisfied that Dr. Yuqi WANG, Ms. Hong NI and Ms. Kin Yee POON are of such character, integrity and experience commensurating with the office of independent non-executive Directors. The Board believes that they will be able to devote sufficient time to the Board and will continue to provide independent, balanced and objective view to the Company's affairs.

Details of the above 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.

LETTER FROM THE BOARD

CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated April 22, 2022 regarding the proposed change of auditor (the “**Announcement**”). As set out in the Announcement, Deloitte Touche Tohmatsu (“**Deloitte**”) will not be proposed to be re-appointed upon its retirement as the auditor of the Company at the Annual General Meeting.

As recommended by the Audit Committee, the Board has resolved to propose to appoint Messrs. KPMG as the Company’s auditor for the year 2022 following the retirement of Deloitte.

Deloitte confirmed that there are no circumstances connected with their retirement which they consider should be brought to the attention of the Shareholders. Neither the Board nor the Audit Committee is aware of any matters in relation to the proposed change of auditor that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there are no disagreements between the Company and Deloitte.

The proposed appointment of the Company’s auditor for the year 2022 is subject to the approval by the Shareholders by way of an ordinary resolution at the Annual General Meeting. In this regard, an ordinary resolution as set out in item 3 of the AGM Notice will be proposed at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

The forthcoming Annual General Meeting is scheduled to be held on Thursday, May 26, 2022. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, May 23, 2022 to Thursday, May 26, 2022, both days inclusive, during such period no transfer of Shares will be registered. In order to attend and vote at the Annual General Meeting, all duly completed share transfer documents, accompanied by the relevant share certificates, must be lodged for registration with the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, May 20, 2022.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 23 to 29 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve (a) the granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, (b) the re-election of the retiring Directors and (c) the change of auditor.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.acotec.cn>). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, May 24, 2022) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked. **In view of the outbreak of COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the Annual General Meeting as proxy to attend and vote on your behalf at the Annual General Meeting.**

VOTING BY POLL

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

Pursuant to Rule 13.39(4) of the Listing Rules and article 13.5 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll, except where the chairman of the general 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. Accordingly, each of the resolutions set out in the notice will be taken by way of poll.

On a poll, every Shareholder presents in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her votes or cast all the votes he/she uses in the same way. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the Issue Mandate to issue Shares, the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors and the change of auditor are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully

By order of the Board

Acotec Scientific Holdings Limited

Jing LI

*Chairperson of the Board, Executive Director and
Chief Executive Officer*

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

EXECUTIVE DIRECTORS

Ms. Jing LI

Ms. Jing LI (李靜), aged 50, is our executive Director, chairperson of the Board and the chief executive officer. She was appointed as a Director on December 3, 2020 and appointed as the chairperson of the Board and re-designated as an executive Director on January 29, 2021. She is in charge of the overall strategic planning, business direction and operational management of the Group and holds the following positions in the subsidiaries of our Group:

Name of subsidiary	Position	Period
Beijing Acotec	Chairperson of the board of directors	April 17, 2017 to December 24, 2018 August 25, 2020 to present
	Director	January 28, 2008 to December 24, 2018 August 25, 2020 to present
	General manager	January 28, 2008 to December 5, 2014 December 24, 2018 to present
	Chief executive officer	March 10, 2017 to present
Pine Medical	Director	November 22, 2011 to September 28, 2018 August 15, 2020 to present

Ms. Li has over 28 years of experience in the medical devices industry. From April 2006 to March 2008, she served as head of China in Invatec, a company which develops and manufactures cardiac, peripheral and neuro interventional devices and was subsequently acquired by Medtronic plc, a medical device company listed on the New York Stock Exchange (ticker symbol: MDT). Before joining Invatec, Ms. Li worked in sales of cardiovascular products for 10 years since 1994.

Ms. Li obtained her bachelor's degree in Safety and Environmental Protection Engineering from Jiangsu Institute of Technology (江蘇工學院) (currently known as Jiangsu University (江蘇大學)) in Jiangsu, PRC in July 1993.

As at the Latest Practicable Date, Ms. Li was interested in 55,291,087 Shares, representing approximately 17.64% of the issued share capital of the Company within the meaning of Part XV of the SFO. Cosmic Elite Holdings Limited (“**Cosmic Elite**”) is a subsidiary owned as to 95.31% by Nexus Partners Group Limited. Nexus Partners Group Limited is wholly owned by Vistra Trust (Singapore) Pte. Limited (as the trustee of Joy Avenue Family Trust). The voting rights attached to the Shares held by Sino Fame Ventures Limited (“**Sino Fame**”) are vested with Ms. Li. Therefore, Ms. Li is deemed to be interested in the 43,062,647 Shares held by Cosmic Elite and 12,228,440 Shares held by Sino Fame under the SFO.

Ms. Li has entered into a service contract with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the service contract. Pursuant to the service contract, Ms. Li’s remuneration may include share awards, which she may from time to time be entitled. She is also entitled to a bonus of such amount as the Board may determine in light of the Company’s business performance and the Director’s individual performance after confirmation with the remuneration committee of the Company.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Li did not hold any other position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Ms. Li did not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company.

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

Mr. Silvio Rudolf SCHAFFNER

Mr. Silvio Rudolf SCHAFFNER, aged 52, is our executive Director and the chief operating officer. He was appointed as a Director on December 3, 2020 and re-designated as an executive Director on January 29, 2021. He has been the chief operating officer of Beijing Acotec since March 10, 2017. Mr. Schaffner is in charge of the overall strategic planning, business direction and operational management of the Group.

Mr. Schaffner has over 29 years of experience in the medical devices industry. From December 2004 to June 2009, Mr. Schaffner served as the managing director and the legal representative of Invatec. From June 2009 to August 2010, he served as the president of management and the legal representative of Invatec. Mr. Schaffner holds various patents in orthopedic implantation and vascular intervention fields. As of the Latest Practicable Date, no intellectual property rights that are material to our Group (including those relating to the Core Products) was filed and/or owned by Mr. Schaffner. For our material patents, please refer to the paragraphs headed “Management Discussion and Analysis — Business Overview — Intellectual Property Rights” in the 2021 annual report. Before joining Invatec, Mr. Schaffner successively served as the Head of Polymer Research at Sulzer Orthopedics Ltd. and then head of R&D at Jomed NV (acquired by Abbott in 2003) from 1993 to 2003.

Mr. Schaffner obtained his diploma in mechanical engineering from Höhere Technische Lehranstalt Brugg-Windisch in November 1993 and his master’s degree in business administration from University of St. Gallen in Switzerland in October 1997.

As at the Latest Practicable Date, Mr. Schaffner was interested in 4,272,065 Shares, representing approximately 1.36% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Mr. Schaffner has entered into a service contract with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the service contract. Pursuant to the service contract, Mr. Schaffner’s remuneration may include share awards, which he may from time to time be entitled. He is also entitled to a bonus of such amount as the Board may determine in light of the Company’s business performance and the Director’s individual performance after confirmation with the remuneration committee of the Company.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Schaffner did not hold any other position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Schaffner did not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company.

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

NON-EXECUTIVE DIRECTORS

Mr. Ke TANG

Mr. Ke TANG (唐柯), aged 42, was appointed as a Director on December 3, 2020 and re-designated as a non-executive Director on January 29, 2021. Mr. Tang is responsible for overseeing Board affairs and providing strategic advice and guidance on the Group's affairs and holds the following positions in the subsidiaries of our Group:

Name of subsidiary	Position	Period
Beijing Acotec	Chairperson of the board of directors	December 24, 2018 to August 25, 2020
	Director	December 24, 2018 to present
Pine Medical	Director	September 28, 2018 to present

Mr. Tang has over 13 years of experience in the investment and investment banking industry. From July 1, 2013 to December 31, 2018, Mr. Tang served at Shanghai Panxin Equity Investment Management Limited (上海磐信股權投資管理有限公司) where he held various positions, including senior investment manager, vice president and director. From January 1, 2019, Mr. Tang served as a director of Beijing Panmao Investment Management Co., Ltd. (北京磐茂投資管理有限公司), and now serves as managing director and head of a healthcare investment team. Mr. Tang was an associate and executive director at the investment banking division of Goldman Sachs Gao Hua from 2008 to 2011 and later served as an investment manager at the principal investment department of Goldman Sachs Group from 2012 to 2013.

Mr. Tang currently serves as a non-executive director of 3SBio Inc., a biotechnology company listed on the Stock Exchange (stock code: 1530). Mr. Tang also serves as the chairman of the board of directors of Spectrum Dynamics Medical Group Limited and Beijing EverLife Healthcare Hospital Management Company Limited (北京長生聚康醫院管理有限公司). Mr. Tang was also a director of Bluesail Medical Co., Ltd. (藍帆醫療股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002382) from August 2018 to May 2020, BeiGene, Ltd. (a listed company on NASDAQ at the time when he was a director which has been dually listed on NASDAQ (Trading Symbol: BGNE) and the Stock Exchange (stock code: 6160) since 2018) from 2014 to 2017 and Biosensors International Group, Ltd. (a company formerly listed on Singapore Exchange Securities Trading Limited which was subsequently delisted in 2016) from 2016 to 2018.

Mr. Tang obtained his Bachelor of Arts degree from Southeast University in Nanjing in June 2001 and his master's degree in business administration from Kellogg School of Management at Northwestern University in Illinois in July 2008.

As at the Latest Practicable Date, Mr. Tang did not hold any Shares within the meaning of Part XV of the SFO.

Mr. Tang has entered into a service contract with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the service contract. Pursuant to the service contract, Mr. Tang's remuneration may include share awards, which he may from time to time be entitled. He is also entitled to a bonus of such amount as the Board may determine in light of the Company's business performance and the Director's individual performance after confirmation with the remuneration committee of the Company.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Tang did not hold any other position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Tang did not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company.

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

Mr. Chen CHEN

Mr. Chen CHEN (陳琛), aged 38, was appointed as a Director on December 3, 2020 and re-designated as a non-executive Director on January 29, 2021. Mr. Chen is responsible for overseeing Board affairs and providing strategic advice and guidance on the Group's affairs and holds the following positions in the subsidiaries of our Group:

Name of subsidiary	Position	Period
Beijing Acotec	Director	December 24, 2018 to present
Tianjin Acotec	Supervisor	December 24, 2018 to present
VascuPatent Medical	Chairperson of the board of directors	June 5, 2020 to present

Mr. Chen has 11 years of experience in the business consulting and investment management industry. From July 2015 to December 2018, he worked in Shanghai Panxin Equity Investment Management Limited (上海磐信股權投資管理有限公司) where he held various positions, including investment manager, senior investment manager and vice president. From January 2019 to August 2020, he served at Tianjin Panmao Enterprise Management Limited Liability Partnership (天津磐茂企業管理合夥企業(有限合夥)) as a principal. Since September 2020, he serves at Beijing Panmao Investment Management Co., Ltd. (北京磐茂投資管理有限公司) as a principal. Prior to joining the investment management industry, Mr. Chen was a consultant at the Shanghai branch of Bain & Company from October 2009 to August 2013.

Mr. Chen currently also serves as a director of several other companies, including Shanghai MicroPort MedBot (Group) Co., Ltd. (上海微創醫療機器人(集團)股份有限公司) since September 2020, Shanghai Hanyu Medical Technology Co., Ltd. (上海捍宇醫療科技股份有限公司) since August 2019 and Spectrum Dynamics Medical Group Limited since March 2018.

Mr. Chen obtained his bachelor's degree in Electronic Engineering and his master's degree in Industrial Economics (產業經濟學) from Shanghai Jiaotong University in July 2005 and January 2009, respectively, and his Master of Business Administration degree from University of Chicago in June 2015.

As at the Latest Practicable Date, Mr. Chen did not hold any Shares within the meaning of Part XV of the SFO.

Mr. Chen has entered into a service contract with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the service contract. Pursuant to the service contract, Mr. Chen's remuneration may include share awards, which he may from time to time be entitled. He is also entitled to a bonus of such amount as the Board may determine in light of the Company's business performance and the Director's individual performance after confirmation with the remuneration committee of the Company.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Chen did not hold any other position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Chen did not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company.

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Yuqi WANG

Dr. Yuqi WANG (王玉琦), aged 74, was appointed as an independent non-executive Director on January 29, 2021 (effective from the Listing Date) and is responsible for providing independent advice and judgment to our Board.

Dr. Wang has around 41 years of experience in practising medicine. Dr. Wang is currently a professor in vascular surgery and doctoral supervisor in Fudan University, the former president of Zhongshan Hospital Affiliated to Shanghai Medical College (復旦大學附屬中山醫院) and the director of Vascular Surgery Institute (血管外科研究所) of Fudan University. Dr. Wang was recognized as an honorary professor of Zhongshan Hospital

Affiliated to Shanghai Medical College in November 2018. He also serves in various distinguished organizations and associations in the industry, including serving as the deputy chief of Vascular Surgery Group, Surgery Division of Chinese Medical Association (中華醫學會外科分會血管外科學組), the standing director of Shanghai Association of Surgery (上海外科學會), the standing director of Specialized Committee of Hospital Economic Management (中國醫院管理學會醫院經濟管理專業委員會), a committee member of China Hospital Management Society (上海醫院管理學會), and a member of International Society for Cardiovascular Surgery (國際心血管外科學會), International College of Angiology (國際脈管學會) and International Endovascular Treatment Specialists (國際血管腔內治療專家).

Dr. Wang obtained his bachelor's degree in medicine from Peking Union Medical College (北京協和醫學院) in the PRC in August 1970 and a master's degree in medicine from Shanghai First Medical College (上海第一醫學院) (currently known as Shanghai Medical College of Fudan University (復旦大學上海醫學院)) in the PRC in August 1982. He is a registered medical officer in the PRC since August 2002.

As at the Latest Practicable Date, Dr. Wang did not hold any Shares within the meaning of Part XV of the SFO.

Dr. Wang has entered into a letter of appointment with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the letter of appointment. Such remuneration will be reviewed annually by the Board and the Remuneration Committee.

Save as disclosed herein, as at the Latest Practicable Date, Dr. Wang did not hold any other position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Dr. Wang did not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company.

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

Ms. Hong NI

Ms. Hong NI (倪虹), aged 49, was appointed as an independent non-executive Director on January 29, 2021 (effective from the Listing Date) and is responsible for providing independent advice and judgment to our Board.

Ms. Ni has more than 21 years of experience in corporate finance and capital market activities. Ms. Ni served as an executive director and the chief investment officer of Cogobuy Group, a company listed on the Stock Exchange (stock code: 400) from March 2015 to June 2020, and has been re-designated as its non-executive director since June

2020. Ms. Ni has been an independent director of Ucloudlink Group, Inc., a company listed on Nasdaq (ticker symbol: UCL) since June 2020, an independent non-executive director of Digital China Holdings Limited, a company listed on the Stock Exchange (stock code: 861) since September 2010, and an independent director and audit committee chairman of ATA Creativity Global, a company listed on Nasdaq (ticker symbol: ATAI) since January 2008. Ms. Ni served as an independent director of JA Solar Holdings, Co. Ltd., a company listed on Nasdaq (ticker symbol: JASO) from August 2009 to July 2018, an independent director of KongZhong Corporation, a company formerly listed on Nasdaq from January 2007 to March 2017, and a director of ATA Online (Beijing) Education Technology Co., Limited, a company formerly listed on NEEQ (stock code: 835079), from July 2015 to August 2018. Ms. Ni was the chief financial officer and director of Viewtran Group, Inc. from August 2004 to January 2008 and subsequently served as its vice chairman until early 2009. Prior to joining Viewtran Group, Inc., Ms. Ni spent six years serving as a practicing attorney at Skadden, Arps, Slate, Meagher & Flom LLP in New York and Hong Kong, specializing in corporate finance. Prior to that, Ms. Ni worked at Merrill Lynch's investment banking division in New York.

Ms. Ni obtained her bachelor's degree in applied economics from Cornell University in the United States in May 1994 and her Juris Doctor degree from the University of Pennsylvania in the United States in May 1998. Ms. Ni was admitted to the New York bar in 1999.

As at the Latest Practicable Date, Ms. Ni did not hold any Shares within the meaning of Part XV of the SFO.

Ms. Ni has entered into a letter of appointment with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the letter of appointment. Such remuneration will be reviewed annually by the Board and the Remuneration Committee.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Ni did not hold any other position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Ms. Ni did not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company.

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

Ms. Kin Yee POON

Ms. Kin Yee POON (潘建而), aged 49, was appointed as an independent non-executive Director on January 29, 2021 (effective from the Listing Date) and is responsible for providing independent advice and judgment to our Board.

Ms. Poon has over 26 years of experience in accounting, auditing and corporate finance services. Ms. Poon currently serves as the executive director – corporate finance of BaoQiao Partners Capital Limited (寶橋融資有限公司), a subsidiary of Fullshare Holdings Limited, a company listed on the Stock Exchange (stock code: 607). Prior to joining BaoQiao Partners Capital Limited, Ms. Poon was employed by Ares Asia Limited, where she was the chief accounting officer and company secretary of Ares Asia Limited, a company listed on the Stock Exchange (stock code: 645) from September 2011 to October 2013 and March 2013 to March 2014, respectively. Ms. Poon worked at Ernst & Young from September 1995 to January 1998.

Ms. Poon obtained her bachelor's degree in finance from the Hong Kong University of Science and Technology in November 1995. She has been a member of the American Institute of Certified Public Accountants since August 2000 and is licensed as a responsible officer by the Securities and Futures Commission for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO.

As at the Latest Practicable Date, Ms. Poon did not hold any Shares within the meaning of Part XV of the SFO.

Ms. Poon has entered into a letter of appointment with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the letter of appointment. Such remuneration will be reviewed annually by the Board and the Remuneration Committee.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Poon did not hold any other position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Ms. Poon did not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company.

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

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 number of issued Shares was 313,389,171 Shares of nominal value of US\$0.00001 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or purchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 31,338,917 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value 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.

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital.

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 repurchases would be in the best interests of the Company. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2021, 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 Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates, have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

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

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.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Ms. Jing LI is deemed to be interested in 55,291,087 Shares through Cosmic Elite, Nexus Partners Group Limited, Vistra Trust (Singapore) Pte. Limited and Sino Fame under the SFO, representing approximately 17.64% of the issued Shares. In the event that the Directors should exercise in full the Repurchase Mandate, such interests will be increased to approximately 19.60% of the issued Shares.

To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will 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 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 total number of issued shares 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.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

Month	Highest prices <i>HKD</i>	Lowest prices <i>HKD</i>
2021		
August	19.360	17.000
September	18.240	13.880
October	15.300	13.380
November	14.440	10.800
December	12.900	10.580
2022		
January	11.580	9.880
February	12.100	10.340
March	10.680	4.210
April (up to the Latest Practicable Date)	7.920	5.540

NOTICE OF ANNUAL GENERAL MEETING



Acotec Scientific Holdings Limited 先瑞達醫療科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6669)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Acotec Scientific Holdings Group (the “**Company**”) will be held at Conference Room Dhalia, 6/F., Office Building, 16 North Hongda Road, Beijing Economic-Technological Development Area, Beijing, PRC on Thursday, May 26, 2022 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions.

Unless otherwise specified, capitalized terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated April 25, 2022 (the “**Circular**”).

Ordinary Resolutions

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2021 and the reports of the directors and auditors thereon.
2. To re-elect directors of the Company (the “**Directors**”) and authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
 - (A) To re-elect Ms. Jing LI as an executive Director;
 - (B) To re-elect Mr. Silvio Rudolf SCHAFFNER as an executive Director;
 - (C) To re-elect Mr. Ke TANG as a non-executive Director;
 - (D) To re-elect Mr. Chen CHEN as a non-executive Director;
 - (E) To re-elect Dr. Yuqi WANG as an independent non-executive Director;
 - (F) To re-elect Ms. Hong NI as an independent non-executive Director;
 - (G) To re-elect Ms. Kin Yee POON as an independent non-executive Director; and
 - (H) To authorise the Board to fix the remuneration of the Directors.

NOTICE OF ANNUAL GENERAL MEETING

3. To appoint Messrs. KPMG as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of US\$0.00001 each in the share capital of the Company (“**Shares**”) 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 authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) 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 power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors during the Relevant Period (as defined hereinafter) pursuant to the approval in paragraph (i) above, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;

NOTICE OF ANNUAL GENERAL MEETING

- (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
- (4) any issue of Shares 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, shall not exceed the aggregate of the following two items:
 - (a) 20% of the number of issued shares of the Company as at the date of passing this resolution; (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of shares of the Company purchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued shares of the Company as at the date of passing resolution numbered 4(B)), and the approval shall be limited accordingly; and and
 - (b) that this resolution shall be limited by the applicable rules and requirements of the Stock Exchange as amended from time to time, including the restrictions for using the issuance mandate to issue (i) securities convertible into new Shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereinafter defined) of the Shares at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new Shares or securities convertible into new Shares for cash consideration;
- (iv) in the event the Company conducts a share consolidation or subdivision, the maximum number of Shares that may be issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (v) for the purpose of this resolution:-
 - (a) "Benchmarked Price" means the higher of (1) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution;

NOTICE OF ANNUAL GENERAL MEETING

and (2) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed;

- (b) “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 expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the articles of association of the Company (“**Articles of Association**”) to be held; or
 - (3) the passing of an ordinary resolution by the shareholders of the Company (“**Shareholders**”) in general meeting of the Company revoking or varying the authority given to the Directors by this resolution; and
- (c) “Rights Issue” means an offer of shares of the Company or an 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 of the Company on the register of members on a fixed record date in proportion to their then holdings of such Shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or 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).”

NOTICE OF ANNUAL GENERAL MEETING

(B) **“That:**

- (i) subject to paragraph (ii) below of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the Shares to be repurchased by the Company pursuant to the approval in paragraph (i) above of this resolution during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and/or options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company as at the date of passing of the said resolutions.”

By order of the Board
Acotec Scientific Holdings Limited
Jing LI

*Chairperson of the Board, Executive Director and
Chief Executive Officer*

Hong Kong, April 25, 2022

Registered office:

PO Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in

Hong Kong:
14th Floor, Golden Centre
188 Des Voeux Road Central
Hong Kong

Corporate Headquarters:

4-5/F., Building No. 1
16 North Hongda Road
Beijing Economic-Technological
Development Area
Beijing
PRC

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxy(ies) to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (ii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iii) In order to be valid, the completed form of proxy must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 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 (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. not later than 10:00 a.m. on Tuesday, May 24, 2022) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The register of members of the Company will be closed from Monday, May 23, 2022 to Thursday, May 26, 2022, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, May 20, 2022.
- (v) In respect of resolutions numbered 2 above, details of the directors of the Company proposed for re-election are set out in Appendix I to the Circular.
- (vi) In respect of the resolution numbered 4(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (vii) In respect of resolution numbered 4(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the repurchase mandate to repurchase shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The 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 Circular.
- (viii) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.

As at the date of this notice, the executive Directors are Ms. Jing LI and Mr. Silvio Rudolf SCHAFFNER, the non-executive Directors are Mr. Ke TANG and Mr. Chen CHEN, and the independent non-executive Directors are Dr. Yuqi WANG, Ms. Hong NI and Ms. Kin Yee POON.