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

If you have sold or transferred all your shares in Link-Asia International MedTech Group Limited (the “Company”), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Link-Asia International MedTech Group Limited

環亞國際醫療科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1143)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS AND
APPOINTMENT OF DIRECTOR
(3) REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “AGM”) to be held on 31 May 2021 (Monday) at 10:00 a.m. at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 13 to 18 of this circular. A form of proxy for use for the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

This circular together with the form of proxy will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.link-asia.com.hk).

PRECAUTIONARY MEASURES FOR THE AGM

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the AGM, including:

- compulsory body temperature checks
- submission of Health Declaration Form
- wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company strongly recommends Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

The Company will continue to closely monitor the COVID-19 situation in Hong Kong and will consider relaxing the aforementioned precautionary measures for the Annual General Meeting as the Company considers appropriate.

29 April 2021

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held on 31 May 2021 (Monday) at 10:00 a.m. at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 13 to 18 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Company”	Link-Asia International MedTech Group Limited (環亞國際醫療科技集團有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange (Stock Code: 1143);
“connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 4 in the AGM Notice;
“Latest Practicable Date”	26 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region;

DEFINITIONS

“Proposed Refreshment”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 5 in the AGM Notice;
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders;
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.02 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Share Option Scheme”	the share option scheme of the Company adopted on 10 March 2020;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers; and
“%”	percent.



Link-Asia International MedTech Group Limited

環亞國際醫療科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1143)

Executive Directors:

Mr. Lin Dailian (*Chairman*)
Mr. Wang Guozhen
Mr. Duan Chuanhong
Mr. Xia Xiaobing

Independent Non-executive Directors:

Mr. Li Huiwu
Mr. Yang Weidong

Registered Office:

Suite 3204,
Unit 2A, Block
3, Building D,
P.O. Box 1586,
Gardenia Court,
Camana Bay,
Grand Cayman,
KY1-1100,
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

16/F., Three Exchange Square,
8 Connaught Place,
Central,
Hong Kong

29 April 2021

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS AND
APPOINTMENT OF DIRECTOR
(3) REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM relating to: (a) the granting of the Issue Mandate to the Directors to issue Shares; (b) the granting of the Repurchase Mandate to the Directors to repurchase Shares; (c) the granting of the extension mandate to extend the Issue Mandate by an

LETTER FROM THE BOARD

amount representing the total number of any Shares repurchased under the Repurchase Mandate; (d) the re-election and appointment of Directors; and (e) the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme;

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 27 May 2020, ordinary resolutions were passed to grant general mandates to the Directors (i) to issue additional Shares not exceeding 20% of issued share capital of the Company as at the date of passing the relevant resolutions; (ii) to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the relevant resolutions; and (iii) to extend the general mandate to issue Shares to include the aggregate number of shares repurchased by the Company. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 513,538,570 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 102,707,714 Shares, representing 20% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM, and to repurchase up to a maximum 51,353,857 Shares, representing 10% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 112 of the Articles of Association, Mr. Duan Chuanhong and Mr. Yang Weidong will retire at the AGM and, being eligible, will offer themselves for re-election at the AGM. Particulars of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

The Share Option Scheme was approved and adopted by the Shareholders at the extraordinary general meeting of the Company held on 10 March 2020. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

Pursuant to Chapter 17 of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under the scheme and any other schemes must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

Pursuant to the Share Option Scheme, the Directors were authorised to grant options to eligible persons under the Share Option Scheme to subscribe for up to 35,671,857 Shares, representing 10% of the issued share capital of the Company as at 10 March 2020 and after the share consolidation (on the basis that every twenty (20) issued and unissued shares of HK\$0.001 each has been consolidated into one (1) consolidated share of HK\$0.02 each) which became effective on 29 May 2020. 35,671,850 shares options was granted during the period from the date of adoption of the Share Option Scheme to the Latest Practicable Date. Save and except for the aforesaid, there was no other option granted, exercised, cancelled or lapsed since the date of adoption of the Share Option Scheme, and there was 35,671,850 outstanding share options under the Share Option Scheme as at the Latest Practicable Date.

The Directors consider that unless the Company refreshes the General Scheme Limit, its ability to grant share options to eligible participants under the Share Option Scheme as incentives or rewards for their contribution to the Group would be restricted. If the refreshment of the General Scheme Limit is approved at the Annual General Meeting, based on the 513,538,570 Shares in issue as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged up to the date of the Annual General

LETTER FROM THE BOARD

Meeting, the General Scheme Limit will be reset to 51,353,857 Shares. Accordingly, the Company will be allowed under the refreshed limit to grant up to 51,353,857 options under the Share Option Scheme carrying the rights to issue and allot a maximum of 51,353,857 Shares.

Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. None of the grantees has been granted with share options which exceed the limit of 1% of the relevant class of securities of the listed issuer in issue as set out in Rule 17.03(4) of the Listing Rules.

The refreshment of the General Scheme Limit is conditional upon:

- (i) the passing of an ordinary resolution at the Annual General Meeting to approve the said refreshment; and
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the total issued Shares as at the date of passing of the relevant ordinary resolution at the Annual General Meeting.

An application will be made to the Listing Committee of the Stock Exchange for granting approval for the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the total issued Shares as at the date of passing of the relevant ordinary resolution at the Annual General Meeting.

AGM

A notice convening the AGM to be held on 31 May 2021 (Monday) at 10:00 a.m. at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 13 to 18 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein. Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, the resolutions set out in the AGM Notice will be required to be voted by way of poll.

The register of members of the Company will be closed from 26 May 2021 (Wednesday) to 31 May 2021 (Monday), both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share register of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 25 May 2021 (Tuesday).

LETTER FROM THE BOARD

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, 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 holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM, or any adjourned meeting thereof should you so desire.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme and the re-election of the Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM.

By Order of the Board
Link-Asia International MedTech Group Limited
Lin Dailian
Chairman and Executive Director

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors in the AGM.

1. LISTING RULES RELATING TO REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorised by the Articles and subject to the laws of the Cayman Islands, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the laws of the Cayman Islands, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

As compared with the financial position of the Company as at 31 December 2020 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not 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.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR 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 Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 513,538,570 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 51,353,857 Shares, being 10% of the issued share capital of the Company.

5. 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 Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum and articles of association of the Company.

6. EFFECT OF THE 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 for the purpose of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

So far as the Directors are aware based on the register of substantial shareholders maintained by the Company pursuant to Section 336 of Part XV of the SFO as at the Latest Practicable Date, the exercise of the Repurchase Mandate in full will not give rise to any obligation on any Shareholder (and parties acting in concert with he/she/it, if any) to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No connected person 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 Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

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

9. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 calendar months prior to the Latest Practicable Date:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	1.30	0.74
May <i>(Note)</i>	1.12	0.20
June	0.45	0.17
July	0.53	0.24
August	0.60	0.33
September	0.99	0.31
October	0.48	0.33
November	0.77	0.34
December	0.65	0.33
2021		
January	0.435	0.335
February	0.59	0.34
March	0.91	0.50
April (up to the Latest Practicable Date)	1.97	0.71

Note: Share price adjusted subsequent to the share consolidation becoming effective on 29 May 2020

Set out below are details of the Directors proposed to be re-elected at the AGM.

Mr. Duan Chuanhong

Mr. Duan Chuanhong (“**Mr. Duan**”), aged 33, is an Executive Director of the Company since 1 June 2017. Mr. Duan has worked in different industries for over 10 years. Mr. Duan has ample experience in corporate planning, management and execution. Mr. Duan does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Duan does not have any long or short position in the Company pursuant to Part XV of SFO.

Mr. Duan is subject to retirement by rotation at least once every three years in accordance with the memorandum and articles of association of the Company. Mr. Duan is currently entitled to a director’s fee of HK\$700,000 per annum, which is determined with reference to the prevailing market rate and his duties and responsibilities in the Company. Mr. Duan’s remuneration is subject to review by the Board and Remuneration Committee of the Company.

In addition, Mr. Duan is not aware of any other matters that need to be brought to the attention of the Shareholders. As advised by Mr. Duan, there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

Mr. Yang Weidong

Mr. Yang Weidong (“**Mr. Yang**”), aged 47, is an Independent Non-Executive Director of the Company since 19 April 2020. Mr. Yang has more than 15 years of experience in business management and sales management. Mr. Yang served as the regional sales director of Hangzhou Sunyard System Engineering Co., Ltd from 2001 to 2005. Since August 2005, he has been serving as the deputy general manager of Hangzhou Teamax Technology Group Co., Ltd, a wholly-owned subsidiary of Teamax Smart City Technology Co., Ltd. (Stock Code: SZ00662, “**Teamax Smart**”) listed on the Shenzhen Stock Exchange, and he is responsible for sales management and pre-sale supporting. Mr. Yang has held the supervisor position served as the chairman of the board of supervisors of Teamax Smart since June 2016 and since June 2019, respectively. Mr. Yang graduated from Hefei Institute of Economics and Technology with a bachelor’s degree in economics and management in 1995.

Mr. Yang has entered into an appointment letter as an independent non-executive Director with the Company for an initial term of three years and will be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Company's articles of association. Mr. Yang is entitled to a directors' fee of HK\$240,000 per annum as specified in his letter of appointment, which is determined by the Board (the decision of which was based on the recommendation of the Remuneration Committee of the Board) with reference to his duties and responsibilities with the Company, the prevailing market rate and the remuneration policy of the Company. Such remuneration is subject to review by the Remuneration Committee and the Board from time to time. As a Director, Mr. Yang is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang: (i) does not hold any other positions with the Company or other members of the Group; (ii) does not have any relationships with any directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (iii) has not at any time during the three years served nor is currently serving as a director of any other publicly listed companies in Hong Kong or overseas; and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Saved as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the shareholders of the Company relating to the appointment of Mr. Yang.

In addition, Mr. Yang is not aware of any other matters that need to be brought to the attention of the Shareholders. As advised by Mr. Yang, there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

In respect of the proposed re-election of Mr. Yang, the Nomination Committee of the Company has carefully considered the independence confirmation received from Mr. Yang during which he had been an independent non-executive director and the criteria as set out in Rule 3.13 of the Listing Rules and he has not engaged in any executive management of the Group. The Nomination Committee of the Company had also evaluated the performance of Mr. Yang during the year ended 31 December 2020 based on the nomination policy of the Company, and found his performance satisfactory to be re-elected. Mr. Yang has provided his own contributions to the Company and demonstrated his ability to provide independent advice to affairs of the Company. His extensive experience have enabled him to provide valuable insights to the Board. In addition, his educational background and diversity of work experience as disclosed above have enabled him to provide valuable and diverse views, contributing to the diversity of the Board.

NOTICE OF ANNUAL GENERAL MEETING



Link-Asia International MedTech Group Limited

環亞國際醫療科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1143)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Link-Asia International MedTech Group Limited (the “**Company**”) will be held on 31 May 2021 (Monday) at 10:00 a.m. at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2020.
2. To re-appoint RSM Hong Kong Certified Public Accountants as auditors of the Company and the board of directors of the Company (the “**Board**”) be authorised to fix their remuneration.
3. (a) To re-elect Mr. Duan Chuanhong as an executive Director of the Company and the Board be authorised to fix his director’s remuneration
(b) To re-elect Mr. Yang Weidong as an independent non-executive Director of the Company and the Board be authorised to fix his director’s remuneration
4. “**THAT:**
(A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing 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 time of 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 the laws of the Cayman Islands or the Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution 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 to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing 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 time of 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 the laws of the Cayman Islands or the Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of Resolutions 4 and 5 as set out in this notice convening the AGM of which this Resolution forms part, the general mandate granted to the Directors pursuant to Resolution 4 as set out in this notice convening the AGM of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in this notice convening the AGM of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”
7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution of all the then Shareholders passed on 10 March 2020 (the “**Share Option Scheme**”), representing 10% of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:

- (A) approval be and is hereby granted for refreshing the 10% Mandate under the Share Option Scheme (the “**Refreshed Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group under the limit as refreshed hereby shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and

NOTICE OF ANNUAL GENERAL MEETING

- (B) the directors of the Company or a duly authorised committee thereof be and is/ are hereby authorised: (i) at its/their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

By Order of the Board
Link-Asia International MedTech Group Limited
Lin Dailian
Chairman and Executive Director

Hong Kong, 29 April 2021

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. The register of members of the Company will be closed from 26 May 2021 (Wednesday) to 31 May 2021 (Monday), both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 25 May 2021 (Tuesday).
4. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the AGM or any adjournment thereof in cases where the AGM was originally held within 12 months from such date.
6. Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes 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 joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the AGM if the member so desire and in such event, the instrument appointing a proxy should be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

8. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 as set out in this notice is enclosed.
9. Details of the Directors proposed to be re-elected as Directors of the Company at the AGM are set out in Appendix II to this circular.
10. A form of proxy for use at the AGM is enclosed.

PRECAUTIONARY MEASURES FOR THE AGM

In light of the recent ongoing spread of Novel Coronavirus (COVID-19), the Company **will implement the following precautionary measures at the AGM in order to protect the health and safety** of all participants including the Shareholders, their proxies and other personnel (the “**Participants**”) in the AGM, including:

1. all the Participants will subject to compulsory body temperature checks;
2. all the Participants will be requested to submit health declaration forms;
3. **all the Participants will be requested of wearing of surgical face masks throughout the AGM. Any person who does not comply with this requirement may be denied entry into the AGM venue and be asked to leave the AGM venue. A safe distance between seats are also recommended;**
4. all Participants in the AGM shall use sanitiser to sanitise their hands at least once when they enter into the AGM venue, and when they leave after the AGM;
5. no beverage and refreshment will be served either during or after the AGM to avoid close contacts of the Participants during their attendance; and
6. other safety measures as appropriate.

Shareholders are reminded that any person who is subject to any Hong Kong Government prescribed quarantine, with fever or respiratory symptoms, a body temperature over 37.5 degree Celsius or without wearing a surgical face mask will not be given access to the venue of the AGM, which also means that you will not be allowed to enter the venue and attend the AGM.

The Company strongly recommends Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person. Shareholders who choose to do so should take action as soon as possible to ensure the proxy instructions reach the Company’s Hong Kong branch share registrar not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof.

If Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office as follows:

Address:
Level 54, Hopewell Centre,
183 Queen’s Road East, Hong Kong
Telephone: (852) 2980 1333
Fax: (852) 2810 8185