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Peijia Medical Limited

沛嘉醫療有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9996)

PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Peijia Medical Limited (the “**Company**”) proposes to amend the existing ninth amended and restated memorandum and articles of association (“**M&A**”) of the Company to (i) conform to the latest applicable laws of the Cayman Islands and the core shareholder protection standards as provided in the latest version of Appendix 3 to the Listing Rules; (ii) enable attendance of the general meetings of the Company by way of video-conferencing and other facilities; and (iii) incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”).

A summary of the Proposed Amendments is set out below:

Relevant proposed amendments under applicable laws of the Cayman Islands

1. to update the definition of “the Companies Law” and “Electronic Transactions Law” to reflect the latest Companies Act of the Cayman Islands (“**the Companies Act**”) and the latest Electronic Transactions Act of the Cayman Islands;
2. to provide that unless otherwise prescribed by the Directors, the financial year of the Company shall end on the 31st day of December of each year;

Relevant proposed amendments under the Listing Rules

3. to provide that the Company must hold a general meeting as its annual general meeting in each financial year and such meeting must be held within six months after the end of the Company's financial year;
4. to include that the right of any one or more member(s) of the Company holding, at the date of deposit of the written requisition, not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company to convene an extraordinary general meeting;
5. to provide that each member of the Company shall have the right to speak at a general meeting;
6. to provide that any person appointed by the directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
7. to provide that the Company shall at every annual general meeting by ordinary resolution appoint the auditor of the Company;
8. to provide that subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily;

Relevant proposed amendments in relation to virtual attendance of general meetings

9. to include certain defined terms to align with the relevant provisions in the amended and restated M&A, including "Communication Facilities", "Present", "Virtual Meeting" and to update relevant provisions in the M&A in this regard;
10. to incorporate provisions enabling participants to be present at general meetings of the Company by way of video-conferencing or other facilities through which those attending are capable of hearing and being heard by each other, and incidental changes where the Board considers appropriate; and

Other proposed amendments

11. to make other amendments to update or clarify provisions where the Board considers appropriate in accordance with or to better align with the wording in the applicable laws of Cayman Islands and the Listing Rules.

The Proposed Amendments are subject to consideration and approval by the shareholders of the Company by way of special resolution at the forthcoming annual general meeting of the Company (the "**Annual General Meeting**").

A circular containing, among other things, further details of the Proposed Amendments together with a notice convening the Annual General Meeting will be despatched to the shareholders of the Company in due course.

By order of the Board
Peijia Medical Limited
Dr. Yi Zhang
Chairman and Executive Director

Hong Kong, May 15, 2022

As of the date of this announcement, the Board comprises Dr. Yi Zhang, Mrs. Ping Ye Zhang and Ms. Hong Ye as executive Directors, Dr. Zhiyun Yu, Mr. Jifeng Guan, Mr. Fei Chen, Mr. Jun Yang as non-executive Directors, and Dr. Stephen Newman Oesterle, Mr. Robert Ralph Parks, Mr. Wai Ming Yip, and Mr. Huacheng Wei as independent non-executive Directors.