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## **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)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Meeting**”) of Vincent Medical Holdings Limited (the “**Company**”) will be held at 17th Floor, Leighton, 77 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 22 May 2024 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 2023.
2. To approve the declaration of a final dividend of HK1.5 cents per ordinary share for the year ended 31 December 2023.
3. To re-elect Mr. Koh Ming Fai as an executive Director.
4. To re-elect Mr. Fu Kwok Fu as an executive Director.
5. To re-elect Dr. Leung Ming Chu as a non-executive Director.
6. To re-elect Mr. Mok Kwok Cheung Rupert as an independent non-executive Director.

7. To authorise the board of the Directors to fix the remuneration of the Directors.
8. To re-appoint RSM Hong Kong as the Auditor and authorise the board of the Directors to fix their remuneration.
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 allot, issue, and deal with the unissued shares 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 authorisation 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;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

(e) 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).”

10. 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 (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 authorisation 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;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (e) 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.”

11. 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. 9 and 10 above, the general mandate to the Directors pursuant to resolution no. 9 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. 10 (up to 10% of the total number of the issued Shares as at the date of the passing of resolution no. 10).”

12. 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 and conditional upon the Stock Exchange granting the listing of and permission to deal in the Shares which may fall to be allotted and issued pursuant to the exercise of the share options which may be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), a copy of which has been produced at the Meeting and marked “A” and initialled by the chairman of the Meeting for the purpose of identification, the New Share Option Scheme be and are hereby approved and adopted and the Directors be and are hereby authorised to grant options and to allot, issue and deal with the Shares pursuant to the exercise of any option granted thereunder and to take all such acts and enter into all such transactions, arrangements and agreements as they may consider necessary or expedient to implement or give full effect to the New Share Option Scheme, including without limitation:
- (i) to administer the New Share Option Scheme at their absolute discretion to grant options to subscribe for Shares in accordance with the rules of the New Share Option Scheme;
  - (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment and the requirements of the Listing Rules;
  - (iii) to allot, issue, and deal with from time to time such number of Shares as may be required to be issued pursuant to the exercise of options under the New Share Option Scheme in accordance with the rules of the New Share Option Scheme and subject to the Listing Rules; and

- (iv) to take all such steps as may be necessary, desirable or expedient to carry into effect the New Share Option Scheme; and
  - (b) conditional upon the New Share Option Scheme becoming effective, the existing share option scheme of the Company adopted on 24 June 2016 (the “**Existing Share Option Scheme**”) be and is hereby terminated upon the New Share Option Scheme coming into effect, without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date of the passing of this resolution.”
13. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT** the amended and restated Share Award Scheme (the “**Amended Share Award Scheme**”) incorporating the proposed amendments to the existing share award scheme adopted by the Company on 2 December 2021 (the “**Share Award Scheme**”), a copy of which has been produced at the Meeting and marked “B” and initialled by the chairman of the Meeting for the purpose of identification, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Share Award Scheme with immediate effect after the close of the Meeting, and the Directors be and are hereby authorised to take all such acts and enter into all such transactions, arrangements and agreements as they may consider necessary or expedient to implement or give full effect to the Amended Share Award Scheme, including without limitation:

- (a) to administer the Amended Share Award Scheme at their absolute discretion under which Awards will be granted (whether with or without any conditions, restrictions or limitations as they may think fit) in accordance with the rules of the Amended Share Award Scheme;
- (b) to modify and/or amend the Amended Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Amended Share Award Scheme relating to modification and/or amendment and the requirements of the Listing Rules;
- (c) to allot, issue, and deal with from time to time such number of Shares as may be required to be issued pursuant to the Awards granted under the Amended Share Award Scheme in accordance with the rules of the Amended Share Award Scheme and subject to the Listing Rules; and
- (d) to take all such steps as may be necessary, desirable or expedient to carry into effect the Amended Share Award Scheme.”

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

“**THAT** the Scheme Mandate Limit (as defined in the circular (“**Circular**”) of the Company dated 19 April 2024) on the total number of Shares that may be issued in respect of all share options or share awards to be granted under the New Share Option Scheme, the Amended Share Award Scheme, or all other share option schemes or share award schemes of the Company, representing an amount up to 10% of the total number of Shares in issue as at the date of passing of this resolution, be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit.”

15. 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 resolution no. 14 above, the Service Provider Sublimit (as defined in the Circular) on the total number of Shares that may be issued in respect of all share options or share awards to be granted to the Service Providers (as defined in the Circular) under the New Share Option Scheme or all other share option schemes or share award schemes of the Company, representing 1% of the Shares in issue as at the date of passing of this resolution, be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

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

19 April 2024

*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:*  
Units 1604-07A, 16/F.,  
Two Harbourfront,  
22 Tak Fung 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 and transfer office 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 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 the Shareholders from attending and voting in person at the Meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.
- (iv) For determining the entitlement to attend and vote at the Meeting to be held on Wednesday, 22 May 2024, the register of members of the Company will be closed from Friday, 17 May 2024 to Wednesday, 22 May 2024, 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 and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 16 May 2024.
- (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 Thursday, 30 May 2024 to Monday, 3 June 2024, both days inclusive, during which period no transfer of the Shares will be registered. In order to establish entitlements to the proposed final dividend, all transfers forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 29 May 2024.
- (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 Listing Rules. The poll results will be published on the website of the Company at [www.vincentmedical.com](http://www.vincentmedical.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) on 22 May 2024.
- (vii) The Circular containing the information regarding, inter alia, the general mandates to issue Shares and repurchase Shares, the re-election of retiring Directors of the Company, the termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme, and the amendments to the Share Award Scheme, will be sent to the Shareholders together with the Company's annual report for the year ended 31 December 2023.
- (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](http://www.vincentmedical.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://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) In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.

*As at the date of this announcement, the Board comprises Mr. Choi Man Shing, Mr. Choi Cheung Tai Raymond, Mr. Koh Ming Fai and Mr. Fu Kwok Fu as executive Directors, Dr. Leung Ming Chu as a non-executive Director, and Mr. Mok Kwok Cheung Rupert, Mr. Au Yu Chiu Steven and Prof. Yung Kai Leung as independent non-executive Directors.*