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If you have sold or transferred all your securities in **Evergrande Health Industry Group Limited**, you should at once hand this supplemental circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**EVERGRANDE HEALTH
INDUSTRY GROUP**

EVERGRANDE HEALTH INDUSTRY GROUP LIMITED

恒大健康產業集團有限公司

(a company incorporated in Hong Kong with limited liability)

(Stock code: 708)

**SUPPLEMENTAL CIRCULAR
RELATING TO RE-APPOINTMENT OF DIRECTOR
AT THE ANNUAL GENERAL MEETING
AND
REVISED NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company dated 30 April 2018 (the “**Circular**”) and the notice convening an annual general meeting of the Company to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 6 June 2018 at 3:00 p.m. (the “**AGM**”). A revised form of proxy (the “**Revised Proxy Form**”) is also enclosed with this supplemental circular for use at the AGM.

The revised notice of AGM of the Company is set out on pages 6 to 11 of this supplemental circular. The form of proxy despatched with the Circular is superseded by the Revised Proxy Form enclosed herewith. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the Company’s Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of a valid Revised Proxy Form will not preclude you from attending and voting in person at the AGM or adjournment thereof.

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Executive Directors:

Mr. Shi Shouming (*Chairman*)

Mr. Han Xiaoran

Independent Non-executive Directors:

Mr. Chau Shing Yim, David

Mr. Guo Jianwen

Mr. Xie Wu

Registered office:

23rd Floor, China Evergrande Centre

38 Gloucester Road

Wanchai

Hong Kong

15 May 2018

To the Shareholders:

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
RELATING TO RE-APPOINTMENT OF DIRECTOR
AT THE ANNUAL GENERAL MEETING
AND
REVISED NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company dated 30 April 2018 (the “**Circular**”) which contains, among others, information relating to the re-appointment of directors of the Company (“**Directors**”) at the annual general meeting to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 6 June 2018 at 3:00 p.m. (the “**AGM**”). Unless the context otherwise requires, capitalised terms used herein shall bear the same meanings as defined in the Circular.

The purpose of this supplemental circular is to provide you with further information relating to the re-appointment of a Director and the Revised Proxy Form.

LETTER FROM THE BOARD

RE-APPOINTMENT OF DIRECTOR

Reference is made to the announcement dated 11 May 2018 (the “**Announcement**”) in relation to, among others, the appointment of Mr. Shi Shouming (“**Mr. Shi**”) as an executive Director.

In accordance with Article 80 of the Articles of Association, the Board proposes to re-appoint Mr. Shi as an executive Director.

The biographical details of Mr. Shi are set out in Appendix I to this supplemental circular.

REVISED NOTICE OF AGM

As set out in the Circular, the AGM will be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 6 June 2018 at 3:00 p.m.. Given that the notice of AGM and the First Proxy Form (as defined herein) do not contain the proposed resolution for the re-appointment of Mr. Shi, a revised notice of AGM (the “**Revised Notice of AGM**”) has been set out on pages 6 to 11 of this supplemental circular, and the Revised Proxy Form is enclosed with this supplemental circular. Both of the Revised Notice of AGM and the Revised Proxy Form are also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.evergrandehealth.com/>) and contain the proposed resolution for the re-appointment of Mr. Shi.

REVISED PROXY FORM

As a result of the appointment of Mr. Shi by the Board as an executive Director subsequent to the Latest Practicable Date of the Circular containing the notice of AGM and accompanying form of proxy (the “**First Proxy Form**”), the Revised Proxy Form with Mr. Shi being added as a Director to be re-appointed has been prepared and is enclosed with this supplemental circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying Revised Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

Special arrangements about completion and submission of the Revised Proxy Form are also set out in Appendix II to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

Completion and return of the First Proxy Form and/or Revised Proxy Form will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors also consider that the proposed re-appointment of Mr. Shi as executive Director as set out in this supplemental circular is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Evergrande Health Industry Group Limited
Shi Shouming
Chairman

The biographical details of Mr. Shi are set out below:

Mr. Shi Shouming

Mr. Shi Shouming (“**Mr. Shi**”), aged 44, has more than 20 years of experience in corporate management and the management of project development and operation. He graduated from Sichuan University with a bachelor’s degree in management engineering. Prior to joining the Company, he was the president of Hengda Real Estate Group, a subsidiary of China Evergrande Group (Stock Code: 3333), the controlling shareholder of the Company. He has resigned from that position as at the date of this supplemental circular. He served in various capacities, including the vice president, and general manager of the corporate development centre and investment centre of Hengda Real Estate Group, and the chairman of the Hohhot company, the Hainan company, the Beijing limited company and the Sichuan company of Hengda Real Estate Group. He was appointed as the president of Hengda Real Estate Group in March 2017.

Mr. Shi has entered into a service contract with the Company, for a term of three years, and is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”). Mr. Shi is entitled to receive from the Company a Director’s fee of RMB15,000 per month and his emoluments was determined by the remuneration committee of the Company and/or the Board based on Mr. Shi’s qualification, experience, the responsibilities undertaken by him as a Director and the prevailing market conditions and determined by the Board as authorised by the Shareholders at an annual general meeting.

To the knowledge of the Company, in relation to the appointment of Mr. Shi, save as disclosed above, as at the date of this supplemental circular, Mr. Shi:

- (a) has not held any other directorships in any other listed public companies in the last three years and does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company;
- (b) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
- (c) is interested in 2,700,000 shares and 3,000,000 share options of China Evergrande Group (Stock Code: 3333), an associated corporation of the Company;
- (d) does not hold any other position in the Company or any of its subsidiaries; and
- (e) there is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE REVISED PROXY FORM

A Shareholder who has not yet lodged the First Proxy Form with the Company's Share Registrar is requested to lodge the Revised Proxy Form if the Shareholder wishes to appoint proxy/proxies to attend the AGM on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's Share Registrar. A Shareholder who has already lodged the First Proxy Form with the Company's Share Registrar should note that:

- (i) if no Revised Proxy Form is lodged with the Company's Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder.

The proxy/proxies so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolutions in relation to the re-appointment of Mr. Shi as an executive Director as set out in this supplemental circular;

- (ii) if the Revised Proxy Form is lodged with the Company's Share Registrar 48 hours prior to the time appointed for holding the AGM (the "**Closing Time**"), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the Company's Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Company's Share Registrar.

Completion and return of the First Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

IMPORTANT:

THE FIRST PROXY FORM DESPATCHED WITH THE CIRCULAR IS SUPERSEDED BY THE REVISED PROXY FORM ENCLOSED HEREWITH.



EVERGRANDE HEALTH
INDUSTRY GROUP

EVERGRANDE HEALTH INDUSTRY GROUP LIMITED

恒大健康產業集團有限公司

(a company incorporated in Hong Kong with limited liability)

(Stock code: 708)

REVISED NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Evergrande Health Industry Group Limited (the “**Company**”) will be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 6 June 2018 at 3:00 p.m. for the following purposes:

1. To receive and adopt the Audited Consolidated Financial Statements of the Company for the twelve months ended 31 December 2017 together with the Reports of the Directors and Independent Auditor (“**Auditor**”) thereon.
2. To re-appoint Mr. Chau Shing Yim, David as an independent non-executive Director and to authorize the Board of Directors of the Company (“**Board**” or “**Directors**”) to fix the Director’s remuneration.
3. To re-appoint Mr. Xie Wu as an independent non-executive Director and to authorize the Board to fix the Director’s remuneration.
4. To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Board to fix their remuneration.
5. As special business to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

5(A) “**THAT:**

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot and issue additional shares in the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of

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this resolution, otherwise than pursuant to a Rights Issue or the exercise of subscription or conversion rights under any warrants of the Company or any securities which are convertible into shares of the Company or any share option scheme, shall not exceed 20% of the number of shares of the Company in issue on the date of this resolution and this approval shall be limited accordingly; and

- (iii) for the purposes 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 the Articles of Association of the Company (the “**Articles of Association**”) or any applicable laws to be held; and (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.
- (iv) “**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

5(B) “**THAT:**

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to buy back issued shares of the Company, subject to and in accordance with all applicable laws and the Articles of Association, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company which may be bought back by the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Code on Takeovers and Mergers and Share Buy-backs pursuant to paragraph (i) of this resolution shall not exceed 10% of the number of the shares of the Company in issue as at the date of this resolution and the authority shall be limited accordingly; and
- (iii) for the purposes 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

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Company is required by the Articles of Association or any applicable laws to be held; and (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.”

5(C) “**THAT** conditional upon resolution no. 5(B) above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution no. 5(B) above shall be added to the total issued share of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5(A) above.”

6. As special business to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“**THAT:**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and the permission to deal in, the ordinary shares of the Company (or such shares as shall result from a capitalisation issue, rights issue, sub-division, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) (the “**Share(s)**”) to be issued pursuant to the exercise of the share options granted which may be granted under the new share option scheme (the “**New Share Option Scheme**”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the New Share Option Scheme be and is hereby approved and adopted; and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but without limitation:

- (i) to administer the New Share Option Scheme under which share options will be granted to the Eligible Participants eligible under the New Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the share options in accordance with the terms of the New Share Option Scheme;
- (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);

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- (iii) to grant share options under the New Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the exercise of the share options under the New Share Option Scheme and subject to the Listing Rules and the Companies Ordinance;
 - (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the share options under the New Share Option Scheme and subject to the Listing Rules and the Companies Ordinance; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme and subject to the Listing Rules and the Companies Ordinance.”
7. To re-appoint Mr. Shi Shouming as an executive Director and to authorize the Board to fix the Director’s remuneration.

Yours faithfully,
By Order of the Board
Evergrande Health Industry Group Limited
Shi Shouming
Chairman

Hong Kong, 15 May 2018

Registered office:
23rd Floor, China Evergrande Centre
38 Gloucester Road
Wanchai
Hong Kong

Notes:

- (i) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one, or if he/she is a holder of more than one share, or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (ii) In order to be valid, the form of proxy (“**Revised Proxy Form**”) must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and must be deposited at the Company’s Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.

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- (iii) Where there are joint holders of any share, any one of such joint holder may vote, 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 meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such share.
- (iv) For the purpose of ascertaining shareholders' right to attend and vote at the above meeting, the register of members of the Company will be closed and the relevant details are set out below:

Latest time to lodge transfer: 4:30 p.m. on 31 May 2018 (Thursday)

Book closure: 1 June 2018 (Friday) to 6 June 2018 (Wednesday)

Record date: 6 June 2018 (Wednesday)

During the above closure period, no transfer of shares will be registered. In order to qualify for the right to attend and vote at the above meeting, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before the above latest time to lodge transfer.

- (v) Completion and delivery of the Revised Proxy Form will not preclude a member from attending and voting in person at the meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the above meeting. Where the Chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.

- (vi) **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR AND THE NOTICE OF ANNUAL GENERAL MEETING (THE "NOTICE OF MEETING") BOTH DATED 30 APRIL 2018 SHOULD NOTE THAT:**

- (i) if no Revised Proxy Form is lodged with the Company's Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder.

The proxy/proxies so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolutions in relation to the re-appointment of Mr. Shi Shouming as an executive Director as set out in this revised Notice of Meeting and the Revised Proxy Form;

- (ii) if the Revised Proxy Form is lodged with the Company's Share Registrar 48 hours prior to the time appointed for holding the AGM (the "**Closing Time**"), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the Company's Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Company's Share Registrar.

- (vii) Shareholders are advised to read the circular dated 30 April 2018 and the supplemental circular of the Company dated 15 May 2018, respectively, which contain information concerning the resolutions to be proposed in this revised Notice of Meeting.

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(viii) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 1:00 p.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company’s website (<http://www.evergrandehealth.com>) to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive directors of the Company are Mr. Shi Shouming and Mr. Han Xiaoran; and the independent non-executive directors of the Company are Mr. Chau Shing Yim, David, Mr. Guo Jianwen and Mr. Xie Wu.