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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 or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in Gaush Meditech Ltd, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Gaush Meditech Ltd

高视医疗科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2407)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
RE-APPOINTMENT OF THE AUDITOR;
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF THE
SEVENTH AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Gaush Meditech Ltd to be held at Room 1901, Building A, Zhonghui Plaza, No. 11 Dongzhimen South Avenue, Dongcheng District, Beijing, China on Thursday, May 28, 2026 at 3:00 p.m. is set out on pages 38 to 45 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 website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.gaush.com).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. at or before 3:00 p.m. on Tuesday, May 26, 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish, and in such event, the form of proxy shall be deemed to be revoked.

April 29, 2026

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Room 1901, Building A, Zhonghui Plaza, No. 11 Dongzhimen South Avenue, Dongcheng District, Beijing, China on Thursday, May 28, 2026 at 3:00 p.m. or any adjournment thereof, the notice of which is set out on pages 38 to 45 of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China, except where the context requires otherwise and only for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modifies from time to time
“Company”	Gaush Meditech Ltd (高视医疗科技有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on November 1, 2017, and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2407)
“Director(s)”	the director(s) of the Company

DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with additional Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and all of its subsidiaries or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 24, 2026, 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”	December 12, 2022, the date on which the Shares are listed and on which dealings in the Shares are first permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase, and either cancel or hold in treasury, Shares not exceeding 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	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) in the share capital of the Company with a par value of US\$0.0001 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange” or “HK Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules
“United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “USD”	United States dollars, the lawful currency of the United States
“%”	per cent

In this circular, the English names of the PRC entities are translations of their Chinese names and are included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.

LETTER FROM THE BOARD



Gaush Meditech Ltd

高视医疗科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2407)

Executive Directors:

Mr. Gao Tieta (*Chairman*)

Mr. Liu Xinwei (*Chief Executive Officer*)

Mr. Zhao Xinli

Mr. Zhang Jianjun

Ms. Li Wenqi

Non-executive Director:

Dr. David Guowei Wang

Independent Non-executive Directors:

Mr. Feng Xin

Mr. Wang Li-Shin

Mr. Chan Fan Shing

Registered Office:

4th Floor, Harbour Place

103 South Church Street

P.O. Box 10240, Grand Cayman

KY1-1002, Cayman Islands

*Head Office and Principal Place
of Business in the PRC:*

Room 1901, Building A, Zhonghui Plaza

No. 11 Dongzhimen South Avenue

Dongcheng District, Beijing, China

*Principal Place of Business
in Hong Kong:*

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay, Hong Kong

April 29, 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
RE-APPOINTMENT OF THE AUDITOR;
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF THE
SEVENTH AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting, among other matters, (a) granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of retiring Directors; (c) the re-appointment of the auditor; (d) the proposed amendments to the Memorandum and Articles of Association and adoption of the seventh amended and restated Memorandum and Articles of Association; and (e) notice of Annual General Meeting.

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares (including any sale or transfer of treasury shares out of treasury), approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and/or deal with the additional Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 147,887,869 Shares have been issued by the Company and the Company did not hold any treasury shares. 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 Directors will be authorized to issue a maximum of 29,577,573 Shares (including any sale or transfer of treasury shares out of treasury).

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 4(A), provided that such additional value shall represent up to 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolutions in relation to the General Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares (including any sale or transfer of treasury shares out of treasury) pursuant to the General Mandate.

LETTER FROM THE BOARD

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution numbered 4(B) 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, and either cancel or hold in treasury, Shares representing up to 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution in relation 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.

As at the Latest Practicable Date, there were 147,887,869 Shares in issue and the Company did not hold any treasury shares. Subject to the passing of the ordinary resolution numbered 4(B) and on the basis that no further Shares to 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 14,788,786 Shares.

If approved by the Shareholders at the Annual General Meeting, the general mandates to repurchase Shares and to issue Shares will continue to be in force until 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 laws 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.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 109(a) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Accordingly, Mr. Zhao Xinli, Mr. Zhang Jianjun and Ms. Li Wenqi will retire from office at the Annual General Meeting and, being eligible, offered themselves for re-election.

LETTER FROM THE BOARD

Details of the above retiring 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.

Procedure and Process for Nomination of Directors

The Nomination Committee recommends to the Board for the appointment of a Director (including an independent non-executive Director) in accordance with the following selection criteria and nomination procedures:

Selection Criteria

The Nomination Committee will evaluate, select and recommend candidate(s) for directorships to the Board by giving due consideration to criteria, having due regard to the benefits of diversity on the Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, sufficient time to effectively carry out their duties, their services on other listed and non-listed companies which should be limited to reasonable numbers, qualifications including accomplishment and experience in the relevant industries the Company's business is involved in, independence, reputation for integrity, potential contributions that the individual(s) can bring to the Board and commitment to enhance and maximize Shareholders' value.

Nomination Process

- (a) The Nomination Committee will develop a list of desirable skills, perspectives and experience at the outset to focus the search effort giving due consideration to the current composition and size of the Board.
- (b) The Nomination Committee will consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from an independent agency firm and proposals from the Shareholders with due consideration given to the above selection criteria.
- (c) The Nomination Committee will adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third-party reference checks.
- (d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment.

LETTER FROM THE BOARD

- (e) The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate.
- (f) The Nomination Committee will make the recommendation to the Board in relation to the proposed appointment and the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration.
- (g) The Board will have the final authority on determining the selection of nominees.

Recommendation of the Nomination Committee

In accordance with the terms of reference of the Nomination Committee and the Director nomination policy of the Company, the Nomination Committee has evaluated the background, expertise, experience, performance, time commitment and contribution of each of the retiring Directors during their years of services.

In the evaluation, the Nomination Committee is of the opinion that each of the retiring Directors has contributed positively to the Board with his extensive knowledge and experience in various fields that are relevant to the Company's business. In addition, the retiring Directors' diversity of experience have enabled them to provide valuable and diverse views, as well as relevant insights to the Board and to contribute to the diversity of the Board.

The Board, having considered the recommendation of the Nomination Committee, has proposed the re-election of Mr. Zhao Xinli, Mr. Zhang Jianjun and Ms. Li Wenqi. Such proposals will be put forward at the Annual General Meeting for Shareholders' consideration and approval by way of ordinary resolutions. The Board also believes that the Directors who are seeking re-election at the Annual General Meeting have the qualifications and related expertise, and their skills, experience, and time commitment will continue to generate significant contribution to the Company and the Shareholders as a whole.

RE-APPOINTMENT OF THE AUDITOR

Ernst & Young is the Company's auditor for 2025. The Audit Committee of the Board believes that Ernst & Young has completed the audit, review, and ESG consulting for 2025 with high quality in accordance with accounting standards, demonstrating a high level of professionalism and meeting the Company's requirements for reappointing its auditor.

LETTER FROM THE BOARD

The Audit Committee of the Board recommends the re-appointment of Ernst & Young as the Company's auditor for 2026, with a term of office until the Company's next annual general meeting. The scope of services includes, among others, financial statement audit, semi-annual report review, and ESG consulting services (if any).

It is recommended that the Board be authorized to determine the fees for the Group's audit, review, ESG consulting services (if any), and other related services for the financial year ended December 31, 2026, within a range of approximately RMB4.5 million to RMB4.7 million. Service fees include training fees, travel expenses, and other miscellaneous costs, excluding taxes. The aforementioned fees are based on the service fees of the previous year, taking into account the complexity of the Company's business and business plan, the expected audit scope, audit schedule, and the time and resources to be devoted by the Auditor, and were agreed upon with Ernst & Young after careful consideration and arm's length negotiations. In addition, the aforementioned fees are based on the assumption that there will be no material changes in the Group's business and operations, accounting policies, or regulatory environment, and that the Company will provide timely and adequate assistance and information as requested by the auditor. If subsequent changes in the scope and content of the audit or review necessitate an increase in fees, the Board is requested to be authorized by the Shareholders to determine the fees based on the actual scope and content of the services provided.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE SEVENTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated March 26, 2026, the Board proposes to make the amendments (the **"Proposed Amendments"**) to the Memorandum and Articles of Association (the details of which are set out in Appendix III to this circular) and to adopt (the **"Proposed Adoption"**) the seventh amended and restated Memorandum and Articles of Association incorporating and consolidating all the Proposed Amendments to (i) align with the Core Shareholder Protection Standards set out in Appendix A1 of the Listing Rules which require, among others, the holding of general meetings which shareholders can attend virtually with the use of technology and cast votes by electronic means; and (ii) incorporate other consequential and house keeping amendments.

Save for the Proposed Amendments, the contents of the other provisions of the seventh amended and restated Memorandum and Articles of Association shall remain unchanged. The Proposed Adoption is subject to the approval of the Shareholders by way of a special resolution at the AGM. The Shareholders should note that the Memorandum and Articles of Association is in

LETTER FROM THE BOARD

English. The Chinese translation of any its content is for reference purpose only. In case of any inconsistency between the English and Chinese versions of the Memorandum and Articles of Association, the English version shall prevail.

The legal advisors of the Company as to Hong Kong laws have confirmed that the Proposed Amendments and the seventh amended and restated Memorandum and Articles of Association conform with the requirements of the Listing Rules and the legal advisor of the Company as to Cayman Islands laws have confirmed that the Proposed Amendments and the seventh amended and restated Memorandum and Articles of Association do not violate the applicable laws of the Cayman Islands. In addition, the Company confirms that there is nothing unusual about the Proposed Amendments and the seventh amended and restated Memorandum and Articles of Association for a company listed in Hong Kong.

The full details of the Proposed Amendments (marked-up against the relevant contents in the conformed version of the Memorandum and Articles of Association currently in effect as posted on the website of the Stock Exchange) are set out in Appendix III to this circular. A special resolution will be proposed at the AGM for the Shareholders to, among others, consider and, if thought fit, approve the Proposed Amendments and the Proposed Adoption. The Proposed Amendments and the seventh amended and restated Memorandum and Articles of Association will take effect on the date on which the Proposed Amendments and the Proposed Adoption are approved by the Shareholders at the AGM.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, May 22, 2026 to Thursday, May 28, 2026, both days inclusive, during which no transfer of Shares will be registered. The record date for determining the eligibility to attend and vote at the Annual General Meeting will be Thursday, May 28, 2026. In order to be eligible to attend and vote at the Annual General Meeting, the Shareholders must deliver all properly completed transfer forms accompanied by the relevant share certificate(s) to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration of relevant transfers no later than 4:30 p.m. on Thursday, May 21, 2026.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 38 to 45 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 the granting of the General Mandate to issue Shares and the Repurchase Mandate to

LETTER FROM THE BOARD

repurchase Shares, the re-election of retiring Directors, and the re-appointment of the Auditor; and special resolution(s) will be proposed to consider and approve the proposed amendments to the Memorandum and Articles of Association and adoption of the seventh amended and restated Memorandum and Articles of Association.

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 website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.gaush.com). 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 Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. at or before 3:00 p.m. on Tuesday, May 26, 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish, and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

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

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 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 of the Annual General Meeting will be taken by way of poll.

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

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of retiring Directors, the re-appointment of the Auditor and the proposed amendments to the Memorandum and Articles of Association and adoption of the seventh amended and restated Memorandum and Articles of Association are in the interests of the Company 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.

Yours faithfully

By order of the Board

Gaush Meditech Ltd

Mr. Gao Tieta

Chairman and Executive Director

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, none of the following Directors holds any position with the Company or any other member of the Group, or have 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, nor do they have any major appointment or qualification. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

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

Executive Directors

Mr. Zhao Xinli (趙新禮), aged 59, is an executive Director and the chief compliance officer of the Company. Mr. Zhao is responsible for the legal and compliance affairs, overseeing the internal audit and supervisory function of the Group, and participating in the decision-making of overall operations and management of the Group.

Mr. Zhao has around 33 years of experience in the field of medical and scientific devices. Mr. Zhao joined the Group in May 2005 and successively served as a manager and deputy general manager of Global Vision Corporation* (北京高視遠望科技有限責任公司) (“**Global Vision Corporation**”) from April 2005 to July 2011, responsible for procurement and logistics. From July 2011 to January 2018, Mr. Zhao served as the vice president of the Group. He has served as a Director since December 29, 2017 and was re-designated as an executive Director on November 18, 2021. Before joining the Group, Mr. Zhao worked at Oriental Scientific Instrument Import & Export Group Corporation* (東方科學儀器進出口集團有限公司) from July 1992 to April 2005 (currently known as OSIC Holding Group Co., Ltd.* (東方科儀控股集團有限公司)), a company engaged in international trade of technology and equipment, with his last position as a project manager.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Zhao obtained a certificate of completion of the joint executive master of business administration study program provided by The University of Wisconsin-Madison (in the United States) and The Chinese Academy of Sciences (in the PRC) in December 2002. He received his master of science degree in physical chemistry from the Institute of Photographic Chemistry of the Chinese Academy of Sciences (中國科學院感光化學研究所) (currently part of the Technical Institute of Physics and Chemistry of the Chinese Academy of Sciences (中國科學院理化技術研究所)) in October 1992. He received his bachelor of science degree in applied chemistry from Peking University (北京大學) in July 1987.

Mr. Zhao as an executive Director has signed a service contract with the Company for a term of three years commencing from May 29, 2025. Mr. Zhao is entitled to a fixed salary of RMB831,000 per annum, plus a discretionary management bonus, as determined by the Board with reference to the recommendation given by the Remuneration Committee, having regard to his duties and expertise, individual performance, the Group's operation results and prevailing market rate. Mr. Zhao's appointment is subject to the provisions of retirement and rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Zhao deemed to be interested in 3,644,916 Shares, representing approximately 2.46% of the total issued share capital of the Company. He was beneficially interested in 208,800 Shares. Mr. Zhao also held 33.33% equity interest in GMC FIVE Ltd ("GMC V"), and therefore he is deemed to be interested in the 3,436,116 Shares directly held by GMC V within the meaning of Part XV of the SFO.

Mr. Zhang Jianjun (張建軍), aged 62, is an executive Director and the honorary president of the Company. Mr. Zhang is responsible for assisting Mr. Gao Tieta to share responsibility for coordinating designated works regarding, among others, strategic clients, significant public affairs, cultural construction and personnel development of the Group. Mr. Zhang is Mr. Gao Tieta's brother-in-law.

Mr. Zhang joined the Group in August 1998. From August 1998 to May 2011, he successively served as a regional manager, the sales manager and the marketing director of Global Vision Corporation. He served as an executive director of Mingwang Medical from November 2009 to March 2023, where he is responsible for daily management. From June 2012 to November 2017, he successively served as the general manager of Mingwang Medical Ltd.* (上海高視明望醫療器械有限公司) and as a president for the medical device sector of Gaush Medical Corporation* (高視醫療科技集團有限公司). He has served as a Director since December 29, 2017 and was re-designated as an executive Director on November 18, 2021. From November 2021 to January 2023, he served as the president of the Company and was appointed as the honorary president of the Company on January 10, 2023. He is also a supervisor of Gaush Technology Ltd* (上海高視醫療技術有限公司).

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Zhang graduated from Gansu Jiuquan Normal School (甘肅酒泉師範學校) in July 1985. He passed the self-study normal college-level examination (高等師範專科自學考試) in geography of Gansu Normal College (甘肅教育學院) (currently part of Lanzhou University of Arts and Science (蘭州文理學院)) in the PRC in June 1996. He completed all courses for EMBA program at Cheung Kong Graduate School of Business from August 2022 to October 2024 and was granted the EMBA course certificate in 2025.

Mr. Zhang as an executive Director has signed a service contract with the Company for a term of three years commencing from May 29, 2025. Mr. Zhang is entitled to a fixed salary of RMB360,000 per annum, plus a discretionary management bonus, as determined by the Board with reference to the recommendation given by the Remuneration Committee, having regard to his duties and expertise, individual performance, the Group's operation results and prevailing market rate. Mr. Zhang's appointment is subject to the provisions of retirement and rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Zhang is deemed to be interested in 7,112,360 Shares, representing approximately 4.81% of the total issued share capital of the Company. Mr. Zhang holds 74.42% equity interest in GMC FOUR Ltd ("GMC IV"), and therefore he is deemed to be interested in the 6,156,481 Shares directly held by GMC IV within the meaning of Part XV of the SFO. In addition, GMC Teleon Ltd ("GMC Teleon") is held by Hima Holding Ltd and Huyang Group Ltd as to 62.22% and 33.33%, respectively. Hima Holding Ltd is wholly owned by Mr. Liu Xinwei and Huyang Group Ltd is wholly owned by Mr. Zhang. Therefore, both Mr. Liu Xinwei and Mr. Zhang are deemed to be interested in the 955,879 Shares directly held by GMC Teleon within the meaning of Part XV of the SFO.

Ms. Li Wenqi (李文奇), aged 52, is an executive Director and the chief financial officer of the Company. Ms. Li is primarily responsible for the financial management, operation management and informatization management of the Group.

Ms. Li has over 23 years of experience in accounting and financial management. She joined Global Vision Corporation in August 1998 and served successively as cashier, accountant, financial supervisor, financial manager and financial controller. She has served as the vice president of the Company from January 2018 to January 2023 and a joint company secretary of the Company from November 2021 to April 2024. Ms. Li was appointed as the chief financial officer of the Company on January 10, 2023 and an executive Director on August 24, 2023.

Ms. Li received her bachelor's degree in accounting from Beijing Wuzi University (北京物資學院) in the PRC in July 1995.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

She also obtained accounting specialist qualification conferred by the Ministry of Finance of the PRC in May 1999.

Ms. Li as an executive Director has signed a service contract with the Company for an initial term of three years commencing from August 24, 2023 or until the third annual general meeting of the Company since the date of her appointment (whichever is sooner). Ms. Li is entitled to a fixed salary of RMB651,000 per annum, plus a discretionary management bonus as, determined by the Board with reference to the recommendation given by the Remuneration Committee, having regard to her duties and expertise, individual performance, the Group's operation results and prevailing market rate. Ms. Li's appointment is subject to the provisions of retirement and rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Ms. Li is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

* *For identification purpose only*

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 147,887,869 Shares and the Company did not hold any treasury shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 14,788,786 Shares, which represent 10% of the total number of issued Shares (excluding treasury shares, if any) 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 within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by the 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, the Listing Rules 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 Act, 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 Act, 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 repurchase would be in the best interests of the Company and the Shareholders as a whole.

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/or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2025, being the closing 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.

STATUS OF REPURCHASED SHARES

Shares repurchased by the Company may be cancelled or held by the Company as treasury shares as determined by the Directors, depending on the market conditions and the Group's capital management needs at the relevant time of the repurchases.

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

GENERAL

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

The Directors will, so far as the same may be applicable, exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. To the best of the Directors' knowledge, neither the explanatory statement in this Appendix II nor the proposed Repurchase Mandate has any unusual features.

No core connected person (as defined in the Listing Rules) has notified the Company that he/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 Rule 32 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, the following persons were interested in 5% or more of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interests of such persons will be increased to approximately the percentage set out in the last column as follows:

Name of Shareholders	Capacity and nature of interest	Number of Shares held ⁽¹⁾	Approximate percentage of shareholding	
			As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full ⁽²⁾
Mr. Gao Tieta ⁽³⁾	Interest in a controlled corporation	63,263,528	42.78%	47.53%
GT HoldCo ⁽³⁾	Beneficial owner	63,263,528	42.78%	47.53%
OrbiMed Advisors III Limited ⁽⁴⁾	Interest in a controlled corporation	18,039,426	12.20%	13.55%
OrbiMed Asia GP III, L.P. ⁽⁴⁾	Interest in a controlled corporation	18,039,426	12.20%	13.55%
OrbiMed Asia Partners III, L.P. ("OrbiMed Asia") ⁽⁴⁾	Beneficial owner	18,039,426	12.20%	13.55%

Notes:

- (1) All interests stated are long positions.
- (2) Assuming no repurchases of any of the Shares held by the stated Shareholders.
- (3) As at the Latest Practicable Date, GT HoldCo is wholly owned by Mr. Gao Tieta.
- (4) As at the Latest Practicable Date, OrbiMed Asia directly held 18,039,426 Shares. To the best knowledge of the Company, OrbiMed Advisors III Limited is the general partner of OrbiMed Asia GP III, L.P.; and OrbiMed Asia GP III, L.P. is the general partner of OrbiMed Asia. OrbiMed Advisors III Limited and OrbiMed Asia GP III, L.P. were therefore deemed to be interested in the Shares which are owned by OrbiMed Asia under the SFO.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Gao Tieta was deemed to be interested in 42.78% of the issued share capital of the Company through his wholly-owned company, namely GT HoldCo. In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Mr. Gao Tieta in the Company will be increased to approximately 47.53% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would give rise to an obligation of GT HoldCo and Mr. Gao Tieta 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 for Mr. Gao Tieta and GT HoldCo to make a mandatory offer. Save as disclosed above, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

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

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months immediately preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the twelve months preceding the Latest Practicable Date were as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2025		
April	6.27	4.80
May	6.21	5.28
June	6.98	5.95
July	8.20	6.36
August	7.91	6.91
September	9.50	7.89
October	9.85	8.38
November	9.99	8.06
December	9.30	7.68
2026		
January	8.24	7.00
February	7.29	6.20
March	6.81	5.09
April (up to the Latest Practicable Date)	5.64	5.01

1 ...

- (d) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the voting rights held by such Shareholders as, being entitled so to do, vote in person (whether physically or by virtual attendance with the use of technology), or by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representatives at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- (e) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person (whether physically or by virtual attendance with the use of technology), or by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which not less than 14 days' notice has been duly given.

...

- 5 (a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated with the consent in writing of the holders of at least three-fourths of the issued Shares of that class, or with the approval of a resolution passed by at least three-fourths of the votes cast by the holders of the Shares of that class present and voting in person (whether physically or by virtual attendance with the use of technology) or by proxy at a separate meeting of such holders. To every such separate general meeting the provisions of these Articles relating to general meetings shall apply mutatis mutandis, provided that:
 - (i) the necessary quorum shall be two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative), or representing by proxy at least one-third of the issued Shares of that class; and
 - (ii) any holder of Shares of the class present in person (whether physically or by virtual attendance with the use of technology), or in the case of the Shareholder being a corporation, by its duly authorised representative or by proxy may demand a poll.

- 35 No Shareholder shall be entitled to receive any Dividend or bonus or to be present or vote (save as proxy or authorised representative for another Shareholder) at any general meeting, either personally (whether physically or by virtual attendance with the use of technology) or (save as proxy or authorised representative for another Shareholder) by proxy, or be counted in a quorum, or to exercise any other privilege as a Shareholder until all calls or instalments due from him to the Company, whether alone or jointly or jointly and severally with any other person, together with interest and expenses (if any) shall have been paid.
- 64 The Board may in its absolute discretion decide that the Company will hold a general meeting:
- (b) at one or more physical venue in any part of the world;
 - (c) by using virtual meeting technology; or
 - (d) both at one or more physical venue and by using virtual meeting technology.
- 66 An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting, the details for members to attend the meeting virtually with the use of technology (if applicable) and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article, if permitted by the Listing Rules, be deemed to have been duly called if it is so agreed:
- ...
- 69 For all purposes the quorum for a general meeting shall be two Shareholders present in person (whether physically or by virtual attendance with the use of technology), or, in the case of a Shareholder being a corporation, by its duly authorised representative, or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.

- 70 If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (whether physically or by virtual attendance with the use of technology), or, in the case of a Shareholder being a corporation, by its duly authorised representative, or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
- 72 The chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day ~~and, the hour and the details for members to attend the adjourned meeting virtually with the use of technology (if applicable) of the adjourned meeting~~ shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- 73 At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted by a show of hands. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:
- (a) at least two Shareholders present in person (whether physically or by virtual attendance with the use of technology), (or, in the case of a Shareholder being a corporation, by its duly authorised representative,) or by proxy for the time being entitled to vote at the meeting;
 - (b) any Shareholder or Shareholders present in person (whether physically or by virtual attendance with the use of technology), or, in the case of a Shareholder being a corporation, by its duly authorised representative, or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or

(c) any Shareholder or Shareholders present in person (whether physically or by virtual attendance with the use of technology), or, in the case of a Shareholder being a corporation, by its duly authorised representative, or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

74 Where a resolution is voted on by a show of hands (whether physically or by virtual attendance with the use of technology) as permitted under the Listing Rules, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.

75 A poll shall be taken in such manner (including the use of ballot or voting papers or tickets or electronic means) and at such time and place as the chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. In the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 72, the demand for a poll may be withdrawn, with the consent of the chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.

77 In the case of an equality of votes, whether on a show of hands or on a poll (whether physically or by virtual attendance with the use of technology), the chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the chairman of the meeting shall determine the same, and such determination shall be final and conclusive.

~~MEETINGS AT PHYSICAL MEETINGS AT PHYSICAL VENUES, BY USING VIRTUAL MEETING TECHNOLOGY OR A COMBINATION OF BOTH~~

80 For the purposes of these Articles, a general meeting taking place at two or more meeting locations shall be treated as taking place where the chairman of the meeting presides (*“principal location”*).

- 81 A Shareholder, who is present in person or by proxy at a meeting location other than the principal location and entitled to vote, shall be counted in the quorum and may exercise all rights that they would have been able to exercise as if they were present at the principal location.
- 82 Subject to any other requirements in these Articles, a general meeting shall be duly constituted and its proceedings shall be valid if the chairman of the meeting is satisfied that electronic facilities are available during the meeting to allow Shareholders present in person or by proxy at the meeting to exercise their rights to listen, speak and vote at it.
- 83 The entitlement of any Shareholder or proxy to attend a general meeting shall be subject to any such arrangements, requirements or restrictions as stated in the notice of meeting to apply to the meeting or as required by the Directors or the chairman of the meeting pursuant to these Articles. Shareholders or proxies must comply with all such arrangements, requirements and restrictions and any failure to comply may result in the person being refused entry or removed from the meeting.
- 84 If there is a failure of electronic facilities or any other arrangements procured by or on behalf of the Company for attendance or participation in the meeting at one or more meeting location(s), the chairman of the meeting may suspend or adjourn the meeting. Such suspension or adjournment or the failure of electronic facilities or arrangements will not affect the validity of the meeting, or any business conducted at the meeting up to the point of suspension or adjournment, or any action taken pursuant to the meeting.
- 85 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information and opinion which that person has on the business of the meeting.

- 86 A person is able to exercise the right to vote at a general meeting when,
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) that person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 87 In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same meeting location as each other or how they are able to communicate with each other.
- 88 A person is regarded as attending a general meeting by using virtual meeting technology if:
- (a) the person uses the virtual meeting technology specified in the notice of the meeting or as determined by the Directors or chairman of the meeting pursuant to these Articles; and
 - (b) where the person has the rights to listen, speak and vote at the meeting, the person is able to exercise them as stipulated in Articles 9089 and 9190.
- 89 All persons seeking to attend and participate in a general meeting using virtual meeting technology shall be responsible for ensuring that they have access to the facilities (including systems, equipment and connectivity) which are necessary to enable them to do so. Any failure of these facilities accessed or used by any attendee shall not affect the validity of the meeting or any.
- 90 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (whether physically or by virtual attendance with the use of technology), or, in the case of a Shareholder being a corporation, by its duly authorised representative, or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (provided that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (whether physically or by virtual attendance with the use of technology), or, in the case of a Shareholder being a corporation, by its duly authorised representative, or by proxy shall (save as provided otherwise in this Article) have one vote. On a poll a Shareholder entitled to more than one vote need not use

all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way. For the avoidance of doubt, votes may be cast by members by electronic means, if such means are provided.

- 91 All Shareholders of the Company (including a Shareholder which is a Clearing House (or its nominee(s))) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting (whether physically or by virtual attendance with the use of technology), except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration. Where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted. No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.
- 93 Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally (whether physically or by virtual attendance with the use of technology) 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 (whether physically or by virtual attendance with the use of technology) or by proxy, that one of the said persons so present whose name stands first on the Register in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Shareholder, and several trustees in bankruptcy or liquidators of a Shareholder in whose name any Share stands shall for the purposes of this Article be deemed joint holders thereof.
- 95 Save as expressly provided in these Articles or otherwise determined by the Board, no person other than a Shareholder duly registered and who shall have paid everything for the time being due from him payable to the Company in respect of his Shares shall be entitled to be present or to vote (save as proxy or authorised representative for another Shareholder) whether personally (whether physically or by virtual attendance with the use of technology), by proxy or by attorney or to be counted in the quorum, at any general meeting.
- 97 Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A corporation which is a Shareholder may execute a form of proxy under the hand of a duly authorised officer. A

Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder. On a poll or a show of hands votes may be given either personally (whether physically or by virtual attendance with the use of technology), or, in the case of a Shareholder being a corporation, by its duly authorised representative, or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise as if it were an individual Shareholder present in person (whether physically or by virtual attendance with the use of technology) at any general meeting.

- 99 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The appointor should be allowed to send the instrument appointing a proxy by electronic means.
- 100 The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be sent to the Board by electronic means (if such means are provided), or deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (whether physically or by virtual attendance with the use of technology), (or in the case of a Shareholder being a corporation, by its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 104 (a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise as if it were an individual Shareholder. References in these Articles to a

Shareholder present in person (whether physically or by virtual attendance with the use of technology) at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative

- 104 (b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 94) appoint proxies or authorise such person or persons as it thinks fit to act as its representative or representatives, who enjoy rights equivalent to the rights of other Shareholders, at any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any meeting of any class of Shareholders, provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to speak and vote individually (whether physically or by virtual attendance with the use of technology) on a show of hands or on a poll.
- 192 Any notice or document (including any corporate communications within the meaning given to it under the Listing Rules) to be given or issued by the Company pursuant to these Articles may be given or issued in the following manner:
- (a) by serving it personally on the relevant person;
 - (b) by personally leaving it at the registered address of the relevant person (where such person is a member, at the registered address as appearing in the Register);
 - (c) by sending it through the post in a prepaid envelop addressed to the relevant person at his registered address (where such person is a member, at the registered address as appearing in the Register) or at any other address supplied by him to the Company for the purpose;
 - (d) by sending or transmitting it as an electronic communication to the relevant person at the electronic address provided by him in accordance with Article 183, subject to the Company complying with the Listing Rules and all applicable laws and regulations from time to time in force with regard to any requirements for the obtaining of consent from such person;

- (e) by publishing it on the Company's website and/or the HK Stock Exchange's website, subject to the Company complying with the Listing Rules and all applicable laws and regulations from time to time in force with regard to any requirements for obtaining of consent from the relevant person and/or for giving notification to such person stating that the notice, document or publication is available on the Company's website and/or the HK Stock Exchange's website;
 - (f) by placing an advertisement published in the manner prescribed under the Listing Rules and all applicable laws, rules and regulations; or
 - (g) by sending or otherwise making it available to the relevant person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Listing Rules and all applicable laws, rules and regulations.
- 193 In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be sufficient notice to all the joint holders.
- 194 Every person who is entitled to receive notice from the Company under the provisions of the Companies Act or these Articles may register with the Company an electronic address to which notices can be served upon him.
- 195 Notice of every general meeting shall be given in any manner set out in Article 181 to:
- (a) every person shown as a member in the Register as of the record date for such meeting except that in the case of joint holders, the notice shall be sufficient if given to the joint holder first named in the Register;
 - (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member of record where the member of record but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - (c) the Auditors;
 - (d) each Director and alternate Director;
 - (e) the HK Stock Exchange; and

(f) such other person to whom such notice is required to be given in accordance with the Listing Rules.

196 Any member who fails (and, where a share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address, or, in case of electronic communications, fails to supply his electronic address or a correct electronic address, to the Company for service of notices and documents on him shall not (and where a share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office or, if the Board sees fit, by publishing or otherwise making available on the Company's website or by advertisement published in the manner prescribed under the Listing Rules, and, in the case of documents, by posting up a notice conspicuously at the Registered Office addressed to such member or, if the Board sees fit, by publishing or otherwise making available on the Company's website which shall be sufficient service as regards members with no registered or incorrect addresses or electronic addresses, provided that nothing in this Article shall be construed as requiring the Company to serve any notice or document on any member with no or an incorrect registered address or, in case of electronic communications, no or an incorrect electronic address, for the service of notice or document on him or on any member other than the first named on the register of members of the Company.

197 Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office and in proving such service, it shall be sufficient to prove that the letter containing the notice or document was properly prepaid, addressed and put into such post office, and a certificate in writing signed by the Secretary or other person authorised by the Board that the letter containing the notice or document was so addressed and put into such post office shall be conclusive evidence.

198 Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.

199 Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).

- 200 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations. A notice, document or publication placed on either the Company's website or the HK Stock Exchange's website is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date, in which case the deemed date of service shall be as provided or required by the Listing Rules.
- 201 A notice or document may be given by the Company to the person entitled to a share in consequence of the death, mental disorder, bankruptcy or liquidation of a member by sending it through electronic means or the post in a prepaid letter addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the member, or by any like description, at the electronic address or address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an electronic address or address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or winding up had not occurred.
- 202 Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly served to the person from whom he derives his title to such share.
- 203 Any notice or document delivered or sent through electronic means or by post to, or left at the registered address of any member in pursuance of these Articles, notwithstanding that such member be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, shall be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
- 204 The signature to any notice or document to be given by the Company may be written or printed by means of facsimile or, where relevant, by electronic signature.
- 481 Any notice or document required to be sent to or served on the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter addressed to the Company or to such officer at the Registered Office.

- (a) ~~Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.~~
- (b) ~~Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificates) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.~~
- (c) ~~Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than 15 days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Articles, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.~~
- (d) ~~Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office.~~
- (e) ~~The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think~~

~~fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board.~~

- ~~182(a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.~~
- ~~182(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.~~
- ~~182(c) If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.~~

- ~~183 Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.~~
- ~~184 A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or winding up had not occurred.~~
- ~~185 Any person who by operation of law, transfer or other means whatsoever shall become entitled to any Share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly served to the person from whom he derives his title to such share.~~
- ~~186 Any notice or document delivered or sent by post to, or left at the registered address of any Shareholder in pursuance of these Articles, notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, shall be deemed to have been duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.~~

~~187 The signature to any notice or document to be given by the Company may be written or printed.~~

NOTICE OF ANNUAL GENERAL MEETING



Gaush Meditech Ltd

高视医疗科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2407)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Gaush Meditech Ltd (the “**Company**”) will be held at Room 1901, Building A, Zhonghui Plaza, No. 11 Dongzhimen South Avenue, Dongcheng District, Beijing, China on Thursday, May 28, 2026 at 3:00 p.m. for the following purposes:

Ordinary Resolutions

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2025 and the reports of the directors and auditors thereon.
2. (a) To re-elect the following retiring directors of the Company (the “**Director(s)**”):
 - (i) To re-elect Mr. Zhao Xinli as an executive Director;
 - (ii) To re-elect Mr. Zhang Jianjun as an executive Director;
 - (iii) To re-elect Ms. Li Wenqi as an executive Director; and
- (b) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as auditor of the Company and authorize the Board to fix their remuneration within a range of approximately RMB4.5 million to RMB4.7 million.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to compliance with the prevailing requirements of the Listing Rules and 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 the Company (including any sale or transfer of treasury shares 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 defined hereinafter) 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 aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (or in the case of treasury shares, sold or transferred) (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to 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 of the Company;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of the shares of the Company 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; or

NOTICE OF ANNUAL GENERAL MEETING

- (4) any issue of shares of 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 the aggregate of:
- (5) (a) 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution; and
- (b) (if the Board is so authorized by resolution numbered 4(C)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing resolution numbered 4(B)),

and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

- (a) **“Relevant Period”** means the period from the date of passing this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company, at which time the authorization set forth in this resolution shall expire, unless the meeting passes an ordinary resolution to extend it (with or without conditions);
 - (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;
 - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and
- (b) **“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 of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record

NOTICE OF ANNUAL GENERAL MEETING

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 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 recognized regulatory body or any stock exchange applicable to the Company).”

(B) “That:

- (i) subject to compliance with the prevailing requirements of the Listing Rules and paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase and cancel or hold in treasury, shares 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 which is recognized 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 shares of the Company to be repurchased and cancelled or held in treasury, pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) 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 and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company, at which time the authorization set forth in this resolution shall expire, unless the meeting passes an ordinary resolution to extend it (with or without conditions);
- (b) 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; and
- (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 by this resolution.”

(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 to exercise the powers of the Company to allot, issue and/or otherwise deal with (including any sale or transfer of treasury shares out of treasury) new shares of the Company and to make or grant offers, agreements and 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 issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted (or in the case of treasury shares, sold or transferred) by the Directors pursuant to such general mandate of an amount representing the number of 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 total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of the said resolutions.”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider, as special business and, if thought fit, pass the following resolution as a special resolution:

Special Resolution

“**That** the existing sixth amended and restated memorandum and articles of association of the Company be amended in the manner as set out in the circular of the Company dated April 29, 2026 (the “**Circular**”) and the seventh amended and restated memorandum and articles of association of the Company in the form of the document marked “A” and produced to the AGM and for the purpose of identification initialled by the chairman of the AGM, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing sixth amended and restated memorandum and articles of association of the Company with immediate effect and that any Director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the seventh amended and restated memorandum and articles of association of the Company.”

By order of the Board

Gaush Meditech Ltd

Mr. Gao Tieta

Chairman and Executive Director

Hong Kong, April 29, 2026

Registered Office:

4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240, Grand Cayman
KY1-1002, Cayman Islands

*Head Office and Principal Place of Business
in the People's Republic of China:*

Room 1901, Building A, Zhonghui Plaza
No. 11 Dongzhimen South Avenue
Dongcheng District, Beijing, China

Principal Place of Business in Hong Kong:

31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Ordinary resolution numbered 4(C) will be proposed to the shareholders of the Company for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her/its stead. The proxy does not need to be a shareholder of the Company.
- (iii) 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/it was 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.
- (iv) In order to be valid, the completed form of proxy, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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. at or before 3:00 p.m. on Tuesday, May 26, 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the above meeting or any adjourned meeting thereof if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (v) For the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, May 22, 2026 to Thursday, May 28, 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for determining the eligibility to attend and vote at the above meeting will be Thursday, May 28, 2026. In order to be eligible to attend and vote at the above meeting, the shareholders of the Company must deliver all properly completed transfer forms accompanied by the relevant share certificate(s) to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration of relevant transfers not later than 4:30 p.m. on Thursday, May 21, 2026.
- (vi) In respect of ordinary resolutions numbered 3(a) above, Mr. Zhao Xinli, Mr. Zhang Jianjun and Ms. Li Wenqi shall retire and, being eligible, offered themselves for re-election as Directors at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular dated April 29, 2026.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the Directors 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.

NOTICE OF ANNUAL GENERAL MEETING

- (viii) In respect of ordinary resolution numbered 4(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 and for the benefits of the shareholders of the Company. The explanatory statement containing the information necessary to enable the shareholders of the Company 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 dated April 29, 2026.
- (ix) 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 Board comprises Mr. Gao Tieta as Chairman and executive Director, Mr. Liu Xinwei, Mr. Zhao Xinli, Mr. Zhang Jianjun and Ms. Li Wenqi as executive Directors, Dr. David Guowei Wang as non-executive Director, and Mr. Feng Xin, Mr. Wang Li-Shin and Mr. Chan Fan Shing as independent non-executive Directors.