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China Medical & HealthCare Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of China Medical & HealthCare Group Limited (the “**Company**”) will be held at Plaza 1-2, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 1 June 2023 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 December 2022.
2.
 - (i)
 - (a) To re-elect Ms. Chong Sok Un as director.
 - (b) To re-elect Mr. Kong Muk Yin as director.
 - (c) To re-elect Mr. Gao Zhaoyuan as director.
 - (d) To re-elect Dr. Xia Xiaoning as director.
 - (ii) To authorise the board of directors (the “**Board**”) to fix their remuneration.
3.
 - (i) To re-elect Mr. Zhang Jian, an independent non-executive director who has served the Company for more than nine (9) years, as director.
 - (ii) To authorise the Board to fix his remuneration.
4. To re-appoint Auditor and authorise the Board to fix its remuneration.

As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

5.
 - (i) “**THAT:**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company or any other rights or securities, to subscribe or purchase shares in the share capital of the Company in each case through the facilities of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or of another

exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of issued Shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent. (10%) of the aggregate number of issued Shares of the Company in issue at the date of passing this Resolution and the approval granted under paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the bye-laws of the Company to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

(ii) **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants or other rights to subscribe for any such shares or such convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of issued Shares of the Company to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends pursuant to the Bye-Laws from time to time; (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the

Company, shall not exceed twenty per cent. (20%) of the aggregate number of issued Shares of the Company at the date of passing this Resolution, and the said approval in paragraph (a) above shall be limited accordingly; and

- (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the bye-laws of the Company to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares as at that date (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 recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

- (iii) “**THAT** conditional upon the passing of Ordinary Resolutions Nos. 5 (i) and 5 (ii) above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company pursuant to Ordinary Resolution No. 5 (ii) above be and is hereby extended by the addition thereto of an amount representing the aggregate number of issued Shares of the Company repurchased by the Company under the authority granted pursuant to the Ordinary Resolution No. 5 (i) above, provided that such amount shall not exceed ten per cent. (10%) of the aggregate number of issued Shares of the Company at the date of passing this Resolution.”

SPECIAL RESOLUTION

To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

- 6. “**THAT** the amendments to the existing bye-laws (the “**Bye-Laws**”) of the Company set out in Appendix III to the circular of the Company dated 28 April 2023 of which this notice forms part be and are hereby approved and the new bye-laws of the Company (the “**New Bye-Laws**”, a copy of which having been produced before this meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the new bye-laws of the Company in substitution for and to the exclusion of the Bye-Laws with immediate effect after the close of this meeting and **THAT** any one of the Directors or the Company Secretary of the Company be and is hereby authorised to do all such acts

and things necessary to effect and record the adoption of the New Bye-Laws and to make relevant registrations and filings in accordance with the requirements of the applicable laws of Bermuda and Hong Kong.”

By Order of the Board
China Medical & HealthCare Group Limited
Leung Yuk Yi
Company Secretary

Hong Kong, 28 April 2023

Notes:

- (1) A member of the Company entitled to attend and vote at the aforesaid Meeting is entitled to appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (3) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk/>) by using the username and password provided on the notification letter sent by the Company not later than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- (4) All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution to be voted by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange.
- (5) For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 29 May 2023 to Thursday, 1 June 2023, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Meeting, all transfers of ordinary shares, duly accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration, no later than 4:30 p.m. on Thursday, 25 May 2023.

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. Lai Hin Wing Henry Stephen and Mr. Gao Zhaoyuan

Independent Non-Executive Directors

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