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MediNet Group Limited

醫匯集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8161)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by MediNet Group Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Stock Exchange has published the conclusions to its consultation on Proposals to Further Expand the Paperless Listing Regime and other Rule Amendments and has amended the GEM Listing Rules, among others, mandating issuers to ensure that their constitutional documents enable them to hold hybrid general meetings and provide electronic voting, to which issuers are required to make necessary amendments to the constitutional documents by the next annual general meeting held after 1 July 2025 to bring the constitutional documents to conformation. In order to (i) bring the articles of association of the Company (the “**Articles**”) in line with the relevant requirements of the GEM Listing Rules; and (ii) adopt house-keeping amendments in line with the aforesaid proposed amendments, the Directors propose to seek the approval of the Shareholders by way of special resolution for the amendments (the “**Proposed Amendments**”) to the existing Articles and the adoption of the third amended and restated Articles (the “**New Articles**”).

The Proposed Amendments to the existing Articles are summarised below. Unless otherwise defined in this announcement, capitalized terms used in the below summary shall have the same meaning as those defined in the New Articles.

1. to include or refine certain defined terms including but not limited to “Act”, “address”, “announcement”, “Central Clearing and Settlement System”, “electronic communication”, “electronic meeting”, “HKSCC”, “HK Stock Exchange”, “hybrid meeting”, “Listing Rules”, “Meeting Location”, “Notice”, “physical meeting”, “Principal Meeting Place”, “Register” and “treasury shares”;
2. to remove the defined terms of “Subsidiary and Holding Company”;
3. to clarify that expressions referring to writing shall include other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication),

or modes of representing or reproducing words partly in one visible form and partly in another visible form, including electronic writing or display (such as digital documents or electronic communications);

4. to clarify that references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed by electronic communication;
5. to provide that references to the right of a member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;
6. to provide that reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by the New Articles and any member or director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and the New Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64E of the New Articles;
7. to provide that references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or the New Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;
8. to provide that references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);
9. to provide that where a member is a corporation, any reference in the New Articles to a member shall, where the context requires, refer to a duly authorised representative of such member;
10. to provide that unless the context otherwise requires, any reference to "print", "printed", or "printed copy" and "printing" in the New Articles shall be deemed to include electronic versions or electronic copies;

11. to provide that any reference to the term “place” within the New Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision;
12. to provide that all voting rights referred to in the New Articles shall exclude the voting rights attached to treasury shares;
13. to reflect the current par value of the Shares is HK\$0.25 each;
14. to provide that subject to the Companies Act (Cap.22 of the Cayman Islands), the Listing Rules and/or the rules of any competent regulatory authority, the Company is authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance;
15. to provide that the Board may accept the surrender for no consideration of any fully paid Share;
16. to clarify that the necessary quorum of a general meeting of the holders of the shares of a class for the passing of a special resolution to vary, modify or abrogate all or any of the special rights for the time being attached to the shares of that class of two persons (or in the case of a member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class (excluding treasury shares) shall apply at an adjourned or postponed meeting;
17. to clarify that no Shares shall be issued at a discount to their nominal value;
18. to clarify that the seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors;
19. to provide that the closure period of the register of members, including any branch register of members of not exceeding in the whole thirty (30) days in each year as determined by the Board may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the members by ordinary resolution;

20. to remove the requirement that the record date as fixed by the Company or the Directors for determining the members entitled to receive any dividend, distribution, allotment or issue shall be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;
21. to provide that notwithstanding the provisions of Article 46(1) of the New Articles, for so long as any shares are listed on the Designated Stock Exchange, title to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares;
22. to provide that the notice of suspension registration of transfer of shares or of any class of shares may be given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect;
23. to clarify that, in relation to the Company's power to sell any shares of a member who is untraceable, no such sale shall be made unless, among others, the Company, if so required by the Listing Rules, has given notice of its intention to sell such shares to, and caused advertisement both in daily newspaper and in a newspaper circulating in the area of the last known address of such member or any person entitled to the share under Article 54 of the New Articles and where applicable, in each case in accordance with the requirements of, the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement;
24. to provide that all general meetings (including an annual general meeting, extraordinary general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 64A of the New Articles, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion;
25. to clarify that any one or more member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding treasury shares) carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company;

26. to clarify and provide that the notice of general meeting shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64A of the New Articles, the principal place of the meeting, (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting;
27. to remove the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than twenty per cent. (20%) in nominal value of its existing issued share capital and the granting of any mandate or authority to the Directors to repurchase securities of the Company from the list of exception from special business transacted at an annual general meeting of the Company;
28. to provide that in the case where if within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present (other than a meeting convened on the requisition of Members), the meeting shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 57 of the New Articles as the chairman of the meeting (or in default, the Board) may absolutely determine;
29. to provide that the chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act;
30. to provide that if the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is thereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 63(1) of the New Articles) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities;

31. to provide that subject to Article 64C of the New Articles, the chairman may (without the consent of the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting), but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place;
32. to provide that the Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting;
33. to provide that all general meeting are subject to the following provisions:
 - (a) where a member is attending a meeting location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the principal meeting place;
 - (b) members present in person or by proxy at a meeting location and/or members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all meeting locations and members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
 - (c) where members attend a meeting by being present at one of the meeting locations and/or where members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a meeting location other than the principal meeting place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted thereat or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

- (d) if any of the meeting location is not in the same jurisdiction as the principal meeting place and/or in the case of a hybrid meeting, the provisions of the New Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the principal meeting place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting;
34. to provide that the Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the principal meeting place, any meeting location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any meeting location shall be entitled so to attend at one of the other meeting locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such meeting location or meeting locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting;
35. to provide that if it appears to the chairman of the general meeting that:
- (a) the electronic facilities at the principal meeting place or at such other meeting location(s) at which the meeting may be attended have become inadequate for the purpose referred to in Article 64A(1) of the New Articles or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
 - (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
 - (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
 - (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under the New Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid;

36. to provide that the Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under Article 64D of the New Articles shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting;
37. to provide that if, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. Article 64E of the New Articles shall be subject to the following:
- (a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of a meeting);
 - (b) when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the members of details of such change in such manner as the Board may determine;
 - (c) when a meeting is postponed or changed in accordance with Article 64E of the New Articles, subject to and without prejudice to Article 64 of the New Articles, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by the New Articles not less than 48 hours before the time of the postponed or changed meeting; and

- (d) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the members;
38. to provide that all persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 64C of the New Articles, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting;
39. to provide that without prejudice to other provisions in Article 64 of the New Articles, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting;
40. to provide that votes at a general meeting (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine;
41. to provide that the instrument appointing a proxy shall be in such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer, attorney or other person authorised to sign the same;
42. to provide that the Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under the New Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under Article 77(1) of the New Articles is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its

designated electronic address provided in accordance with Article 77(1) of the New Articles or if no electronic address is so designated by the Company for the receipt of such document or information;

43. to provide that 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 certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the registration office or the office, as may be appropriate), or if the Company has provided an electronic address in accordance with Article 77(1) of the New Articles, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked;
44. to provide that the Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under the New Articles has not been received in accordance with the requirements of the New Articles. Subject to aforesaid, if the proxy appointment and any of the information required under the New Articles is not received in the manner set out in the New Articles, the appointee shall not be entitled to vote in respect of the shares in question;
45. to clarify that each person authorised as the representative of a clearing house at any meeting of the Company or at any meeting of any class of members under the provisions of the New Articles shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, the right to speak and vote and, where a show of hands is allowed, the right to vote individually on a show of hands;
46. to provide that any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board under Article 83(3) of the New Articles shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
47. to provide that notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or by telephone or in such other manner as the Board may from time to time determine;

48. to provide that Directors may participate in any meeting of the Board by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously;
49. to provide that the Board may elect one or more chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office;
50. to provide that a notification of consent to a resolution in writing of the Directors given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of Article 119 of the New Articles;
51. to clarify that the officers of the Company shall consist of at least one chairman, the Directors and secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine;
52. to clarify that any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine;
53. to provide that notwithstanding any provisions in the New Articles, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the members at a general meeting;
54. to clarify that the requirement to send to a person referred to in Article 149 of the New Articles the documents referred to in that article or a summary financial report in accordance with Article 150 of the New Articles shall be deemed satisfied where, in accordance with all applicable statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 of the New Articles and, if applicable, a summary financial report complying with Article 150 of the New Articles, on the Company's website or in any other permitted manner (including by sending any form of electronic communication);

55. to clarify that at the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting;
56. to clarify that the remuneration of the auditor shall be fixed by an ordinary resolution passed at a general meeting or in such manner as the members may be ordinary resolution determine;
57. to clarify and provide that any notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not to be given or issued under the New Articles by the Company, shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such notice and document may be given or issued by the following means:
- (a) by serving it personally on the relevant person;
 - (b) by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose;
 - (c) by delivering or leaving it at such address as aforesaid;
 - (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
 - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(3) of the New Articles without the need for any additional consent or notification;
 - (f) by publishing it on the Company’s website or the website of the Designated Stock Exchange without the need for any additional consent or notification; or
 - (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the statutes and other applicable laws, rules and regulations;
58. to provide that every member or a person who is entitled to receive notice from the Company under the provisions of the statutes or the New Articles may register with the Company an electronic address to which notices can be served upon him;
59. to provide that subject to any applicable laws, rules and regulations and the terms of the New Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 of the New Articles may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member;

60. to provide that any notice or other document if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice, documents or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;
61. to provide that any notice or other document if published as an advertisement in a newspaper or other publication permitted under the New Articles, shall be deemed to have been served on the day on which the advertisement first so appears;
62. to clarify that any notice or other document delivered or sent in any manner permitted by the New Articles shall, notwithstanding that such member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the register as the holder of the share;
63. to clarify that a notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it in any manner permitted by the New Articles addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such electronic or postal address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred;
64. to provide that the signature to any notice or document to be given by the Company may be written, printed or in electronic form;
65. to clarify that a resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution unless otherwise provided by the Act;
66. to remove the provision in relation to the winding up of the Company in Hong Kong;
67. to clarify that indemnity to the directors, secretary and other officers and every Auditor of the Company shall extend to the directors, secretary and other officers and every auditor of the Company at any time, whether at present or in the past;
68. to provide that to the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall accept instructions from Members and its securities holders (including meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, subject to reasonable authentication measures as the Board may from time to time determine; and

69. to provide that to the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.

The Chinese version of the Proposed Amendments is a translation for reference only. In case of discrepancy between the English version and the Chinese version, the English version shall prevail.

The Proposed Amendments and adoption of the New Articles incorporating such amendments are subject to the approval of shareholders of the Company (the “**Shareholders**”) by way of a special resolution to be proposed at the forthcoming annual general meeting (the “**AGM**”). A circular containing, among other things, particulars relating to the Proposed Amendments and the full text of the New Articles (marked-up against the existing Articles), together with a notice convening the AGM will be despatched to the Shareholders in due course.

By order of the Board
MediNet Group Limited
Mr. Chan Chi Wai, Nelson
Chairman and executive Director

Hong Kong, 29 July 2025

As at the date of this announcement, the executive Directors are Mr. Chan Chi Wai Nelson and Ms. Jiang Jie and the independent non-executive Directors are Mr. Leung Po Hon, Mr. Wong Wai Leung and Mr. Ng Wai Hung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the Stock Exchange’s website at www.hkexnews.hk, and in the case of the announcement, on the “Latest Company Announcements” page for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.MediNetGroup.com.