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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 Prosten Health Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



PROSTEN HEALTH HOLDINGS LIMITED

長達健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8026)

(I) PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES (II) PROPOSED RE-ELECTION OF DIRECTORS AND (III) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“AGM”) of Prosten Health Holdings Limited (the “Company”) to be held on 20th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Central, Hong Kong on Thursday, 28 September 2017 at 11:00 a.m. is set out on pages 13 to 17 of this circular. A form of proxy for the AGM is enclosed with this circular. Whether you are able to attend the AGM or not, please complete and return the enclosed form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

This circular, for which the directors (the “Directors”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 the omission of which would make any statement herein or this circular misleading.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.prosten.com.

6 September 2017

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction.....	3
2. Proposed General Mandate to Repurchase Shares	4
3. Proposed General Mandate to Issue New Shares	4
4. Proposed Re-Election of Directors.....	4
5. Closure of Register of Members	5
6. Annual General Meeting.....	5
7. Voting by Poll	5
8. Responsibility Statement	5
9. Recommendation.....	6
10. General Information	6
 Appendix I — Explanatory Statement	 7
 Appendix II — Details of Directors Proposed for Re-election	 10
 Notice of Annual General Meeting	 13

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 20th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Central, Hong Kong on Thursday, 28 September 2017 at 11:00 a.m.
“Articles of Association”	articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	Prosten Health Holdings Limited
“Director(s)”	the director(s) of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange as amended from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue or deal with Shares up to 20% of the aggregate number of shares of the Company in issue on the date of passing of such resolution

DEFINITIONS

“Latest Practicable Date”	1 September 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Repurchase Mandate”	the general and unconditional mandate to the Directors to exercise all the powers of the Company to purchase Shares on the Stock Exchange up to 10% of the aggregate number of issued Shares of the Company on the date of passing of such resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution item 4 of the notice of AGM approving the Repurchase Mandate
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of Share(s)
“Shares”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



PROSTEN HEALTH HOLDINGS LIMITED

長達健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8026)

Executive Directors:

Mr. Xu Zhigang (*Chairman*)

Mr. Han Jun

Mr. Shi Liangsheng

Non-executive Directors:

Mr. Chen Weixi

Independent Non-executive Directors:

Mr. Poon Yan Wai

Mr. Xu Xiaoping

Mr. Lam Kwok Cheong

Registered office:

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business:

Unit 715, Star House

3 Salisbury Road

Tsim Sha Tsui

Hong Kong

6 September 2017

To the Shareholders:

Dear Sir or Madam,

**(I) PROPOSED GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES
(II) PROPOSED RE-ELECTION OF DIRECTORS
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Repurchase Mandate and the Issue Mandate; and (ii) the re-election of Directors.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in item 4 of the notice of AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the issued Shares of the Company at the date of passing of the resolution approving the Repurchase Mandate, being 121,096,372 Shares provided that no further Shares will be issued or repurchased prior to the AGM. An explanatory statement as required under the GEM Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in Appendix I to this circular. As at the Latest Practicable Date, there is no immediate plan to repurchase any existing Shares under the Repurchase Mandate.

3. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

It will also be proposed at the AGM two ordinary resolutions for granting to the Directors a general mandate to allot, issue and deal with not exceeding 20% of the issued Shares of the Company as at the date of passing the resolution set out in item 5 of the notice of AGM and adding to such general mandate so granted to the Directors any Shares representing the aggregate number Shares repurchased by the Company under the general mandate to repurchase Shares pursuant to the Repurchase Resolution set out in item 4 of the notice of AGM. As at the Latest Practicable Date, there is no immediate plan to issue any new Shares under the Issue Mandate. However, the Board will review the cash position of the Group from time to time to evaluate needs to raise fund under the Issue Mandate and to ensure sufficient cash is available to meet the working capital requirements and to finance the business development.

4. PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Xu Zhigang, Mr. Han Jun and Mr. Shi Liangsheng as executive Directors, Mr. Chen Weixi as non-executive Director, and Mr. Poon Yan Wai, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong as independent non-executive Directors.

Mr. Chen Weixi, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong, will retire from office as Directors at the AGM in accordance with article 108 of the Articles of Association of the Company. All of the above Directors, being eligible, will offer themselves for re-election at the AGM.

Brief biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Thursday, 28 September 2017. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 25 September 2017 to Thursday, 28 September 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending the AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 22 September 2017.

6. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 13 to 17 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Repurchase Mandate and Issue Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of Directors. A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website (www.hkgem.com) and the Company's website (www.prosten.com). In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must 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 AGM or any adjourned meeting thereof. The completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof, should they so wish.

7. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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 circular misleading.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that the resolutions as set out in the notice of AGM for (i) the granting of the Repurchase Mandate and the Issue Mandate, and (ii) the re-election of Directors, are in the best interests of the Company and the Shareholders and accordingly recommend the Shareholders to vote in favour of all such resolutions at the AGM.

10. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
PROSTEN HEALTH HOLDINGS LIMITED
Xu Zhigang
Chairman

The following is the explanatory statement required to be sent to Shareholders under the GEM Listing Rules in connection with the proposed Repurchase Mandate:

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,210,963,725 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of AGM respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 121,096,372 Shares, representing 10% of the issued Shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate, during the period up to (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 Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not purchase Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2017) in the event that the

proposed repurchase of Shares was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. MARKET PRICES

The highest and lowest prices at which the Shares were traded on the GEM during the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
September	0.365	0.280
October	0.340	0.275
November	0.310	0.250
December	0.270	0.181
2017		
January	0.243	0.209
February	0.265	0.240
March	0.395	0.240
April	0.345	0.295
May	0.340	0.290
June	0.320	0.208
July	0.244	0.212
August	0.255	0.206
September (Up to the Latest Practicable Date)	0.218	0.210

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates have any present intention to sell any Shares to the Company under the Repurchase Resolution if such is approved by the Shareholders.

No other connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Resolution is approved by the Shareholders.

6. TAKEOVERS CODE

If, as a result of a share repurchase, 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 the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Dynamic Peak Limited ("Dynamic Peak") (beneficially owned by Mr. Chen Weixi and Mr. Xu Zhigang as to 80% and 20% respectively) was interested in 294,276,619 Shares, representing approximately 24.30% of the issued share capital of the Company. Based on such shareholding, and in the event that the Directors exercised in full the Repurchase Mandate, the interests of Dynamic Peak in the issued share capital of the Company would be increased to approximately 27.00% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any other consequences that would arise under the Takeovers Code as a result of a repurchase pursuant to the Repurchase Mandate.

7. SHARES PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on GEM or otherwise) in the previous six months prior to the Latest Practicable Date.

The details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

1. **Mr. Chen Weixi** (“Mr. Chen”), aged 30, is a non-executive Director of the Company. Mr. Chen graduated from the department of economics from Southern Methodist University in the United States. Mr. Chen is currently the general manager of 深圳市金茂會投資有限公司 (Shenzhen Jin Mao Hui Investment Limited*) and 深圳前海紅鼎投資基金管理有限公司 (Shenzhen Qian Hai Hong Ding Investment Funds Management Limited*) and the chief investment officer of 深圳市紅鼎資產管理有限公司 (Shenzhen Hong Ding Assets Management Limited*). Mr. Chen has engaged in various areas in finance and real estate, managed different investment projects and conducted in-depth studies in the field of crowd-sourcing and online to offline aspects.

Mr. Chen was appointed by a letter of appointment for a term of one year commencing from 25 June 2017 and shall be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company or termination at any time before the expiration of the his term by either party giving to the other not less than three months’ prior notice in writing or by payment of three months’ fixed salary in lieu of such notice. Mr. Chen is entitled to an annual fixed salary of HK\$360,000 which was determined by the Board with reference to his duties and responsibilities, his experience, prevailing market conditions and the Company’s remuneration policy.

As at the Latest Practicable Date, Mr. Chen held 80% of the entire issued share capital of Dynamic Peak Limited, which was interested in 294,276,619 Shares of the Company. Mr. Chen does not have any relationships with any other directors, senior management or substantial or controlling shareholders of the Company. Mr. Chen did not hold any directorships in any other public listed companies in the last three years preceding the Latest Practicable Date.

Save as disclosed in this circular, Mr. Chen does not have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor does he have any other matters that need to be brought to the attention of the Shareholders.

2. **Mr. Xu Xiaoping** (“Mr. Xu”), aged 52, is an independent non-executive Director of the Company. Mr. Xu is an experienced management personnel. Mr. Xu started his career in 1989 and has served in 深華貿易有限公司 (Shen Hua Trading Limited*) and 天奇電子有限公司 (Tian Qi Electronics Limited*), which were companies carrying on the business of online banking services in the PRC. Mr. Xu has also acted as the chairman of the board of directors of 深圳市奔翔物流有限公司 (Shenzhen Ben Xiang Logistics Limited*), a company carrying on the business of air cargo services in the PRC. Mr. Xu is currently the investor of 嘉興友奔投資合夥企業 (Jia Xing You Ben Investment Partnership*), which is engaged in the venture capital business.

* The English translation of the name is for identification purpose only.

Mr. Xu was appointed by a letter of appointment for a term of one year commencing from 25 June 2017 and shall be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company or termination at any time before the expiration of the his term by either party giving to the other not less than three months' prior notice in writing or by payment of three months' fixed salary in lieu of such notice. Mr. Xu is entitled to a Director's fee of HK\$120,000 per annum which is determined with reference to the prevailing market conditions, and with regards to his experience, duties and responsibilities and the remuneration policy of the Company.

As at the Latest Practicable Date, Mr. Xu does not have any interests in any Shares of the Company within the meaning of Part XV of the SFO and he does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed in this circular, Mr. Xu does not have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor does he have any other matters that need to be brought to the attention of the Shareholders.

- 3. Mr. Lam Kwok Cheong** ("Mr. Lam"), aged 63, is an independent non-executive Director of the Company. Mr. Lam is a Justice of the Peace, a holder of a Bronze Bauhinia Star and a solicitor of the High Court of Hong Kong. Mr. Lam holds a bachelor of laws degree from the University of Hong Kong and has been a practicing solicitor for over 32 years. Mr. Lam is currently a member of the Buildings Ordinance Appeal Tribunal Panel, a member of the Panel of Adjudicators, Obscene Articles Tribunal, an ex-officio member of Heung Yee Kuk New Territories, a civil celebrant of marriages, a China-appointed Attesting Officer and a fellow of the Hong Kong Institute of Directors. Mr. Lam is an independent non-executive director of Sparkle Roll Group Limited (stock code: 970), which is a company with shares listed on the Stock Exchange. Mr. Lam was an independent non-executive director of Same Time Holdings Limited (now known as "GCL New Energy Holdings Limited") (stock code: 451) and Southwest Securities International Securities Limited (stock code: 812) until he resigned in May 2014 and September 2016 respectively, both of which are companies with shares listed on the Exchange. Mr. Lam was also appointed as a non-executive director of Sky Forever Supply Chain Management Group Limited (now known as "China Ocean Fishing Holding Limited") (Stock Code: 8047) and Mega Medical Technology Limited (stock code: 876) until he resigned in July 2015 and July 2016 respectively, both of which are companies with shares listed on the Exchange.

Mr. Lam was appointed by a letter of appointment for a term of one year commencing from 25 June 2017 and shall be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company or termination at any time before the expiration of the his term by either party giving to the other not less than three months' prior notice in writing or by payment of three months' fixed salary in lieu of such notice. Mr. Lam is entitled to a Director's fee of HK\$120,000 per annum which is determined with reference to the prevailing market conditions, and with regards to his experience, duties and responsibilities and the remuneration policy of the Company.

As at the Latest Practicable Date, Mr. Lam does not have any interests in any Shares of the Company within the meaning of Part XV of the SFO and he does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed in this circular, Mr. Lam does not have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor does he have any other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



PROSTEN HEALTH HOLDINGS LIMITED

長達健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8026)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of Prosten Health Holdings Limited (the “Company”) will be held on 20th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Central, Hong Kong on Thursday, 28 September 2017 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the “Directors”) and auditors for the year ended 31 March 2017;
2. (i) To re-elect the following Directors:
 - (a) Mr. Chen Weixi;
 - (b) Mr. Xu Xiaoping; and
 - (c) Mr. Lam Kwok Cheong;
- (ii) To authorise the board of directors (the “Board”) to fix the Directors’ remuneration;
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Group and to authorise the Board to fix their remuneration;
4. As a special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the

NOTICE OF ANNUAL GENERAL MEETING

“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Securities and Futures Commission and the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

- (b) The aggregate number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing this resolution, and the said approval 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 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 by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company (“Shareholders”) in general meeting revoking or varying the authority given to the Directors by this resolution.”
5. As a special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on GEM of, 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 and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares 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) of this resolution, otherwise than pursuant to (i) a rights issue where shares are offered to Shareholders or any class thereof on a fixed record date in proportion to their then holdings of shares or any class thereof (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); or (ii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to eligible participants thereunder or rights to acquire shares in the capital of the Company; or (iii) 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, shall not exceed 20% of the aggregate number of issued shares of the Company as at the date of passing this resolution and the said approval 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 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 by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. As a special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to the passing of ordinary resolutions set out in items 4 and 5 in the above notice, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to ordinary resolution set out in item 5 in the above notice be and is hereby extended by the addition of the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution set out in item 4 in the above notice, provided that such amount of shares shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing the said resolution.”

By Order of the Board
PROSTEN HEALTH HOLDINGS LIMITED
Xu Zhigang
Chairman

Hong Kong, 6 September 2017

Head office and principal place of business:
Unit 715, Star House, 3 Salisbury Road,
Tsim Sha Tsui,
Hong Kong

Notes:

1. As at the date of this notice, the Board comprises Mr. Xu Zhigang, Mr. Han Jun and Mr. Shi Liangsheng (all of them are executive Directors); Mr. Chen Weixi, (non-executive Director); Mr. Poon Yan Wai, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong (all of them are independent non-executive Directors).
2. Any Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote in his stead in accordance with the Articles of Association. A Shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a Shareholder of the Company.
3. In order to be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must 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 AGM or any adjourned meeting thereof.

NOTICE OF ANNUAL GENERAL MEETING

4. The register of members of the Company will be closed from Monday, 25 September 2017 to Thursday, 28 September 2017, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the AGM convened by the above notice, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 22 September 2017.

5. In relation to ordinary resolutions set out in items 4 to 6 in the above notice, the Directors wish to state that they have no immediate plan to repurchase any existing shares or issue any new shares of the Company as at the Latest Practicable Date.