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## **China Medical & HealthCare Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 383)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**Meeting**”) of China Medical & HealthCare Group Limited (the “**Company**”) will be held at Plaza 1 & 2, Lower Lobby, Novotel Century Hong Kong Limited, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 7 March 2019 at 11:00 a.m. for the purpose of considering, and if thought fit, passing the following resolution, with or without modification, as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT**:–

subject to the conditions in the share option scheme of the Company to be adopted (the “**Share Option Scheme**”) becoming fulfilled, the rules of the Share Option Scheme as contained in the document marked “A” produced to the Meeting and, for the purposes of identification, signed by the chairman of the Meeting and summarised in the circular of the Company dated 18 February 2019, be 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 Share Option Scheme including without limitation:

- (a) administering the Share Option Scheme and granting options under the Share Option Scheme;
- (b) modifying and/or amending the rules of the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”);
- (c) allotting and issuing from time to time such number of shares in the capital of the Company (the “**Shares**”) as may be required to be issued pursuant to the exercise of the options granted under the Share Option Scheme; and

- (d) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may from time to time be issued and allotted pursuant to the exercise of the options granted under the Share Option Scheme.”

By Order of the Board  
**China Medical & HealthCare Group Limited**  
**Fung Ching Man, Ada**  
*Company Secretary*

Hong Kong, 18 February 2019

*Notes:*

- (i) Any member of the Company entitled to attend and vote at the Meeting or a meeting of the holder of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- (ii) The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
- (iii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- (iv) All voting by the members at the Meeting shall be conducted by way of poll.

*As at the date of this announcement, the Board comprises: –*

*Executive Directors*

*Ms. Chong Sok Un (Deputy Chairman), Mr. Kong Muk Yin, Mr. Guo Meibao  
and Mr. Zhou Haiying*

*Non-Executive Directors*

*Mr. Zhou Liye (Chairman), Dato' Wong Peng Chong, and Mr. Liao Feng*

*Independent Non-Executive Directors*

*Mr. Zhang Jian, Dr. Xia Xiaoning, Dr. Wong Wing Kuen, Albert and Ms. Yang Lai Sum, Lisa*