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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your Shares in **China Medical System Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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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**CHINA MEDICAL SYSTEM HOLDINGS LIMITED**

**康哲藥業控股有限公司 \***

*(Incorporated in the Cayman Islands with limited liability)*

**(Hong Kong Stock Code: 867)**

**(Singapore Stock Code: 8A8)**

**PROPOSALS FOR**

**(1) RE-ELECTION OF THE RETIRING DIRECTORS**

**(2) DECLARATION OF FINAL DIVIDEND**

**(3) GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES**

**AND**

**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at 8/F, Oasis Room, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 23 April 2026 at 10:00 a.m. is set out on pages 14 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of Singapore Exchange Limited at [www.sgx.com](http://www.sgx.com).

Whether or not you are able to attend the AGM in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to (for Hong Kong Shareholders) the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and (for Singapore Shareholders) the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd., at 36 Robinson Road, #20-01 City House, Singapore 068877 as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

1 April 2026

\* For identification purpose only

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 8/F, Oasis Room, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 23 April 2026 at 10:00 a.m., a notice of which is set out on pages 14 to 19 of this circular
“Articles of Association”	the fifth amended and restated articles of association of the Company
“Board”	the board of Directors
“Company”	China Medical System Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the HK Stock Exchange and the Singapore Exchange
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of RMB0.1366 (equivalent to HKD0.155 and SGD0.025) per Share for the year ended 31 December 2025 to Shareholders whose names appear on the Register on the Record Date
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with unissued Shares (including any sale or transfer of treasury shares) not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of granting the general mandate
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HK Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“HK Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	Thursday, 26 March 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

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## DEFINITIONS

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“PRC”	the People’s Republic of China
“Record Date”	Wednesday, 29 April 2026, being the record date for the determination of entitlement of the Shareholders to the Final Dividend
“Register”	the register of members of the Company
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the aggregate nominal value of the issued sharecapital of the Company as at the date of granting the repurchase mandate
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGD\$”	Singapore dollars, the lawful currency of Singapore
“Share(s)”	ordinary share(s) with a nominal value of US\$0.005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Singapore Exchange”	Singapore Exchange Limited
“Singapore Listing Rules”	the Rules Governing the Listing of Securities on The Singapore Exchange
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

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## EXPECTED TIMETABLE

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2026:

Dispatch of this circular and notice of the AGM	Wednesday, 1 April
Latest time for lodging transfers of Shares in order to qualify for attending and voting at the AGM	
for Hong Kong shareholders	4:30 p.m., Thursday, 16 April
for Singapore shareholders	5:00 p.m., Thursday, 16 April (Singapore time)
Closure of Register for determination of the entitlement to attend and vote at the AGM (both days inclusive)	from Friday, 17 April to Thursday, 23 April
Latest time for lodging forms of proxy for the AGM (in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof)	10:00 a.m., Tuesday, 21 April
Date and time of the AGM	10:00 a.m., Thursday, 23 April
Publication of the Announcement on the Poll Results of the AGM	Thursday, 23 April
Last day of dealings in the Shares on a cum-entitlement basis in respect of the Final Dividend	
for Hong Kong shareholders	Friday, 24 April
for Singapore shareholders	Monday, 27 April (Singapore time)
Commencement of dealings in the Shares on an ex-entitlement basis	
for Hong Kong shareholders	Monday, 27 April
for Singapore shareholders	Tuesday, 28 April (Singapore time)
Latest time for lodging transfer of Shares for registration in order to qualify for the Final Dividend	
for Hong Kong shareholders	4:30 p.m., Tuesday, 28 April
for Singapore shareholders	5:00 p.m., Wednesday, 29 April (Singapore time)
Closure of Register for Hong Kong shareholders	Wednesday, 29 April
Record Date for determination of entitlement to the Final Dividend	Wednesday, 29 April
Register re-opens	Thursday, 30 April
Final Dividend expected to be dispatched	On or about Thursday, 7 May

### Notes:

- All dates and time set out in this circular, unless specifically noted as Singapore time, refer to Hong Kong dates and time.*
- Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate and in accordance with the HK Listing Rules and Singapore Listing Rules (where applicable).*

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LETTER FROM THE BOARD

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**CHINA MEDICAL SYSTEM HOLDINGS LIMITED**

康哲藥業控股有限公司 \*

**(Incorporated in the Cayman Islands with limited liability)**

**(Hong Kong Stock Code: 867)**

**(Singapore Stock Code: 8A8)**

**Executive Directors:**

Mr. Lam Kong (Chairman)

Ms. Chen Yanling

**Registered Office:**

Maples Corporate Services Limited

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

**Independent Non-executive Directors:**

Mr. Leung Chong Shun

Ms. Luo Laura Ying

Mr. Fung Ching Simon

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

Unit 2106, 21/F

Island Place Tower

510 King's Road, North Point

Hong Kong

1 April 2026

**To the Shareholders**

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) RE-ELECTION OF THE RETIRING DIRECTORS**  
**(2) DECLARATION OF FINAL DIVIDEND**  
**(3) GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

*\* For identification purpose only*

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with (i) the AGM notice; (ii) all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM; and (iii) information relating to the Final Dividend.

At the AGM, resolutions will be proposed to seek approval of the Shareholders for, among other matters, (i) the re-election of the retiring Directors; (ii) the declaration of the Final Dividend; (iii) the grant of the General Mandate to the Directors; (iv) the grant of the Repurchase Mandate to the Directors; and (v) the extension of the General Mandate to include Shares that may be repurchased pursuant to the Repurchase Mandate.

### RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 16.18 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Mr. Lam Kong and Mr. Fung Ching Simon will retire from their offices at the AGM and, being eligible, offer themselves for re-election at the AGM.

At the AGM, separate ordinary resolutions will be proposed for each of the re-elections of Mr. Lam Kong and Mr. Fung Ching Simon. Details of these retiring Directors are set out in Appendix I to this circular.

### PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 16 March 2026 relating to the annual results of the Group for the year ended 31 December 2025, the Board recommends the payment of the Final Dividend of RMB 0.1366 (equivalent to HKD0.155 and SGD0.025) per Share for the year ended 31 December 2025 to the Shareholders whose names appear on the Register on the Record Date. The Final Dividend is subject to the Shareholders' approval at the AGM and a resolution will be put to the Shareholders for voting at the AGM.

For the purpose of determination of the Shareholders registered under the Company's register of members in Hong Kong and register of members in Singapore for receiving the Final Dividend in Hong Kong dollars or Singapore dollars respectively, any removal of the Shares between the Company's register of members in Hong Kong and register of members in Singapore has to be made by the Shareholders no later than 4:30 p.m. (both Hong Kong and Singapore times) on Monday, 30 March 2026.

Shareholders whose names appear on the Register on the Record Date, i.e. Wednesday, 29 April 2026, will be entitled to the Final Dividend. Payment of such Final Dividend in Hong Kong dollars and Singapore dollars is expected to be made to the Shareholders on about Thursday, 7 May 2026 after the Shareholders' approval at the AGM.

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## LETTER FROM THE BOARD

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### **CLOSURE OF REGISTER OF MEMBERS**

#### **Entitlement to attend and vote at AGM**

The Register will be closed from Friday, 17 April 2026 to Thursday, 23 April 2026 (both days inclusive), during which the registration of transfer of Shares will be suspended. In order to qualify for attending and voting at the Annual General Meeting, (i) Hong Kong shareholders must ensure that all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 16 April 2026; (ii) Singapore shareholders must ensure that all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd., at 36 Robinson Road, #20-01 City House, Singapore 068877, for registration no later than 5:00 p.m. (Singapore time) on Thursday, 16 April 2026.

#### **Entitlement to Final Dividend**

##### ***For Hong Kong Shareholders***

To determine the eligibility of Hong Kong shareholders to receive the Final Dividend, the Register will be closed on Wednesday, 29 April 2026, on which date no transfer of Shares will be effected. The last day for dealing in the Shares on a cum-entitlement basis will be Friday, 24 April 2026. Hong Kong Shareholders are reminded that in order to qualify for the Final Dividend, all transfers of Shares must be duly completed, accompanied by the relevant share certificates and lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 28 April 2026.

##### ***For Singapore Shareholders***

The last day for dealing in the Shares on a cum-entitlement basis will be Monday, 27 April 2026. Singapore Shareholders are reminded that in order to qualify for the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877 for registration no later than 5:00 p.m. (Singapore time) on Wednesday, 29 April 2026.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE AND REPURCHASE MANDATE

The existing general mandates to issue and to repurchase Shares will expire at the conclusion of the AGM. The Board proposes to seek Shareholders' approval at the AGM to grant the General Mandate and the Repurchase Mandate to the Directors.

#### GENERAL MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be unconditionally granted the General Mandate to allot, issue and otherwise deal with new Shares and to sell or transfer treasury shares of the Company (if any) of not exceeding 20% of the total number of issued Shares of the Company (excluding any treasury shares) at the date of passing such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 2,439,528,512 Shares. Subject to the passing of the proposed ordinary resolution for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of AGM, the Company would be allowed under the General Mandate to allot, issue and otherwise deal with new Shares (or transfer out of treasury) up to 487,905,702 Shares. In addition, an ordinary resolution will also be proposed to extend the General Mandate by adding the number of Shares repurchased by the Company under the Repurchase Mandate.

#### REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be unconditionally granted the Repurchase Mandate to repurchase issued Shares on the HK Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding any treasury shares) of the Company as at the date of passing such resolution. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase for a maximum of 243,952,851 Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the HK Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

The General Mandate and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate and the Repurchase Mandate up to (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 articles of association of the Company or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 8/F, Oasis Room, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 23 April 2026 at 10:00 a.m. is set out on pages 14 to 19 of this circular. A form of proxy for use in connection with the AGM is enclosed with this circular. Such form of proxy is also published on the website of the HK Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Singapore Exchange at [www.sgx.com](http://www.sgx.com).

Whether or not you are able to attend the AGM in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to (for Hong Kong Shareholders) the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and (for Singapore Shareholders) Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Consistent with the requirement of Rule 13.39(4) of the HK Listing Rules, Article 13.7 of the Articles of Association provides that at any general meeting a resolution put to the vote of the meeting shall be decided on a poll. Accordingly, all the resolutions proposed at the AGM will be voted by way of a poll. An announcement will be made by the Company after the AGM on the poll results of the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the HK 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 believe that the proposed (i) re-election of the retiring Directors, (ii) declaration of the Final Dividend, (iii) grant of the General Mandate to the Directors, (iv) grant of the Repurchase Mandate to the Directors, and (v) extension of the General Mandate to include Shares that may be repurchased pursuant to the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully  
By Order of the Board  
China Medical System Holdings Limited  
**Lam Kong**  
*Chairman*

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## APPENDIX I – DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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Details of the Directors who will retire from offices at the AGM and, being eligible, will offer themselves for re-election at the AGM, are set out below:

### **1. Mr. Lam Kong**

Mr. Lam Kong, aged 61, is the Chairman, Chief Executive and President of the Group and was appointed as an executive Director on 18 December 2006. Mr. Lam is responsible for the creation, implementation and management of the Group's development and growth strategy. Mr. Lam has clinician experience and deep understanding and knowledge of China's pharmaceutical industry, possessing unique insight and extensive experience in R&D, marketing, promotion, sales and other value-added services. He received his bachelor's degree in clinical medicine from Zhanjiang Medical College in 1986, which was renamed Guangdong Medical University. Mr. Lam had not been a director in any public company (other than the Company) the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Lam is currently entitled to a fixed annual Director's fee of HK\$360,000 and a fixed annual remuneration of RMB4,536,000. He is also entitled to certain discretionary allowances determined by the internal policy of the Group. Mr. Lam's emoluments were determined by the Board with reference to his qualifications, duties and responsibilities with the Group and the market conditions prevailing from time to time.

As at the Latest Practicable Date, Mr. Lam was interested in 1,167,564,000 Shares which are held through Treasure Sea Limited, a company incorporated in the British Virgin Islands and wholly owned by him, representing approximately 47.86% of the entire issued share capital of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam did not have any other interest nor was he deemed to be interested in any Shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO, and Mr. Lam had no relationship with any other Director, senior management, substantial or controlling shareholders (as defined in the HK Listing Rules) of the Company.

Save as disclosed above, there is no other matter concerning Mr. Lam that needs to be brought to the attention of the Shareholders nor is there other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the HK Listing Rules.

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## APPENDIX I – DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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### 2. Mr. Fung Ching Simon

Mr. Fung Ching Simon, aged 57, was appointed as an independent non-executive Director on 6 October 2021. Mr. Fung has 11 years of experience in auditing, accounting and business advisory and has over 20 years of experience in managing finance and accounting functions, mergers and acquisitions, fund raising and investor relations for companies listed in Hong Kong. Mr. Fung is currently serving as the chief financial officer of Chow Tai Fook Enterprises Limited. Mr. Fung worked in PricewaterhouseCoopers and several companies listed on the HK Stock Exchange successively, including Baoye Group Company Limited (stock code: 02355) as the chief financial officer and secretary to the board of directors, Greentown China Holdings Limited (stock code: 03900) as the chief financial officer and company secretary and Logan Group Company Limited (stock code: 03380) as chief financial officer. Mr. Fung worked for China Logistics Property Holdings Co., Ltd (the listing with stock code: 01589 was withdrawn on the HK Stock Exchange) as an independent non-executive director. Mr. Fung is also an independent non-executive director of companies listed on the HK Stock Exchange, including Hainan Meilan International Airport Company Limited (stock code: 00357) and Baoye Group Company Limited (stock code: 02355). Mr. Fung was appointed as a council member and vice president of Hong Kong Business Accountants Association on 22 January 2026.

Mr. Fung graduated from the Queensland University of Technology in Australia with a bachelor's degree, majoring in accountancy. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the CPA Australia. Mr. Fung is the chairman of the Audit Committee, a member of the Remuneration Committee, a member of the Nomination Committee and a member of the Environmental, Social and Governance Committee of the Company. Save as disclosed above, Mr. Fung had not been a director in any public company (other than the Company) the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Fung is currently entitled to a fixed annual Director's emoluments of HK\$360,000 as determined by the Board with reference to his qualifications, duties and responsibilities with the Group and the market conditions prevailing from time to time.

As at the Latest Practicable Date, Mr. Fung did not have any interest nor was he deemed to be interested in any Shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO, and Mr. Fung had no relationship with any other Director, senior management, substantial or controlling shareholders (as defined in the HK Listing Rules) of the Company.

Save as disclosed above, there is no other matter concerning Mr. Fung that needs to be brought to the attention of the Shareholders nor is there other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the HK Listing Rules.

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## **APPENDIX II – EXPLANATORY STATEMENT OF REPURCHASE MANDATE**

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This Appendix II serves as an explanatory statement, as required by the HK Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate to be proposed at the AGM.

### **1. Share capital**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,439,528,512 Shares.

Subject to the passing of the proposed ordinary resolution at the AGM for the approval of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged between the Latest Practicable Date and the date of AGM, the Company would be authorised under the Repurchase Mandate to repurchase a maximum of 243,952,851 Shares, during the period in which the Repurchase Mandate remains in force, representing approximately 10% of the issued share capital of the Company as at the date of passing such resolution.

### **2. Reasons for the repurchases**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase of Shares will benefit the Company and the Shareholders as a whole.

### **3. Funding of repurchases**

Repurchases of Shares would be funded entirely from the Company's available cash flow or working capital facilities, which will be made out of funds legally available for such purpose in accordance with the applicable laws and regulations of the Cayman Islands, the HK Listing Rules and the memorandum and articles of association of the Company.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and/or gearing position of the Company compared with that as at 31 December 2025, being the date to which the Company's latest published audited consolidated financial statements were made up. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

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## APPENDIX II – EXPLANATORY STATEMENT OF REPURCHASE MANDATE

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### 4. Repurchase mandate to be exercised in accordance with laws

The Directors have confirmed that, so far as the same may be applicable, they will only exercise the powers of the Company to make repurchases of Shares under the Repurchase Mandate in accordance with the applicable laws and regulations of the Cayman Islands and the HK Listing Rules. Neither this explanatory statement nor the proposed repurchase of Shares has any unusual features.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable inquiries, any of their close associates (as defined in the HK Listing Rules) has any present intention to sell Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected persons (as defined in the HK Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

### 5. Effect of Takeovers Code

If a Shareholder's proportionate interest in the voting rights of the Company increases, as a result of the Directors exercising the powers of the Company to repurchase Shares under the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of such Shareholders' 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 for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Treasure Sea Limited, a company wholly owned by Mr. Lam Kong (the chairman of the Board, an executive Director and a controlling Shareholder of the Company) (as defined under the HK Listing Rules) held 1,167,564,000 Shares, representing approximately 47.86% of the entire issued share capital of the Company. On the assumption that the Company will not issue and allot further Shares from the Latest Practicable Date up to the date of the AGM and that the Repurchase Mandate were exercised in full, Treasure Sea Limited's aggregate shareholding in the Company would be increased to approximately 53.18% of the issued share capital of the Company. On the basis of the current shareholding of Treasure Sea Limited, an exercise of the Repurchase Mandate in full will result in Treasure Sea Limited becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

In addition, the Directors have no intention to exercise the Repurchase Mandate to such an extent resulting in a public shareholding of less than 25% (or such other prescribed minimum percentage as determined by the HK Stock Exchange) of the Shares in public hands.

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## APPENDIX II – EXPLANATORY STATEMENT OF REPURCHASE MANDATE

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### 6. Share prices

The highest and lowest prices at which the Shares have been traded on the HK Stock Exchange of each of the previous twelve months preceding the Latest Practicable Date (from 1 April 2025 up to the Latest Practicable Date) were as follows:

Year	Month	Per Share	
		Highest price	Lowest price
		HK\$	HK\$
2025	April	8.89	6.84
	May	11.22	8.05
	June	12.46	10.24
	July	14.16	11.4
	August	14.07	12.55
	September	15.63	13.1
	October	14.25	12.9
	November	14.34	12.92
	December	14.04	12.74
2026	January	14.61	12.89
	February	15.52	13.83
	March (up to the Latest Practicable Date)	14.52	12.61

### 7. Share repurchase made by the Company

The Company and its subsidiaries had not repurchased any Shares on the HK Stock Exchange or otherwise in the six months preceding the Latest Practicable Date.

### 8. Handling of repurchased shares

The Company may cancel any Shares it repurchased and/or hold them as treasury shares subject to consideration of factors including market conditions and the Company's capital management needs at the relevant time of the repurchases. Any voting rights attached to the treasury shares will be suspended.

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

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## NOTICE OF ANNUAL GENERAL MEETING

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**CHINA MEDICAL SYSTEM HOLDINGS LIMITED**  
**康哲藥業控股有限公司 \***  
**(Incorporated in the Cayman Islands with limited liability)**  
**(Hong Kong Stock Code: 867)**  
**(Singapore Stock Code: 8A8)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**AGM**”) of China Medical System Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at 8/F, Oasis Room, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 23 April 2026 at 10:00 a.m. to transact the following business:

#### ORDINARY RESOLUTIONS

1. To review, consider and adopt the audited consolidated financial statements of the Group, the reports of the board (the “**Board**”) of the directors (the “**Director(s)**”) of the Company and the auditors of the Company for the year ended 31 December 2025;
2. To approve the recommended Final Dividend of RMB0.1366 (equivalent to HKD0.155 and SGD0.025) per Share for the year ended 31 December 2025;
3. (a) To re-elect Mr. Lam Kong as executive Director;  
(b) To re-elect Mr. Fung Ching Simon as independent non-executive Director; and  
(c) To authorise the Board to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**THAT**

- (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities (the “**HK Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**HK Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this Resolution) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the “**Shares**”), including any sale or transfer of treasury shares, and to make or grant offers, agreements and options, warrants and other securities to subscribe for or convertible into Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, warrants and other securities to subscribe for or convertible into Shares which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a rights issue, which means an offer of Shares or an offer of warrants, options or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of Shares (or, where appropriate, such other securities) as at that date (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 any recognized regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company);
  - (ii) any option scheme 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 options to subscribe for, or rights to acquire, Shares; or;
  - (iii) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company,

shall not exceed 20% of the total number of Shares in issue (excluding any treasury shares) as at the date of passing of this Resolution;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until 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 articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given to the Directors under this Resolution by an ordinary resolution of the Shareholders in a general meeting of the Company.
6. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this Resolution) of all powers of the Company to repurchase Shares on the HK Stock Exchange or any other exchange on which the Shares may be listed and recognized for this purpose by the HK Stock Exchange and the Securities and Futures Commission of Hong Kong, subject to and in accordance with all applicable laws and the requirements of the HK Listing Rules or of any other stock exchange and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, "Relevant Period" means the period from the passing of this Resolution until 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 articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given to the Directors under this Resolution by an ordinary resolution of the Shareholders in a general meeting of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**THAT**

subject to Resolutions No. 5 and No. 6 above being passed, the unconditional General Mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares including any sale or transfer of treasury shares pursuant to Resolution No. 5 above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued and otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to such General Mandate an amount representing the aggregate number of Shares repurchased by the Company since the granting of the said General Mandate pursuant to the exercise by the Directors of the powers of the Company to repurchase such Shares under the authority granted pursuant to Resolution No. 6 above provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of passing of this Resolution.

By order of the Board  
China Medical System Holdings Limited  
**Lam Kong**  
*Chairman*

Hong Kong, 1 April 2026

*As at the date of this notice, the Board members comprise (i) Mr. Lam Kong and Ms. Chen Yanling as executive Directors; and (ii) Mr. Leung Chong Shun, Ms. Luo Laura Ying and Mr. Fung Ching Simon as independent non-executive Directors.*

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. The register of members of the Company will be closed from Friday, 17 April 2026 to Thursday, 23 April 2026 (both days inclusive), during which the registration of transfer of Shares will be suspended. In order to qualify for attending and voting at the AGM, (i) Hong Kong shareholders must ensure that all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 16 April 2026; (ii) Singapore shareholders must ensure that all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd., at 36 Robinson Road, #20-01 City House, Singapore 068877, for registration no later than 5:00 p.m. (Singapore time) on Thursday, 16 April 2026.
2. *(i) For Hong Kong Shareholders.* The register of members of the Company will be closed on Wednesday, 29 April 2026, on which date the registration of transfer of Shares will be suspended. To qualify for the Final Dividend, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, 28 April 2026.  
  
*(ii) For Singapore Shareholders.* Singapore Shareholders are reminded that in order to qualify for the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd., at 36 Robinson Road, #20-01 City House, Singapore 068877 for registration no later than 5:00 p.m. (Singapore time) on Wednesday, 29 April 2026.
3. A Shareholder entitled to attend and vote at the AGM (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a Shareholder but must be present in person at the AGM (or at any adjournment thereof) to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
4. A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the HK Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of Singapore Exchange at [www.sgx.com](http://www.sgx.com). Whether or not a Shareholder is able to attend the AGM, he/she is requested to complete the form of proxy in accordance with the instructions printed thereon and return the same together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, to (for Hong Kong Shareholders) the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and (for Singapore Shareholders) Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd., at 36 Robinson Road, #20-01 City House, Singapore 068877, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

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## **NOTICE OF ANNUAL GENERAL MEETING**

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5. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof should he so wish.
  
6. If Typhoon Signal No. 8 or above, “extreme conditions” caused by super typhoons or a “black” rainstorm warning is in effect in Hong Kong any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at [www.cms.net.cn](http://www.cms.net.cn), the HK Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Singapore Exchange at [www.sgx.com](http://www.sgx.com) to notify members of the date, time and place of the rescheduled meeting.