
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Vincent Medical Holdings Limited (永勝醫療控股有限公司), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of Vincent Medical Holdings Limited to be held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 22 May 2019 at 10:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is also enclosed.

Whether or not you are able to attend the AGM, please complete and sign 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (or at any adjournment). Completion and return of the form of proxy will not preclude shareholders from attending and voting at the AGM if you so wish.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 22 May 2019 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 14 to 18 of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of the Directors
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Vincent Medical Holdings Limited (永勝醫療控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Issuing Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with additional Shares during the relevant period of an aggregate number not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	15 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to repurchase Shares on the Stock Exchange up to a maximum number equivalent to 10% of the total number of issued Shares of the Company as at the date of passing the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“VRHK”	VINCENT RAYA CO., LIMITED (永勝宏基集團有限公司), a company incorporated in Hong Kong and wholly-owned by VRI as at the Latest Practicable Date
“VRI”	VINCENT RAYA INTERNATIONAL LIMITED, a company incorporated in the British Virgin Islands and held as to 57.89% by Mr. Choi Man Shing (being the executive Director) and 42.11% by Ms. Liu Pui Ching (being the former non-executive Director who retired on 24 May 2018 and the spouse of Mr. Choi Man Shing) as at the Latest Practicable Date
“%”	per cent.

LETTER FROM THE BOARD



Vincent Medical Holdings Limited

永勝醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1612)

Executive Directors:

Mr. CHOI Man Shing (*Chairman*)
Mr. TO Ki Cheung (*Chief Executive Officer*)
Mr. KOH Ming Fai
Mr. FU Kwok Fu

Non-executive Director:

Mr. GUO Pengcheng

Independent Non-executive Directors:

Mr. CHAN Ling Ming
Mr. MOK Kwok Cheung Rupert
Mr. AU Yu Chiu Steven
Prof. YUNG Kai Leung

Registered Office:

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman, KY1-1111,
Cayman Islands

*Headquarters and Principal Place
of Business in Hong Kong:*

Flat B2, 7th Floor, Phase 2,
Hang Fung Industrial Building,
2G Hok Yuen Street,
Hung Hom, Kowloon,
Hong Kong

18 April 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you the notice of the AGM and the information in respect of the resolutions to be proposed at the AGM including (i) the grant to the Directors the Issuing Mandate and the Repurchase Mandate; (ii) the extension of the Issuing Mandate to include Shares repurchased pursuant to the Repurchase Mandate; and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 24 May 2018, resolutions were passed giving general and unconditional mandates to the Directors (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate total number of issued Shares of the Company; (ii) to repurchase Shares not exceeding 10% of the aggregate total number of issued Shares of the Company; and (iii) to extend the general mandate of (i) above to include Shares repurchased pursuant to the general mandate of (ii) above. Such general mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the Issuing Mandate to the Directors to exercise the powers of the Company to allot, issue, and deal with any Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the resolution. The Issuing Mandate will end on the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 637,650,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased during the period from the Latest Practicable Date to the date of the AGM, the Directors will be authorised to issue up to 127,530,000 Shares under the Issuing Mandate;
- (b) to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. Under such Repurchase Mandate, the maximum number of Shares that the Directors may repurchase shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of the resolution. As at the Latest Practicable Date, the number of Shares in issue was 637,650,000 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming no further Shares will be issued or repurchased during the period from the Latest Practicable Date to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 63,765,000 Shares, being 10% of the total number of issued Shares of the Company as at the date of passing of the resolution in relation thereto. The Repurchase Mandate will end on the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company; and
- (c) subject to the passing of the aforesaid ordinary resolutions granting the Issuing Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the Issuing Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Pursuant to the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution granting the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were four executive Directors, namely Mr. Choi Man Shing, Mr. To Ki Cheung, Mr. Koh Ming Fai and Mr. Fu Kwok Fu; one non-executive Director, namely Mr. Guo Pengcheng; and four independent non-executive Directors, namely Mr. Chan Ling Ming, Mr. Mok Kwok Cheung Rupert, Mr. Au Yu Chiu Steven and Prof. Yung Kai Leung.

In accordance with Article 84(1) of the Articles of Association, Mr. Guo Pengcheng, Mr. Mok Kwok Cheung Rupert and Mr. Au Yu Chiu Steven shall retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Recommendations to the Board for the proposal for re-election of Mr. Guo Pengcheng as a non-executive Director and each of Mr. Mok Kwok Cheung Rupert and Mr. Au Yu Chiu Steven as an independent non-executive Director were made by the Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

At the AGM, ordinary resolutions will be put forward to the Shareholders in relation to the proposed re-election of Mr. Guo Pengcheng as a non-executive Director and each of Mr. Mok Kwok Cheung Rupert and Mr. Au Yu Chiu Steven as an independent non-executive Director. The biographical details of the above-named Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in compliance with the relevant requirements of the Listing Rules.

Recommendation of the Nomination Committee with respect to the independent non-executive Directors subject to re-election at the AGM

All independent non-executive Directors have made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules, respectively. The Nomination Committee had assessed and reviewed the written confirmation of independence of each of the independent non-executive Directors who have offered themselves for re-election at the AGM (namely, Mr. Mok Kwok Cheung Rupert and Mr. Au Yu Chiu Steven) based on the independence criteria as set out in Rule 3.13 of the Listing Rules and are satisfied that all of them remain independent in accordance with Rule 3.13 of the Listing Rules. In addition, the Nomination Committee had evaluated their performance and are of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced and objective view to the Company's affairs.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that each of Mr. Mok Kwok Cheung Rupert and Mr. Au Yu Chiu Steven can contribute to the diversity of the Board, in particular, with their strong and diversified educational background, skills and professional experience in their expertise, including their in-depth knowledge in administrative management, sales and marketing, accounting and finance.

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated each of Mr. Mok Kwok Cheung Rupert and Mr. Au Yu Chiu Steven for re-election as independent non-executive Directors at the AGM.

LETTER FROM THE BOARD

4. AGM AND PROXY ARRANGEMENT

Set out on pages 14 to 18 of this circular is the notice of AGM at which ordinary resolutions will be proposed to the Shareholders to consider and approve, among other matters, (i) the grant to the Directors the Issuing Mandate and the Repurchase Mandate; (ii) the extension of the Issuing Mandate to include Shares repurchased pursuant to the Repurchase Mandate; and (iii) the re-election of the retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the designed website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.vincentmedical.com). Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (or at any adjournment). Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the AGM if you so wish.

All resolutions will be put to vote by way of poll at the AGM pursuant to Rule 13.39 of the Listing Rules. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. RESPONSIBILITY STATEMENT

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

6. RECOMMENDATION

The Directors consider that (i) the granting of the Issuing Mandate and the Repurchase Mandate to the Directors to issue and repurchase Shares; (ii) the extension of the Issuing Mandate to include Shares repurchased pursuant to the Repurchase Mandate; and (iii) the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully
By order of the Board
Vincent Medical Holdings Limited
Choi Man Shing
Chairman and Executive Director

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM for approving the Repurchase Mandate. The explanatory statement which contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules and other relevant provisions of the Listing Rules is set out as follows:

1. LISTING RULES RELATING TO THE SHARE REPURCHASE

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all share repurchases by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares were 637,650,000. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 63,765,000 Shares, being 10% of total number of the issued Shares of the Company as at the date of the passing of the relevant resolution at the AGM.

3. REASONS FOR SHARE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the ability to do so would give the Company the flexibility that would be beneficial to the Company and the Shareholders as such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

As compared with the financial position of the Company as at 31 December 2017 (being the date to which the latest published audited consolidated accounts of the Company have been made), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent which would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company.

4. FUNDING OF SHARE REPURCHASE

The Company is empowered by its memorandum of association and the Articles of Association to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Articles of Association, the Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Under the Listing Rules, a listed company is prohibited from repurchasing its own securities 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 from time to time.

The laws of the Cayman Islands provide that payment for a share repurchase may only be made out of the profits, the share premium account or the proceeds of a new issue of Shares made for such purpose or, subject to the Cayman Companies Law, out of capital of the Company. The amount of premium over the par value of the Shares payable on the repurchase of Shares may only be paid out of either or both of the profits or the share premium account of the Company or, subject to the Cayman Companies Law, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the repurchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled but the total number of authorised shares to be issued would not be reduced.

5. DIRECTORS AND THEIR CLOSE ASSOCIATES, AND THE COMPANY'S CORE CONNECTED PERSONS

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

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

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

7. EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company, which may give rise to an obligation on certain Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors and as recorded in the register required to be kept by the Company under Section 336 of the SFO, Mr. Choi Man Shing, our Chairman and executive Director, and VRI, altogether being the Controlling Shareholders of the Company, together with VRHK, being a party acting in concert (as defined in the Takeovers Code) with the Controlling Shareholders of the Company, were interested in a total of 384,789,890 Shares, representing approximately 60.34% of the issued share capital of the Company.

On the basis of there being 637,650,000 Shares in issue as at the Latest Practicable Date and assuming no further issue, allotment or repurchase of Shares during the period from the Latest Practicable Date to the date of the AGM, in the event that the Directors exercise in full the power to repurchase the Shares which is proposed to be granted pursuant to the Repurchase Mandate, the aggregate shareholding of Mr. Choi, VRI, being the Controlling Shareholders of the Company, and VRHK, being a party acting in concert (as defined in the Takeovers Code) with the Controlling Shareholders of the Company would be increased to approximately 67.05% of the number of issued Shares of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) who may become obliged to make a mandatory offer under the Takeovers Code as a consequence of any repurchase of Shares pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that it would result in the number of Shares held by the public being reduced to less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of the Company.

8. SHARE REPURCHASE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. SHARE PRICES

During each of the previous twelve months up to and including the Latest Practicable Date, the highest and lowest trading prices during each month for Shares on the Stock Exchange were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	0.700	0.630
May	0.690	0.620
June	0.660	0.600
July	0.650	0.560
August	0.590	0.520
September	0.600	0.510
October	0.680	0.465
November	0.600	0.465
December	0.600	0.490
2019		
January	0.650	0.550
February	0.700	0.600
March	0.740	0.680
April (up to and including the Latest Practicable Date)	0.690	0.610

Source: the website of the Stock Exchange

The biographical details of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM are set out below:

NON-EXECUTIVE DIRECTOR

Mr. GUO Pengcheng (過鵬程), aged 57, is a non-executive Director of the Company. He is responsible for providing strategic guidance to the Group on operational efficiency enhancement. Mr. Guo graduated from the Shanghai University of Technology with a bachelor's degree in mechanical engineering in 1983.

Mr. Guo has over 32 years of experience in business advisory work and cross-border investments. During the period from 1986 to 2004, He worked in various organizations where he was responsible for inbound and outbound business development and business expansion from the PRC. From 2009 to 2015, Mr. Guo was the operating partner of Orchid Asia Private Equity Fund where he was responsible for operational due diligence and post-investment management for listing applicants on the Stock Exchange.

Since 2015, Mr. Guo has acted as the senior investment consultant of Dong Yin Development (Holdings) Limited, an indirect Shareholder interested in 33,000,000 Shares, representing approximately 5.18% of the issued share capital of the Company. Save as disclosed above, Mr. Guo does not have any other interests in the Shares or underlying Shares as at the Latest Practicable Date within the meaning of Part XV of the SFO.

Mr. Guo has entered into a service agreement with the Company for an initial fixed term of three years commencing from 1 February 2017. The service agreement may be terminated in accordance with the respective terms of the service agreement. Mr. Guo is entitled to receive a service fee of HK\$16,000 as a non-executive Director per month.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Mok Kwok Cheung Rupert (莫國章), aged 60, is an independent non-executive Director of the Company. Also, he is a member of the audit committee, the Nomination Committee and the remuneration committee of the Company, respectively. Mr. Mok is responsible for participating in meetings of the Board to bring an independent perspective and judgment on issues of strategy, performance, accountability, resources, key appointments and standards of conduct and transactions which are material to the Group as and when required.

Mr. Mok obtained a bachelor's degree in electrical engineering from the University of Sydney, Australia in March 1982 and a master's degree in biomedical engineering from the University of New South Wales, Australia in October 1984. He is the secretary general of the executive board, the chairperson of the membership committee and a member of the product and technology committee of the Hong Kong Medical and Healthcare Device Industries Association. Mr. Mok has over 34 years of experience in administrative management, sales and marketing and R&D of medical devices in the Asia Pacific region.

Mr. Mok has entered into a service agreement with the Company for an initial fixed term of three years commencing from 24 June 2016. The service agreement may be terminated in accordance with the respective terms of the service agreement. Mr. Mok is entitled to receive a service fee of HK\$16,000 as an independent non-executive Director per month.

As at the Latest Practicable Date, Mr. Mok was not interested in any Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Mok has confirmed his independence for the purpose of Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Mok meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Mr. Au Yu Chiu Steven (區裕釗), aged 60, is an independent non-executive Director of the Company. Also, he is the chairman of the audit committee of the Company. He is responsible for participating in meetings of the Board to bring an independent perspective and judgment on issues of strategy, performance, accountability, resources, key appointments and standards of conduct and transactions which are material to the Group as and when required.

Mr. Au graduated from the University of East Anglia, the United Kingdom, with a bachelor's degree in arts majoring in economics in July 1982. He further obtained a master's degree in business administration from the University of Western Ontario, Canada in October 2000. Mr. Au was admitted as a chartered accountant of the Institute of Chartered Accounts in England and Wales in November 1987. He is also a fellow member of the Hong Kong Institute of Certified Public Accountants.

Mr. Au has more than 33 years of experience in accounting and finance. He worked as an accountant at an accounting firm in the United Kingdom from October 1982 to October 1987 and then at Arthur & Anderson & Co. from December 1987 to January 1989. During the period from August 1992 to April 2008, he was a director of a number of companies where he was responsible for overall corporate management, including China Everbright Securities (International) Limited and Anglo Chinese Securities Limited, both of which are finance and investment companies, and Kin Wah Hong Company Limited, a textiles trading company.

Mr. Au has been an executive director of finance and administration of Matilda International Hospital since October 2002. He was also appointed as an independent non-executive director of Expert Systems Holdings Limited (stock code: 8319), a company which shares are listed on the GEM of the Stock Exchange, on 15 March 2016.

Mr. Au has entered into a service agreement with the Company for an initial fixed term of three years commencing from 24 June 2016. The service agreement may be terminated in accordance with the respective terms of the service agreement. Mr. Au is entitled to receive a service fee of HK\$16,000 as an independent non-executive Director per month.

As at the Latest Practicable Date, Mr. Au was not interested in any Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Au has confirmed his independence for the purpose of Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Au meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

As at the Latest Practicable Date and save as disclosed herein, none of the above Directors (i) held any directorships in other listed public companies in Hong Kong or overseas in the last three years; (ii) held any other positions with the Company and its subsidiaries; and (iii) had any other relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company.

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

NOTICE OF AGM



NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of Vincent Medical Holdings Limited (the “**Company**”) will be held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 22 May 2019 at 10:00 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and the auditor of the Company (the “**Auditor**”) for the year ended 31 December 2018.
2. To approve the declaration of a final dividend of HK1.60 cents per ordinary share for the year ended 31 December 2018.
3. To re-elect Mr. Guo Pengcheng as a non-executive Director.
4. To re-elect Mr. Mok Kwok Cheung Rupert as an independent non-executive Director.
5. To re-elect Mr. Au Yu Chiu Steven as an independent non-executive Director.
6. To authorise the board of the Directors to fix the remuneration of the Directors.
7. To re-appoint RSM Hong Kong as the Auditor and authorise the board of the Directors to fix their remuneration.

NOTICE OF AGM

8. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, and deal with additional shares of HK\$0.01 each in the share capital of the Company (the **“Shares”**) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power during or after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the **“Articles”**) in force from time to time; or (iii) any specific authority granted by the shareholders of the Company (the **“Shareholders”**) in general meeting(s); or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the total number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles to be held; and
- (iii) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting;

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

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9. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase Shares at a price determined by the Directors;
- (c) the total number of Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles to be held; and
- (iii) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”

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10. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 8 and 9 above, the general mandate to the Directors pursuant to resolution no. 8 be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to the resolution no. 9 (up to 10% of the total number of the issued Shares as at the date of the passing of resolution no. 9).”

By order of the Board
Vincent Medical Holdings Limited
Choi Man Shing
Chairman and Executive Director

18 April 2019

Registered Office:

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman, KY1-1111,
Cayman Islands

Headquarters and Principal Place

of Business in Hong Kong:
Flat B2, 7th Floor, Phase 2,
Hang Fung Industrial Building,
2G Hok Yuen Street,
Hung Hom, Kowloon, Hong Kong

Notes:

- (i) A Shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a Shareholder.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) as if he/she/it were solely entitled thereto, and for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of such Share.
- (iii) In order to be valid, a form of proxy must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the Meeting (or any adjourned meeting thereof) if they so wish.
- (iv) For determining the entitlement to attend and vote at the Meeting to be held on Wednesday, 22 May 2019, the register of members of the Company will be closed from Friday, 17 May 2019 to Wednesday, 22 May 2019, both days inclusive, during which period no transfer of the Shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 16 May 2019.
- (v) For determining the entitlement to the proposed final dividend (subject to the approval of the Shareholders at the Meeting), the register of members of the Company will be closed from Monday, 3 June 2019 to Wednesday, 5 June 2019, both days inclusive, during which period no transfer of the Shares will be registered. In order to qualify for the proposed final dividend as stated, all transfers forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 31 May 2019.

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- (vi) At the Meeting (or at any adjournment thereof), the chairman will put each of the above resolutions to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The poll results will be published on the website of the Company at www.vincentmedical.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk on 22 May 2019.
- (vii) A circular containing the information regarding, inter alia, the general mandates to issue Shares and repurchase Shares and the re-election of retiring Directors of the Company, will be sent to the Shareholders together with the Company's annual report for the year ended 31 December 2018.
- (viii) If tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 9:00 am on the date of the Meeting, the Meeting will be postponed. Shareholders may visit the website of the Company at www.vincentmedical.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk for details of the postponement and alternative meeting arrangements.

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

Shareholders should make their own decision as to whether they would attend the Meeting under bad weather conditions bearing in mind their own situations and if they should choose to so do, they are advised to exercise care and caution.

- (ix) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.