
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **BrainAurora Medical Technology Limited** 脑动极光医疗科技有限公司, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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BrainAurora Medical Technology Limited
脑动极光医疗科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6681)

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of BrainAurora Medical Technology Limited 脑动极光医疗科技有限公司 to be held by way of online meeting on Thursday, June 19, 2025 at 10:00 a.m. is set out on pages 23 to 28 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (66nao.cn).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. by no later than 10:00 a.m. on Tuesday, June 17, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjournment thereof via the Vistra eVoting Portal if they so wish. If you attend and vote at the Annual General Meeting via the Vistra eVoting Portal, the form of proxy that you have completed and returned will be revoked. Treasury Shares, if any, registered under the name of the Company, shall have no voting rights at the Annual General Meeting. For the avoidance of doubt, for the purpose of the Listing Rules, Treasury Shares, if any, pending withdrawal from and/or transferring through CCASS shall not bear any voting rights at the Annual General Meeting.

April 29, 2025

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GUIDANCE FOR THE ANNUAL GENERAL MEETING

ONLINE ANNUAL GENERAL MEETING

An online Annual General Meeting enables the Shareholders to attend the meeting via an online platform allowing them to attend, participate, submit questions and vote electronically and to view live streaming of the Annual General Meeting.

Shareholders participating in the Annual General Meeting via such online platform will also be counted towards the quorum. The inability of any Shareholder or his/her proxy or (in the case of a Shareholder being a corporation) its duly authorised representative to access, or continue to access, such online platform despite adequate electronic facilities have been made available by the Company, shall not affect the validity of the Annual General Meeting or the resolutions passed, or any business conducted at the Annual General Meeting or any action taken pursuant to such business provided that a quorum is present throughout the Annual General Meeting.

HOW TO ATTEND AND VOTE

Shareholders who propose to attend the Annual General Meeting and exercise their voting rights can achieve such in one of the following ways:

- (1) attend the Annual General Meeting via an online platform, namely, the Vistra eVoting Portal, which enables live streaming and interactive platform for questions and answers and submission of their votes online; or
- (2) appoint the chairman of the Annual General Meeting or other persons as their proxies to vote on their behalf via the Vistra eVoting Portal.

Shareholders can refer to the notice of the Annual General Meeting and the Online Meeting User Guide (by scanning the QR code provided on the Notification Letter, which is expected to be despatched to the Shareholders on Thursday, June 12, 2025 by post) in relation to attending the Annual General Meeting by electronic means.

Shareholders should note that only one device is allowed per login. Please keep the login details in safe custody for the Annual General Meeting and do not disclose them to anyone else. Neither the Company nor its Hong Kong branch share registrar assumes any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for attendance, voting or otherwise. The submission of votes through Vistra eVoting Portal using your login details will be conclusive evidence for the votes cast by you as a Shareholder. The Company, its agents and its Hong Kong branch share registrar take no responsibility for all or any losses or other consequences caused by or resulting from any unauthorised use of the login details.

GUIDANCE FOR THE ANNUAL GENERAL MEETING

If your proxy (except when the chairman of the Annual General Meeting is appointed as proxy) wishes to attend the Annual General Meeting and vote online, you must provide a valid email address of your proxy to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited. If no email address is provided, your proxy cannot attend the Annual General Meeting and vote online. The email address so provided will be used by the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, for providing the login details for attending and voting at the Annual General Meeting via the Vistra eVoting Portal. If your proxy has not received the login details by email by 5:00 p.m. on Tuesday, June 17, 2025, you shall contact the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, via telephone hotline at (852) 2980 1333 or via email at emeeting@vistra.com for the necessary arrangements.

Non-registered Shareholders whose Shares are held in the CCASS through banks, brokers, custodians or HKSCC may also be able to attend and vote at the Annual General Meeting. They shall consult directly with their banks or brokers or custodians (as the case may be) for the necessary arrangements. You will be asked to provide your email address, which will be used by the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, for providing the login details for attending the Annual General Meeting electronically through the Vistra eVoting Portal.

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held by way of online meeting on Thursday, June 19, 2025 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 23 to 28 of this circular
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company conditionally adopted on December 24, 2024, and with effect from the Listing Date, as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors of our Company
“business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CCASS”	the Central Clearing and Settlement System, a securities settlement system established and operated by the HKSCC
“China”, “Mainland China” or “PRC”	The People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires otherwise, references in this circular to “China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Act” or “Cayman Companies Act”	the Companies Act, Cap. 22 (As Revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	BrainAurora Medical Technology Limited 脑动极光医疗科技有限公司, a company incorporated under the laws of the Cayman Islands with limited liability on April 25, 2023

DEFINITIONS

“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares to be repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Global Offering”	the offer for subscription of an aggregate of 181,112,000 Shares at an offer price of HK\$3.22 under the Hong Kong public offering and the international offering of the Company
“Group” or “our Group”	our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with the additional Shares (including any sale or transfer of Treasury Shares) not exceeding 20% of the aggregate number of the Shares in issue (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting the relevant mandate
“Latest Practicable Date”	April 24, 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing”	the listing of our Shares on the Main Board
“Listing Date”	January 8, 2025, the date on which dealings in the Shares first commenced on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company conditionally adopted on December 24, 2024 with effect from the Listing Date, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“Pre-IPO Share Award Scheme”	the share award scheme adopted by the Company on July 30, 2023
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the aggregate number of the Shares in issue (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting the relevant mandate
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares in the share capital of our Company with a par value of US\$0.0000001 each
“Shareholder(s)”	holder(s) of our Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“subsidiary(ies)”	has the meaning ascribed thereto in Section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Treasury Share(s)”	has the meaning ascribed thereto under the Listing Rules
“Trident Trust Company (HK) Limited”	the trustee of the trust set up by the Company to facilitate the administration of the Pre-IPO Share Award Scheme, of which the Company is the settlor.
“United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



BrainAurora Medical Technology Limited

脑动极光医疗科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6681)

EXECUTIVE DIRECTORS

Mr. Tan Zheng (譚錚)

(Chairman and Executive Director)

Dr. Wang Xiaoyi (王曉怡)

NON-EXECUTIVE DIRECTORS

Mr. Li Sirui (李思睿)

Ms. Li Mingqiu (李明秋)

Mr. Deng Feng

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lam Yiu Por (林曉波)

Dr. Duan Tao (段濤)

Mr. Li Yuezhong (李月中)

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1910, 19/F, Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

REGISTERED OFFICE

Palm Grove Unit 4

265 Smith Road, George Town

P.O. Box 52A Edgewater Way, #1653

Grand Cayman KY1-9006

Cayman Islands

April 29, 2025

To the Shareholders

Dear Sir or Madam

- (1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of Annual General Meeting and further information regarding the following proposals to be put forward at the Annual General Meeting: (i) the grant to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of the retiring Directors; and (iii) the re-appointment of the auditor, and to give the Shareholders notice of the Annual General Meeting at which ordinary resolutions as set out in the notice of Annual General Meeting will be proposed.

LETTER FROM THE BOARD

II. MATTERS TO BE RESOLVED AT THE AGM

1. Proposed Granting of General Mandate to Issue Shares

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders for the general mandate to issue the Shares. At the Annual General Meeting, an ordinary resolution no. 4(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares (including any sale or transfer of Treasury Shares) in the share capital of the Company of up to 20% of the aggregate number of the Shares in issue (excluding any Treasury Shares) as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,266,278,000 Shares (excluding any Treasury Shares). Subject to the passing of the ordinary resolution no. 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue (or transfer out of treasury) a maximum of 253,255,600 Shares under the Issue Mandate, representing 20% of the aggregate number of the Shares in issue (excluding any Treasury Shares).

The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

The Issue Mandate will continue to be in force from the passing of the said 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 to be held under any applicable laws or the Articles of Association; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

2. Proposed Granting of General Mandate to Repurchase Shares

In addition, in order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase the Shares representing up to 10% of the aggregate number of the Shares in issue (excluding any Treasury Shares) as at the date of passing of the resolution in relation to the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,266,278,000 Shares (excluding any Treasury Shares). Subject to the passing of the ordinary resolution no. 4(B) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to buy back a maximum of 126,627,800 Shares under the Repurchase Mandate, representing 10% of the aggregate number of the Shares in issue (excluding any Treasury Shares).

LETTER FROM THE BOARD

The Repurchase Mandate, if approved, will continue in force 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 to be held under any applicable laws or the Articles of Association; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders of the Company in general meeting.

The Company has no current intention of exercising the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

3. Proposed Granting of Extension Mandate

Subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares to be repurchased by the Company under ordinary resolution no. 4(B) will also be added to extend the 20% limit of the Issue Mandate as mentioned in the ordinary resolution no. 4(A), provided that such additional number shall not exceed 10% of the aggregate number of the Shares in issue (excluding any Treasury Shares) as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate.

4. Proposed Re-Election of Retiring Directors

Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Pursuant to Article 108(a) of the Articles of Association, a retiring Director shall be eligible for re-election. Each of the executive Directors, non-executive Directors and independent non-executive Directors has entered into a service contract or a letter of appointment (as the case may be) with the Company for a term of three years.

In accordance with Article 108(a) of the Articles of Association, Mr. Tan Zheng, Dr. Wang Xiaoyi and Mr. Li Sirui shall retire from their offices as Directors at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Recommendation of the Nomination Committee

Having reviewed the Board's composition, the respective performance, knowledge, qualifications, skills, experience and time commitment of each of Mr. Tan Zheng, Dr. Wang Xiaoyi and Mr. Li Sirui, and the ability of Mr. Tan Zheng, Dr. Wang Xiaoyi and Mr. Li Sirui

LETTER FROM THE BOARD

to continue to contribute to the Board, with reference to the Nomination Policy and the Board Diversity Policy, the Nomination Committee has recommended to the Board the re-election as Directors of each of Mr. Tan Zheng, Dr. Wang Xiaoyi and Mr. Li Sirui, who are due to retire at the Annual General Meeting.

Recommendation of the Board

Taking into consideration the recommendations of the Nomination Committee, the Nomination Policy and the Board Diversity Policy, the Board is of the view that Mr. Tan Zheng, Dr. Wang Xiaoyi and Mr. Li Sirui will continue to bring broader views, valuable insights and professionalism to the Board whilst having sufficient diversity for the Board to discharge its functions effectively. Accordingly, the Board considers the re-election of each of Mr. Tan Zheng, Dr. Wang Xiaoyi and Mr. Li Sirui to be in the best interests of the Company and the Shareholders as a whole.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect each of Mr. Tan Zheng, Dr. Wang Xiaoyi and Mr. Li Sirui as executive/non-executive Director (as applicable).

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

5. Proposed Re-Appointment of the Auditor

Deloitte Touche Tohmatsu will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board proposes the re-appointment of Deloitte Touche Tohmatsu as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

III. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, June 16, 2025 to Thursday, June 19, 2025, both days inclusive, during which period no share transfers can be registered.

In order to be eligible for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, June 13, 2025 or any adjournment thereof (as the case may be).

LETTER FROM THE BOARD

IV. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 23 to 28 of this circular is the notice of the Annual General Meeting containing, *inter alia*, ordinary resolutions in relation to granting the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate, as well as approving the re-election of the retiring Directors and the proposed re-appointment of auditor.

V. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (66nao.cn). Whether or not you intend to be present at the Annual General Meeting, please complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. by no later than 10:00 a.m. on Tuesday, June 17, 2025) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjourned meeting thereof via the Vistra eVoting Portal if they so wish and in such event, the form of proxy shall be deemed to be revoked.

VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to Article 72 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

VII. RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

VIII. RECOMMENDATION

The Directors consider that the proposed resolutions in relation to granting the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate, as well as approving the re-election of the retiring Directors and the proposed re-appointment of auditor, are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Except for Wisdomspirit Holding Limited, being a wholly-owned entity of Trident Trust Company (HK) Limited, the trustee of the trust established pursuant to the Pre-IPO Share Award Scheme, over the unvested Shares under the Pre-IPO Share Award Scheme, which shall abstain from voting on matters that require Shareholders' approval under Rule 17.05A of the Listing Rules, no other Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the Annual General Meeting.

Treasury Shares, if any, registered under the name of the Company, and repurchased Shares pending cancellation, shall have no voting rights at the Annual General Meeting. For the avoidance of doubt, for the purpose of the Listing Rules, Treasury Shares, if any, pending withdrawal from and/or transferring through CCASS shall not bear any voting rights at the Annual General Meeting. As at the Latest Practicable Date, no Treasury Shares were held by the Company, and there are no repurchased Shares pending cancellation.

IX. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully
For and on behalf of the Board
BrainAurora Medical Technology Limited
脑动极光医疗科技有限公司
Mr. Tan Zheng
Chairman and Executive Director

The following are the biographical details of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

(1) Mr. Tan Zheng – Executive Director

Mr. Tan Zheng (譚錚), aged 47, was appointed as our Director in April 2023 and the chief strategy officer of our Group in December 2020, and was re-designated as the chairman of the Board and our executive Director in July 2023. He is also the chairman of the Nomination Committee of the Company. Mr. Tan joined our Group in December 2020 and was appointed as a director of Zhejiang BrainAurora Medical Technology Co., Ltd.* (浙江腦動極光醫療科技有限公司 (“**BrainAurora Zhejiang**”)) in the same time. Since then, Mr. Tan has made significant contributions to the Group’s business development by leveraging on his investment insights and business development capabilities, including (i) making judgment calls to screen and seize promising market opportunities relating to the System; (ii) identifying pathways for and overseeing the Group’s commercialization initiatives; and (iii) introducing and securing new investments in the Group from certain other Pre-IPO investors.

Mr. Tan has served managerial positions at our subsidiaries, including those as set out below:

Name of Company	Position	Period of Service
Zhejiang Zhiling Ruidong Medical Technology Co., Ltd. (浙江智靈睿動醫療科技有限公司)	Chairman of the board	Since June 2023
Zhejiang BrainAurora Medical Technology Co., Ltd. (浙江腦動極光醫療科技有限公司)	Chairman of the board	Since December 2020

Through working with various pharmaceutical companies, Mr. Tan has over 20 years of experience in health and medical field. From June 1998 to June 2004, he worked at Shaanxi Buchang Pharmaceutical Co., Ltd. (陝西步長製藥有限公司), a company in China principally engaged in the development and manufacturing of medical drugs, where his last position was an office supervisor at their Tianjin office. From June 2004 to January 2013, Mr. Tan served as an office supervisor at the Beijing office of Shaanxi Kanghui Pharmaceutical Co., Ltd.* (陝西康惠控股有限公司), a company principally engaged in the research, development and production of pharmaceuticals products. Between January 2013 and August 2015, Mr. Tan worked at Wuhan Heer Medical Technology Development Co., Ltd. (武漢呵爾醫療科技發展有限公司), a company in China engaged in, among other things, the development and manufacture of cancer screening and analysis systems, first as an office supervisor at the Beijing office and subsequently as a deputy general manager, where he was responsible for sales, supervision and management of daily matters. Since September 2015 and March 2018, Mr. Tan has been serving as a director and the chairman of the board of directors, respectively, of Immunotech Applied Science Limited (北京永泰生物製品有限公司), a wholly-owned

subsidiary of Immunotech Biopharm Ltd (永泰生物製藥有限公司) (“**Immunotech**”), a company listed on the Stock Exchange (stock code: 06978.HK). Since August 2019, Mr. Tan also has been serving as an executive director and the chairman of the board of directors in Immunotech.

Mr. Tan is currently pursuing an executive master’s degree in business administration from United Business Institutes China.

Mr. Tan is a controlling Shareholder of the Company and also the sole shareholder of ZTan Limited, a controlling Shareholder of the Company. Therefore, Mr. Tan is deemed to be interested in the Shares held by ZTan Limited under the SFO.

Mr. Tan entered into an acting in concert agreement with Dr. Wang Xiaoyi, ZTan Limited and Wispirits Limited on August 6, 2023 (i) acknowledged and confirmed that, among other things, they have acted in concert with respect to the management of BrainAurora Zhejiang during the period when BrainAurora Zhejiang was the holding company of our Group prior to the Group reorganization and with respect to the management of our Company since it became the holding company of our Group after the Group reorganization; and (ii) agreed to act in concert for so long as they remain interested in the Shares of our Company, consult each other and reach a consensus before voting at the board meetings and Shareholders’ meetings of our Company, and in case the parties fail to reach a consensus, vote based on the opinion of Mr. Tan. Each of Mr. Tan, Dr. Wang, ZTan Limited and Wispirits Limited is a controlling Shareholder of the Company.

Mr. Tan also entered into a Voting Proxy Agreement with Healthbloom Limited, a substantial Shareholder of the Company, on August 6, 2023. Pursuant to the Voting Proxy Agreement, Mr. Tan is entitled to exercise the voting rights of the Shares held by Healthbloom Limited.

Save as disclosed above, Mr. Tan does not have any other relationships with any director, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, he does not at present nor did he in the past three years hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, Mr. Tan has interested in a total of 401,701,000 Shares within the meaning of Part XV of the SFO.

Mr. Tan has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date (January 8, 2025), which may be terminated by not less than 30 days’ notice in writing served by either the executive Director or our Company.

Mr. Tan is not entitled to receive any remuneration in his capacity as executive Director under his service contract.

(2) Dr. Wang Xiaoyi – Executive Director

Dr. Wang Xiaoyi (王曉怡), aged 47, was appointed as our Director in April 2023 and was re-designated as our executive Director in July, 2023. Dr. Wang has been serving as our Chief Executive Officer and chief research officer of our Group since June 2020.

Dr. Wang has served managerial positions at our subsidiaries, including those as set out below:

Name of Company	Position	Period of Service
Zhejiang Zhiling Ruidong Medical Technology Co., Ltd. (浙江智靈睿動醫療科技有限公司)	Director, manager	Since June 2023
Zhejiang BrainAurora Medical Technology Co., Ltd. (浙江腦動極光醫療科技有限公司)	General manager, director	Since September 2012
Shenzhen BrainAurora Medical Technology Co., Ltd. (深圳腦動極光醫療科技有限公司)	General manager, executive director	Since October 2023

Dr. Wang has over 15-year of experience in medical and health field. Between August 2009 and September 2010, Dr. Wang worked as a contractor in the radiology department in Xuanwu Hospital. From September 2010 to February 2013, Dr. Wang worked in Xuanwu Hospital as an employee engineer. Dr. Wang also has been serving as a member of the standing committee in China Society of Rehabilitation Medicine Special Committee on Telerehabilitation (中國康復醫學會遠程康復專委會) from December 2017 to December 2021, China Rehabilitation Medical Association Special Committee on AD and Cognitive Disorders Rehabilitation (中國康復醫學會AD與認知障礙康復專委會) since July 2021 and China Association of Gerontology and Geriatrics Nursing and Caregiving Branch (中國老年學與老年醫學學會護理與照護分會) since October 2018.

Specifically on the development of DTx products, including the System, our Company has been relying on Dr. Wang's leadership and supervision leveraged on his wealth of relevant experience and expertise as he has been dedicated to the fields of cognitive impairment screening, assessment, training and management for over ten years. He has also been involved in national level research and development projects organized under the 13th Five-Year Plan for Economic and Social Development of the People's Republic of China (中華人民共和國國民經濟和社會發展第十三個五年規劃), such as the 2017 Cerebrovascular Disease Exercise and Cognitive Rehabilitation System Management Program and the 2019 Major Chronic Non Communicable Disease Prevention and Control Research Program. He also participated in the Regional Science Foundation Projects (地區自然科學基金項目), such as the 2019 Beijing Brain Program Major Project on the Development of Mobilized Targeted Intervention Technology for Schizophrenia Based on Comprehensive Cognitive Function Assessment. Dr.

Wang's involvement in these major projects and his long-term research in the treatment of cognitive impairment provide him with the industry experience necessary to guide our cognitive impairment DTx research and development.

Dr. Wang obtained a bachelor's degree in biology from College of Life Sciences, Beijing Normal University (北京師範大學生命科學學院) in China, in July 2000 and graduated from the Institute of Psychology, Chinese Academy of Sciences (中國科學研究院心理研究所) in China where he majored in applied psychology, in July 2005. Dr. Wang also obtained a doctor's degree in basic psychology from State Key Laboratory of Cognitive Neuroscience and Learning, Beijing Normal University (北京師範大學認知神經科學與學習國家重點實驗室) in China, in June 2009.

Dr. Wang is a controlling Shareholder of the Company. He is also the sole shareholder of Wispirits Limited, a controlling Shareholder of the Company. Therefore, Dr. Wang is deemed to be interested in the Shares held by Wispirits Limited under the SFO. Dr. Wang also (i) controls all voting rights of Wiseforward Limited, a controlling Shareholder of the Company and a close associate of Dr. Wang. Therefore, Dr. Wang is deemed to be interested in all the interests of Wiseforward Limited in our Company under the SFO. Neurobright Limited is also owned as to approximately 32.82% by Dr. Wang, and each of the shareholders of Neurobright Limited entered into proxy arrangement with Dr. Wang respectively, to allow Dr. Wang to have control over the entire voting power thereof, and as such Neurobright Limited is a controlled corporation of Dr. Wang. Therefore, Dr. Wang is deemed to be interested in all the interests of Neurobright Limited in our Company under the SFO.

Dr. Wang entered into an acting in concert agreement with Mr. Tan Zheng, ZTan Limited and Wispirits Limited on August 6, 2023 (i) acknowledged and confirmed that, among other things, they have acted in concert with respect to the management of BrainAurora Zhejiang during the period when BrainAurora Zhejiang was the holding company of our Group prior to the Group reorganization and with respect to the management of our Company since it became the holding company of our Group after the Group reorganization; and (ii) agreed to act in concert for so long as they remain interested in the Shares of our Company, consult each other and reach a consensus before voting at the board meetings and Shareholders' meetings of our Company, and in case the parties fail to reach a consensus, vote based on the opinion of Mr. Tan. Each of Mr. Tan, Dr. Wang, ZTan Limited and Wispirits Limited is a controlling Shareholder of the Company.

Save as disclosed above, Dr. Wang does not have any other relationships with any director, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, he does not at present nor did he in the past three years hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, Dr. Wang has interested in a total of 210,901,000 Shares within the meaning of Part XV of the SFO.

Dr. Wang has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date (January 8, 2025), which may be terminated by not less than 30 days' notice in writing served by either the executive Director or our Company.

Dr. Wang is not entitled to receive any remuneration in his capacity as executive Director under his service contract.

(3) Mr. Li Sirui

Mr. Li Sirui (李思睿), aged 42, was appointed as a Director in April 2023 and was re-designated as our non-executive Director in July, 2023.

Mr. Li has approximately 15-year of experience in investment. He served as the vice president and general manager of strategic planning in Huajing (Tianjin) Investment Management Co., Ltd. (華金(天津)投資管理有限公司) from May 2012 to January 2016. Mr. Li has served as the analyst of Shenzhen Chongshi Private Equity Fund Management Co., Ltd. (深圳崇石私募股權投資基金管理有限公司) from September 2007 to May 2012. He has been serving as the director of strategic investment department in Tasly Pharmaceutical Group Co., Ltd (天士力醫藥集團股份有限公司), a company listed on the Shanghai Stock Exchange (Stock code: 600535) since April 2024, and the general manager of strategy development center at Tasly Bio-Medicine Industry Group Co., Ltd. (天士力生物醫藥產業集團有限公司) (formerly known as Tasly Holding Group Co., Ltd. (天士力控股集團有限公司)) since July 2020. He also served as the executive vice president and then the general manager of Juzhida Health Technology Services Group Co., Ltd. (聚智大健康科技服務集團有限公司) since March 2020.

Mr. Li obtained a bachelor's degree in pharmaceutical engineering from Tianjin University (天津大學) in China, in June 2005. He obtained a master's degree in business administration from Nankai University in China, in December 2014. Mr. Li has been a member of China Institute of Internal Audit (CIIA) since March 2011.

Mr. Li does not have any other relationships with any director, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, he does not at present nor did he in the past three years hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, Mr. Li did not have any interests in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Li has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date (January 8, 2025), which may be terminated by not less than 30 days' notice in writing served by either the non-executive Director or our Company.

Mr. Li is not entitled to receive any remuneration in his capacity as non-executive Director under his service contract.

OTHER INFORMATION

Save as disclosed above, none of the Directors has or is proposed to have entered into any service agreement or letter of appointment with any member of the Group (excluding agreements expiring or determinable by any member of the Group within one year without payment of compensation other than statutory compensation).

Save as disclosed in this circular, to the best knowledge of the Company, each of the Directors who stands for re-election (i) has not held any directorships in other listed public companies in Hong Kong or overseas during the past three years; (ii) does not hold any other position with the Company and its subsidiaries; and (iii) does not have any other relationship with any of the other Directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company.

In addition, save as disclosed in this circular, as far as the Directors are aware, there are no other matters concerning each of the aforementioned retiring Directors' re-election that needs to be brought to the attention of the Shareholders, and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is the explanatory statement required by the Stock Exchange to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit a company whose primary listing is on the Stock Exchange to repurchase its shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognized by the SFC and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of Shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,266,278,000 Shares (excluding any Treasury Shares) of nominal value of US\$0.0000001 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 126,627,800 Shares, representing 10% of the aggregate number of the Shares in issue (excluding any Treasury Shares) during the period ending on 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 to be held under any applicable laws or the Articles of Association; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders of the Company in general meeting.

3. REASONS FOR AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. A repurchase of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchase will be to the benefit of the Company and the Shareholders as a whole.

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from internal resources of the Company. It is envisaged that the funds required for any repurchase would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company, as well as any funds legally available for such purposes in accordance with the Articles of Association, the Cayman Companies Act or other applicable laws of the Cayman Islands and the Listing Rules. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid

out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium over the par value of the Shares payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Cayman Companies Act.

4. MATERIAL ADVERSE IMPACT

The Directors currently have no intention to repurchase any Shares, and they would only exercise the power to repurchase Shares in circumstances where they consider that such repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors are of the view that any repurchase of Shares (including the exercise of the Repurchase Mandate in full) would not have a material adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company for the year ended December 31, 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to an extent which would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

5. GENERAL MATTERS

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For the avoidance of doubt, pursuant to the applicable laws of the Cayman Islands, treasury shares must be held in the name of the Company. For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (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 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 if those Shares were registered in its own name as Treasury Shares.

6. EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of the Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning

of the Takeovers Code), depending on the level of increase in the Shareholder or 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.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, our Controlling Shareholders, Mr. Tan and Dr. Wang are respectively deemed to be interested in 401,701,000 and 210,901,000 Shares, representing approximately 31.72% and 16.66% of the total issued share capital of the Company, respectively.

Mr. Tan was deemed to be interested in 401,701,000 Shares held by i) ZTan Limited, a company wholly owned by Mr. Tan, ii) Healthbloom Limited pursuant to the Voting Proxy Agreement and iii) awards granted to him to acquire 27,129,000 Shares under the Pre-IPO Share Award Scheme. Dr. Wang was deemed to be interested in 210,901,000 Shares held by i) Wispirits Limited, a company wholly owned by Dr. Wang, ii) Wiseforward Limited pursuant to proxy arrangement which allows Dr. Wang to have control over the entire voting power thereof, iii) Neurobright Limited, a company owned as to approximately by 32.82% by Dr. Wang and pursuant to proxy arrangement which allows Dr. Wang to have control over the entire voting power thereof, and iv) awards granted to him to acquire 26,946,000 Shares under the Pre-IPO Share Award Scheme.

Mr. Tan and Dr. Wang, acting in concert pursuant to the Offshore AIC Agreement (as defined in the Prospectus), together with their respective close associates, namely ZTan Limited, Wispirits Limited, Wiseforward Limited and Neurobright Limited, are together deemed to be interested in approximately 48.38% of the total issued share capital of the Company.

In the event that the Repurchase Mandate is exercised in full (assuming no new Shares are issued), the shareholding of Mr. Tan and Dr. Wang will be increased to approximately 53.76% of the total issued share capital of the Company. To the best knowledge and belief of the Directors, such increase will give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, the Cayman Companies Act or other applicable laws of the Cayman Islands and the Articles of Association.

The Company confirms that neither the explanatory statement nor the Repurchase Mandate has unusual features.

9. SHARE REPURCHASE BY THE COMPANY

No repurchases of Shares (whether on the Stock Exchange or otherwise) were made by the Company from the Listing Date and up to the Latest Practicable Date.

10. SHARE PRICES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

	Highest price <i>HK\$</i>	Lowest price <i>HK\$</i>
Month		
2025		
January (since the Listing Date)	4.900	3.130
February	6.730	4.200
March	7.380	5.600
April (up to the Latest Practicable Date)	7.810	5.500

NOTICE OF ANNUAL GENERAL MEETING



BrainAurora Medical Technology Limited

脑动极光医疗科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6681)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of BrainAurora Medical Technology Limited 脑动极光医疗科技有限公司 (the “**Company**”) will be held by way of online meeting on June 19, 2025 at 10:00 a.m. for the following purposes. Words and expressions that are not expressly defined in this notice of Annual General Meeting shall bear the same meanings as those defined in the circular of the Company dated April 29, 2025.

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended December 31, 2024.
2. (A) To re-elect the following retiring Directors:
 - (i) Mr. Tan Zheng as an executive Director;
 - (ii) Dr. Wang Xiaoyi as an executive Director; and
 - (iii) Mr. Li Sirui as a non-executive Director.(B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company (including any sale or transfer of

NOTICE OF ANNUAL GENERAL MEETING

treasury shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) out of treasury or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (i) the aggregate number of shares which may be allotted or agreed conditionally or unconditionally to be allotted (including any sale or transfer of treasury shares out of treasury) (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) of this resolution above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the aggregate number of the shares of the Company in issue (excluding any treasury shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(ii) for the purpose of this resolution:

(a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held;

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) “**Rights Issue**” means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the capital of the Company or any class thereof whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**That:**

(i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules

NOTICE OF ANNUAL GENERAL MEETING

Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate number of the shares of the Company in issue, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate number of the shares of the Company in issue (excluding any treasury shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (v) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the

NOTICE OF ANNUAL GENERAL MEETING

aggregate number of the shares of the Company in issue which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of the aggregate number of the shares of the Company in issue to be repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such extended number shall not exceed 10% of the aggregate number of the shares of the Company in issue (excluding any treasury shares) as at the date of passing of this resolution.”

By order of the Board
BrainAurora Medical Technology Limited
脑动极光医疗科技有限公司
Tan Zheng
Chairman and Executive Director

Hong Kong, April 29, 2025

REGISTERED OFFICE

Palm Grove Unit 4
265 Smith Road, George Town
P.O. Box 52A Edgewater Way, #1653
Grand Cayman KY1-9006
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1910, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Annual General Meeting. On a poll, votes may be given either personally or by proxy.
- (ii) In the case of joint holders, any one of such joint holders may vote at the Annual General Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. no later than 10:00 a.m. on Tuesday, June 17, 2025) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting at the above meeting or any adjourned meeting thereof via the Vistra eVoting Portal if they so wish and, in such event, the form of proxy shall be deemed to be revoked.
- (iv) In the case of joint holders of any share(s), only one pair of login username and password will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.

NOTICE OF ANNUAL GENERAL MEETING

- (v) The register of members of the Company will be closed from Monday, June 16, 2025 to Thursday, June 19, 2025, both days inclusive, during which period no share transfers can be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting will be Thursday, June 19, 2025. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, June 13, 2025.
- (vi) Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend and vote at the online meeting. In this regard, they shall consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.
- (vii) In respect of ordinary resolutions numbered 2 above, Mr. Tan Zheng, Dr. Wang Xiaoyi and Mr. Li Sirui shall retire at the Annual General Meeting and being eligible, have offered themselves for re-election at the above meeting. Details of the above retiring directors of the Company are set out in Appendix I to the accompanied circular dated April 29, 2025.
- (viii) In respect of the ordinary resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any additional shares (including any sale or transfer of treasury shares out of treasury) of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (ix) In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated April 29, 2025.

As of the date of this notice, the Board comprises: (i) Mr. Tan Zheng and Dr. Wang Xiaoyi as executive directors; (ii) Mr. Li Sirui, Ms. Li Mingqiu and Mr. Deng Feng as non-executive directors; and (iii) Mr. Lam Yiu Por, Dr. Duan Tao and Mr. Li Yuezhong as independent non-executive directors.