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If you are in any 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 China Medical & HealthCare Group Limited (“Company”), you should at once hand this circular, the accompanying form of proxy and the 2023 Annual Report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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China Medical & HealthCare Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

- 1. PROPOSALS FOR RE-ELECTION OF DIRECTORS;**
 - 2. GENERAL MANDATES TO ISSUE SECURITIES
AND REPURCHASE SHARES;**
 - 3. PROPOSED SHARE PREMIUM REDUCTION;**
 - 4. PROPOSAL FOR PAYMENT OF FINAL DIVIDEND;**
 - AND**
 - 5. NOTICE OF ANNUAL GENERAL MEETING**
-

A notice convening the annual general meeting (“AGM”) of the Company to be held at Plaza 1-2, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 20 May 2024 at 11:00 a.m. is set out on pages 22 to 28 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 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 or postponement thereof. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the AGM or any adjournment or postponement thereof if they so wish.

17 April 2024

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DEFINITIONS

In this circular (other than in the notice of AGM), unless the context otherwise requires, the following expressions have the following meanings:

“2023 Annual Report”	annual report of the Company for the year ended 31 December 2023
“Accumulated Losses Account”	the accumulated losses of the Company
“AGL”	Allied Group Limited, a company incorporated in Hong Kong with limited liability, the ultimate holding company of the Company, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 373)
“AGM”	annual general meeting of the Company to be held at Plaza 1-2, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 20 May 2024 at 11:00 a.m. or any adjournment or postponement thereof
“Board”	board of Directors
“Bye-Laws”	the bye-laws of the Company (as amended from time to time)
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	China Medical & HealthCare Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Contributed Surplus Account”	the contributed surplus account of the Company within the meaning of the Companies Act
“Director(s)”	director(s) of the Company

DEFINITIONS

“Effective Date”	the date on which the Share Premium Reduction shall become effective, being the first business day immediately following the date of the AGM at which the relevant special resolution approving the Share Premium Reduction will be considered and, if appropriate, passed by the Shareholders or upon the day on which the requirements of section 46(2) of the Companies Act are fulfilled (whichever is later)
“Final Dividend”	the proposed final dividend of HK1 cent per Share in cash for the year ended 31 December 2023 to the Shareholders whose names appear on the register of members of the Company on the Record Date
“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
“Independent Non-Executive Director(s)”	independent non-executive Director(s) of the Company
“Latest Practicable Date”	12 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the Memorandum of Association of the Company (as amended from time to time)
“Record Date”	4 June 2024, being the record date for the determination of entitlement of the Shareholders to the Final Dividend
“Reduction of Accumulated Losses”	the offset of the credit amount arising from the Share Premium Reduction against the entire debit balance in the Accumulated Losses Account as at the Effective Date

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Buy-backs Code”	Hong Kong Code on Share Buy-backs
“Share Premium Account”	the share premium account of the Company
“Share Premium Reduction”	the proposed reduction of the amount of HK\$2,600,000,000 standing to the credit of the Share Premium Account as at the Effective Date with the credit arising therefrom to be used for the Reduction of Accumulated Losses and the balance credit arising therefrom be transferred to the Contributed Surplus Account and be applied by the Board in such manner as permitted under the laws of Bermuda and the Bye-laws, including payment of the Final Dividend
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Solvency Test”	(a) the Company is, or would after the payment of dividend be, able to pay its liabilities as they become due; and (b) the realisable value of the Company’s assets would not thereby be less than its liabilities
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TACI”	Tian An China Investments Company Limited, a company incorporated in Hong Kong with limited liability, the holding company of the Company, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 28)
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



China Medical & HealthCare Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

Executive Directors:

Mr. Kong Muk Yin
Mr. Guo Meibao
Mr. Zhou Haiying

Registered Office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Non-Executive Directors:

Mr. Lee Seng Hui (*Chairman*)
Mr. Mark Wong Tai Chun
Mr. Gao Zhaoyuan

Head Office and Principal Place of

Business in Hong Kong:

47th Floor
United Asia Finance Centre
333 Lockhart Road
Wanchai
Hong Kong

Independent Non-Executive Directors:

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

17 April 2024

To the Shareholders

Dear Sir or Madam,

- 1. PROPOSALS FOR RE-ELECTION OF DIRECTORS;**
- 2. GENERAL MANDATES TO ISSUE SECURITIES
AND REPURCHASE SHARES;**
- 3. PROPOSED SHARE PREMIUM REDUCTION;**
- 4. PROPOSAL FOR PAYMENT OF FINAL DIVIDEND;**
- AND**
- 5. NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among other things, (i) the re-election of Directors; (ii) the granting to the Directors of general mandates to issue securities of the Company and repurchase Shares up to 20% and 10% respectively of the total number of Shares in issue as at the date of the passing of such resolutions; (iii) the proposed Share Premium Reduction; and (iv) the proposal of payment of final dividend.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of ten (10) Directors, namely Mr. Kong Muk Yin, Mr. Guo Meibao, Mr. Zhou Haiying, Mr. Lee Seng Hui, Mr. Mark Wong Tai Chun, Mr. Gao Zhaoyuan, Mr. Zhang Jian, Dr. Xia Xiaoning, Dr. Wong Wing Kuen, Albert and Ms. Yang Lai Sum, Lisa.

Pursuant to Clause 99 of the Bye-Laws, Mr. Guo Meibao, Mr. Zhou Haiying and Ms. Yang Lai Sum, Lisa shall retire from their office by rotation and being eligible, will offer themselves for re-election at the AGM.

Pursuant to Clause 102 of the Bye-Laws, Mr. Lee Seng Hui and Mr. Mark Wong Tai Chun, being Directors appointed by the Board after the Company's last annual general meeting held on 1 June 2023, shall hold office until the AGM and, being eligible, offer themselves for re-election as Directors.

The nomination committee of the Company (the "Nomination Committee") has assessed and reviewed the biographies and the annual confirmation of independence of each of the Independent Non-Executive Director based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that Ms. Yang Lai Sum, Lisa, being Independent Non-Executive Director who will be subject to retirement and re-election at the AGM (the "Retiring Independent Non-Executive Director"), remain independent. The Nomination Committee has assessed and evaluated the performance and the overall contribution of the Retiring Independent Non-Executive Director based on the Company's Nomination Policy which was disclosed in the Corporate Governance Report of the 2023 Annual Report. The Nomination Committee is of the view that based on the Retiring Independent Non-Executive Director's perspectives, skills and experience, she will continue to bring valuable contributions to the Board and its diversity.

At the AGM, ordinary resolutions to re-elect retiring Directors, Mr. Guo Meibao, Mr. Zhou Haiying, Mr. Lee Seng Hui, Mr. Mark Wong Tai Chun and Ms. Yang Lai Sum, Lisa will be proposed in accordance with the Bye-Laws.

LETTER FROM THE BOARD

Details of the Directors being subject to retirement and re-election, as required to be disclosed under Chapter 13 of the Listing Rules, are set out in Appendix I hereto.

GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 1 June 2023, ordinary resolutions were passed for the granting of general mandates to the Directors (i) to allot, issue or otherwise deal with additional securities of the Company up to 20% of the total number of Shares in issue as at that date (“Existing Issue Mandate”); and (ii) to repurchase Shares up to 10% of the total number of Shares in issue as at that date (“Existing Repurchase Mandate”).

The Existing Issue Mandate and the Existing Repurchase Mandate will expire upon the conclusion of the AGM. The Directors consider that the Existing Issue Mandate and the Existing Repurchase Mandate will continue to increase the flexibility in dealing of the Company’s affairs and are in the interests of both the Company and the Shareholders as a whole, and that the same shall continue to be adopted by the Company.

Following the expiration of the Existing Issue Mandate, new general mandates to allot, issue or otherwise deal with additional securities of the Company up to 20% of the total number of Shares in issue as at the date of passing the resolution as set out in Resolution No. 4(i) of the notice of AGM will be proposed at the AGM. Subject to the passing of the resolution granting the proposed mandate to issue securities of the Company and on the basis that no further securities are issued or repurchased before the AGM, the Company will be allowed under such mandate to issue a maximum of 217,201,091 Shares, representing 20% of the total number of Shares in issue as at the Latest Practicable Date. In addition, a new general mandate to repurchase Shares up to 10% of the total number of Shares in issue as at the date of passing the resolution (“Share Repurchase Mandate”) as set out in Resolution No. 4(ii) of the notice of AGM will also be proposed at the AGM. A resolution authorising the extension of the general mandate to the Directors to issue securities of the Company to include the total number of such Shares repurchased (if any) under the Share Repurchase Mandate is to be proposed as Resolution No. 4(iii) of the notice of AGM at the AGM.

With reference to the proposed new general mandates, the Directors, as at the Latest Practicable Date, wish to state that they have no immediate plans to issue any new securities of the Company pursuant to the relevant mandates.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against Resolution No. 4(ii) to be proposed at the AGM in relation to the proposed Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

THE PROPOSED SHARE PREMIUM REDUCTION

The Board intends to put forward to the Shareholders a proposal to reduce the share premium of the Company pursuant to the laws of Bermuda and the Bye-laws. The amount standing to the credit of the Share Premium Account as at 31 December 2023, based on the audited consolidated financial statements of the Company, was approximately HK\$2,972,046,000. It is proposed that an amount of HK\$2,600,000,000 standing to the credit of the Share Premium Account as at the Effective Date be reduced in accordance with section 46 of the Companies Act and Bye-law 59 of the Bye-laws and that HK\$2,600,000,000 be used to offset the entire debit amount of the Accumulated Losses Account and the balance credit arising therefrom be transferred to the Contributed Surplus Account.

REASONS FOR THE SHARE PREMIUM REDUCTION

Pursuant to the Companies Act and the Bye-laws, subject to the Solvency Test, the Company may pay dividends or make distributions to its members out of the Contributed Surplus Account. The Share Premium Reduction and the Reduction of Accumulated Losses and the subsequent transfer of balance credit arising therefrom to the Contributed Surplus Account will therefore increase the distributable reserves of the Company, thereby giving the Company greater flexibility in its dividend policy and making distributions to the Shareholders in the future, including the payment of the Final Dividend to the Shareholders.

As at 31 December 2023, based on the audited consolidated financial statements of the Company, the amounts to the credit of the Share Premium Account and the Contributed Surplus Account and to the debit of the Accumulated Losses Account were approximately HK\$2,927,046,000, HK\$nil and HK\$2,255,684,000, respectively. The Directors consider it is unnecessary to maintain the Share Premium Account at its current level but prefer to offset the entire debit balance of the Accumulated Losses Account as at the Effective Date.

The Share Premium Reduction and the application of HK\$2,600,000,000 arising therefrom to offsetting the entire debit amount in the Accumulated Losses Account as at the Effective Date and the subsequent transfer of balance credit arising therefrom to the Contributed Surplus Account will give the Company more flexibility on corporate matters in future including the payment of the Final Dividend. The Directors believe that the Share Premium Reduction is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

EFFECTS OF THE SHARE PREMIUM REDUCTION AND REDUCTION OF ACCUMULATED LOSSES

The effect of the Share Premium Reduction and Reduction of Accumulated Losses (assuming completion as at 31 December 2023) is illustrated as follows:

	Distributable Reserves			Total
	Share Premium Account	Contributed Surplus Account	Accumulated Losses Account	
The Company	HK\$'000	HK\$'000	HK\$'000	HK\$'000
As at 31 December 2023	2,927,046	—	(2,255,684)	(2,255,684)
After the Share Premium Reduction and Reduction of Accumulated Losses	327,046	344,316	—	344,316

The implementation of the Share Premium Reduction neither involves a reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares. Save for the expenses incurred by the Company in relation to the Share Premium Reduction, the implementation of the Share Premium Reduction will not, in itself, have any material adverse effect on the underlying assets, liabilities, cash flow or financial position of the Company or the interests of the Shareholders as a whole.

The Directors are of the view that there are no reasonable grounds for believing that the Company is, or after the Effective Date will be, unable to pay its liabilities as they become due.

CONDITIONS OF THE SHARE PREMIUM REDUCTION

The Share Premium Reduction is conditional upon the following being fulfilled:

- (a) the passing of a special resolution by the Shareholders to approve the Share Premium Reduction at the AGM;
- (b) compliance with the requirements of section 46(2) of the Companies Act to effect the Share Premium Reduction; and

LETTER FROM THE BOARD

- (c) the Directors having satisfied that on the Effective Date, there are no reasonable grounds for believing that the Company is, or after the Effective Date will be, unable to pay its liabilities as they become due.

Subject to the fulfillment of the above conditions, it is expected that the Share Premium Reduction shall become effective on the first business day immediately following the date of passing of the special resolution to approve the Share Premium Reduction at the AGM or upon the day on which the requirements of section 46(2) of the Companies Act are fulfilled (whichever is later).

PAYMENT OF FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT AND CONTRIBUTED SURPLUS

As announced by the Company in its announcements dated 15 March 2024 and 18 March 2024 regarding the annual results of the Group for the year ended 31 December 2023, the Board recommended the payment of the Final Dividend to the Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date. The Final Dividend is intended to be funded through and paid out of the Share Premium Reduction (after taking into account the Reduction of Accumulated Losses) and thus, the payment of the Final Dividend is subject to and conditional upon the approval of the Share Premium Reduction by the Shareholders at the AGM.

As at 31 December 2023, based on the audited consolidated financial statements of the Company, the amounts standing at the credit of the Share Premium Account and the Contributed Surplus Account were HK\$2,927,046,000 and HK\$nil, respectively. By way of the Share Premium Reduction, the Board proposed to use the balance credit standing at the credit of the Contributed Surplus Account, after the Share Premium Reduction and Reduction of Accumulated Losses, for the payment of the Final Dividend.

Conditions of the payment of the Final Dividend

The payment of the Final Dividend out of the Contributed Surplus Account is conditional upon the passing of a special resolution by the Shareholders to approve the Share Premium Reduction.

LETTER FROM THE BOARD

Payment of Final Dividend

The Final Dividend is payable to the Shareholders whose names appear on the register of members of the Company at close of business on Tuesday, 4 June 2024, being the record date for determination of entitlement to the Final Dividend. In order to qualify for the Final Dividend, all transfer documents 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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 31 May 2024.

AGM

The notice of the AGM to be held at Plaza 1-2, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 20 May 2024 at 11:00 a.m. is set out on pages 22 to 28 of this circular. A copy of the 2023 Annual Report is despatched to the Shareholders together with this circular. Ordinary resolutions in respect of, inter alia, the re-election of Directors, the general mandates to issue securities of the Company and repurchase Shares will be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The resolutions to be proposed at the AGM do not relate purely to a procedural or administrative matter. Accordingly, all resolutions set out in the notice of AGM will be put to vote by way of poll at the AGM. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company 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 or postponement thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment or postponement thereof if they so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for approval of the re-election of the retiring Directors, the grant of general mandates to issue securities of the Company and repurchase Shares, and to add the total number of Shares that may be repurchased to the total number of Shares that may be allotted pursuant to the general mandate to issue securities of the Company, the Share Premium Reduction and the payment of a Final Dividend are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

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,

By Order of the Board

China Medical & HealthCare Group Limited

Kong Muk Yin

Executive Director

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

Mr. Lee Seng Hui (“Mr. Lee”), aged 55, was appointed the Chairman and a non-executive director of the Company on 10 October 2023. Mr. Lee graduated from the Law School of the University of Sydney with Honours. Previously, he worked with Baker & McKenzie and N M Rothschild & Sons (Hong Kong) Limited. Mr. Lee is the chief executive and an executive director of AGL, Mr. Lee is also the chairman and a non-executive director of TACI and a non-executive director of APAC Resources Limited (“APAC”, a company listed on the main board of the Stock Exchange, Stock Code: 1104). He is the non-executive chairman of Mount Gibson Iron Limited (a company listed on the Australian Securities Exchange). Save as disclosed above, Mr. Lee did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

As at the Latest Practicable Date, Mr. Lee together with Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. The Lee and Lee Trust controlled approximately 74.99% of the total number of issued shares of AGL (inclusive of Mr. Lee’s personal interest), which in turn indirectly owned approximately 51.19% of the total number of issued Shares and were therefore deemed to have an interest in the Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Lee and the Company, the term of his service, if re-elected at the AGM, shall continue for a period of two years, and shall be renewed automatically for successive two-year term or until terminated in accordance with the said letter of appointment. His appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the Bye-Laws or any other applicable laws whereby he shall vacate his office. As at the Latest Practicable Date, Mr. Lee is entitled to receive HK\$150,000 per annum as Director’s remuneration is determined by the Board based on recommendation of the remuneration committee of the Company with reference to the market salary range for the position, his qualifications, experience and level of responsibilities undertaken.

Save as disclosed above, Mr. Lee did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Taking into consideration Mr. Lee’s experience and contributions to the Company, the Nomination Committee has recommended and the Board has considered that it is in the interests of the Company to re-appoint Mr. Lee as the Chairman of the Company.

There are no other matters or information in relation to Mr. Lee’s re-election that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Guo Meibao (“Mr. Guo”), aged 50, was appointed as an executive director of the Company on 22 September 2018. Mr. Guo graduated with a major in Financial Accounting in 1995 and obtained an Executive Master of Business Administration from Fudan University, a Master of Business Administration from the Open University of Macau and a Certified Public Accountant in the People’s Republic of China (the “PRC”). He has more than 20 years of financial, operational and investment management experience in the PRC’s medical, property and other industries. Mr. Guo was the chairman of 深圳市大馬化投資有限公司 from March 2017 to September 2018. He was a financial controller and the chief executive officer and chairman of 同仁醫療產業集團有限公司 (Tongren Healthcare Industry Group Co., Ltd., a wholly- owned subsidiary of the Company) from October 2010 to October 2013 and from October 2013 to March 2017 respectively. He was a financial controller and the general manager and chairman of 連雲港嘉泰建設工程有限公司 (Lianyungang Jiatai Construction Co., Ltd., a wholly-owned subsidiary of the Company) from June 2006 to October 2010 and from January 2014 to March 2017 respectively. He was also a financial controller of 廣東今宇高爾夫球俱樂部 (Long Island Golf & Country Club) from December 1998 to June 2006. Save as disclosed above, Mr. Guo did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

Mr. Guo has entered into a service agreement with the Company for a term of two years and the term of his service shall be renewed automatically for successive two-year term or until terminated in accordance with the said service agreement. His appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the Bye-Laws or any other applicable laws whereby he shall vacate his office. Mr. Guo is entitled to receive a monthly remuneration of RMB100,000, one month year-end double pay and performance based discretionary bonus. His remuneration is determined with reference to market rates and his duties and responsibilities in the Company.

Save as disclosed above, Mr. Guo did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There are no other matters or information in relation to Mr. Guo’s re-election that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Zhou Haiying (“Mr. Zhou”), aged 53, was appointed as an executive director of the Company on 6 December 2018. Mr. Zhou graduated from Jiangxi University of Finance and Economics with a Bachelor’s Degree. He acts as the chief operating officer of Tsinghua Tongfang Co., Ltd. (“THTF”, a company listed on the Shanghai Stock Exchange, stock code: 600100) since April 2020. From 9 January 2020 to 16 October 2023, Mr. Zhou was a non-executive director of Neo-Neon Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 1868). From January 2018 to February 2020, he acted as a financial controller and the chief financial officer of THTF. From June 2003 to January 2018, he has served successively as a senior manager, the deputy director of the finance department, head of asset management department, the general manager of the capital finance department and an assistant to the president of Tsinghua Holdings Co., Ltd. In addition, he also worked as a director of Liaoning Road & Bridge Construction Corporation (遼寧省路橋建設集團有限公司), a director of Beijing Huahuan Electronics Co., Ltd. (北京華環電子股份有限公司) and the supervisor of Unisplendour Corporation Limited (紫光股份有限公司). Save as disclosed above, Mr. Zhou did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

Mr. Zhou has entered into a service agreement with the Company for a term of two years and the term of his service shall be renewed automatically for successive two-year term or until terminated in accordance with the said service agreement. His appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the Bye-Laws or any other applicable laws whereby he shall vacate his office. Mr. Zhou is not entitled to the Director’s remuneration.

Save as disclosed above, Mr. Zhou did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There are no other matters or information in relation to Mr. Zhou’s re-election that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Mark Wong Tai Chun (“Mr. Wong”), aged 59, was appointed as a non-executive director of the Company on 10 October 2023. He has a Master’s Degree in Business Administration and is a fellow of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, The Chartered Governance Institute and The Hong Kong Chartered Governance Institute. Mr. Wong is the director of investment of AGL. He is also an alternate director to Mr. Arthur George Dew (“Mr. Dew”) in APAC, Tanami Gold NL (“Tanami Gold”) and Dragon Mining Limited (a company listed on the main board of the Stock Exchange, Stock Code: 1712), and ceased to be an alternate director to Mr. Dew in Tian An Australia Limited (“Tian An Australia”) with effect from the close of its annual general meeting held on 19 May 2023. Tanami Gold and Tian An Australia are companies listed on the Australian Securities Exchange. He is also a director of SHK Hong Kong Industries Limited (previously listed on the Stock Exchange until 22 April 2021). Save as disclosed above, Mr. Wong did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

Pursuant to the letter of appointment entered into between Mr. Wong and the Company, the term of his service, if re-elected at the AGM, shall continue for a period of two years, and shall be renewed automatically for successive two-year term or until terminated in accordance with the said letter of appointment. His appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the Bye-Laws or any other applicable laws whereby he shall vacate his office. As at the Latest Practicable Date, Mr. Wong is entitled to receive HK\$150,000 per annum as Director’s remuneration is determined by the Board based on recommendation of the remuneration committee of the Company with reference to the market salary range for the position, his qualifications, experience and level of responsibilities undertaken.

Save as disclosed above, Mr. Wong did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There are no other matters or information in relation to Mr. Wong’s re-election that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Ms. Lisa Yang Lai Sum (“Ms. Yang”), aged 57, was appointed an Independent Non-Executive Director on 6 December 2018. She graduated from the University of Sydney with a Bachelor’s Degree in Law and Economics and is also qualified as a solicitor in Australia and England. She is a practising solicitor in Hong Kong and a consultant of ONC Lawyers. Ms. Yang is also an independent non-executive director of each of AGL, TACI, and Asiasec Properties Limited (a company listed on the main board of the Stock Exchange, Stock Code: 271), a fellow subsidiary of the Company. Save as disclosed above, Ms. Yang did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

In considering Ms. Yang’s re-election, the Board, with the assistance and recommendation from the Nomination Committee, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, nationality, length of service, and the professional experience, skills and expertise Ms. Yang can provide. The Board is of the view that during her tenure as Independent Non-Executive Director, Ms. Yang has made positive and valuable contributions to the Company’s strategy, policies and performance with her independent advice, comments, judgment and objective views from the perspective of her legal background coupled with her general understanding of business of the Group. She also contributes to the diversity of the Board particularly because of her gender. Holding not more than seven listed company directorship, she is able to devote sufficient time and attention to perform the duties as Independent Non-Executive Director. In view of the above, Ms. Yang’s re-election is considered to be of benefit to the Company.

Pursuant to the letter of appointment entered into between Ms. Yang and the Company, the term of her service, if re-elected at the AGM, shall continue for a period of two years, and shall be renewed automatically for successive two-year term or until terminated in accordance with the said letter of appointment. Her appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the Bye-Laws or any other applicable laws whereby she shall vacate her office. Ms. Yang is entitled to receive HK\$150,000 per annum as Director’s remuneration which determined with is determined by reference to the market salary range for the position.

Save as disclosed above, Ms. Yang did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company nor had she any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Ms. Yang has also given an annual confirmation of her independence to the Company pursuant to Rule 3.13 of the Listing Rules and is considered by the Board to be independent.

There are no other matters or information in relation to Ms. Yang’s re-election that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Share Repurchase Mandate.

TOTAL NUMBER OF SHARES IN ISSUE

As at the Latest Practicable Date, the total number of Shares in issue was 1,086,005,457 Shares.

Subject to the passing of the resolution granting the proposed Share Repurchase Mandate and on the basis that the total number of Shares in issue of the Company remains unchanged on the date of the AGM, the Company will be allowed to repurchase a maximum of 108,600,545 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

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

The Directors would exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on the terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 December 2023, being the date to which the latest published audited financial statements of the Company were made up, if the general mandate to repurchase Shares was to be exercised in full at any time during the proposed repurchase period, it may have a material adverse impact on the working capital and gearing level of the Company.

The Directors do not propose to exercise the mandate to repurchase Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements of the Company or the gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

FUNDING OF REPURCHASES

Repurchases to be made pursuant to the proposed Share Repurchase Mandate to repurchase Shares would be financed out of funds legally available for such purpose in accordance with the Memorandum of Association and the Bye-Laws, the applicable laws of Bermuda, the Listing Rules and any other applicable laws. Such funds include, but are not limited to, profits available for distribution.

EFFECT OF THE TAKEOVERS CODE AND SHARE BUY-BACKS CODE

Upon the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interests in the voting rights of the Company increase, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

Name of Shareholders	Number of Shares interested	Approximate % of the total number of Shares in issue	Notes	Approximate % of the total number of Shares in issue should the Share Repurchase Mandate be exercised in full
TACI	556,097,010	51.20%	1	56.89%
Lee and Lee Trust	556,097,010	51.20%	2, 3, and 4	56.89%
Cool Clouds Limited ("Cool Clouds")	200,000,000	18.42%	5	20.46%
Victor Beauty Investments Limited ("Victor Beauty")	100,000,000	9.21%	6	10.23%

Notes:

1. The figure represents the interest in 556,097,010 Shares held by Fareast Global Limited ("FGL"), a wholly-owned subsidiary of TACI.

2. This represents the same interests of TACI in 556,097,010 shares.
3. AGL, through its wholly-owned subsidiaries, indirectly owned approximately 56.94% of the total number of issued shares of TACI and was therefore deemed to have an interest in the Shares in which TACI held through FGL.
4. Mr. Lee Seng Hui, Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. The Lee and Lee Trust controlled approximately 74.99% of the total number of issued shares of AGL (inclusive of Mr. Lee Seng Hui's personal interests) and was therefore deemed to have an interest in the Shares in which AGL held through TACI.
5. This represents the interest in 200,000,000 Shares (excluding all underlying Shares pursuant to derivatives).
6. This represents the interest in 100,000,000 Shares (excluding all underlying Shares pursuant to derivatives).

As at the Latest Practicable Date, TACI was interested in 556,097,000 Shares, representing approximately 51.20% of the total number of Shares in issue.

Based on such interests in the Shares and in the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the AGM, the interests of TACI will be increased to approximately 56.89% of the total number of Shares in issue. To the best of the knowledge and belief of the Directors, such increase in the interests of TACI will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. However, assuming that the Share Repurchase Mandate is fully exercised, according to the register maintained by the Company under Section 336 of the SFO and as at the Latest Practicable Date, the shareholdings (excluding all underlying Shares pursuant to derivatives) of Cool Clouds and Victor Beauty in the Company will be increased to approximately 20.46% and 10.23% respectively. Accordingly, the shareholdings of the aforesaid substantial shareholders of the Company will become approximately 87.58% in aggregate, and therefore the total number of Shares held by the public (as defined under Listing Rules) will be reduced to less than the prescribed minimum percentage of 25% of the total number of Shares in issue as required by the Listing Rules. The Directors have no immediate intention to repurchase Shares to the extent that it will result in the total number of Shares held by the public being reduced to less than 25% of the total number of Shares in issue if the Share Repurchase Mandate is approved at the AGM.

PRICE OF THE SHARES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	1.068	0.841
May	1.068	0.840
June	0.900	0.860
July	0.890	0.860
August	0.890	0.860
September	0.900	0.860
October	0.900	0.800
November	0.810	0.800
December	0.810	0.800
2024		
January	0.930	0.750
February	0.750	0.690
March	0.700	0.660
April (up to the Latest Practicable Date)	0.700	0.660

REPURCHASE OF SHARES MADE BY THE COMPANY

No repurchase of Shares have been made by the Company on the Stock Exchange or otherwise during the six months immediately preceding the Latest Practicable Date.

GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Share Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchases of the Shares.

The Directors will exercise the Share Repurchase Mandate to repurchase any Shares in accordance with the Memorandum of Association and the Bye-Laws, the applicable laws of Bermuda, the Listing Rules and any other applicable laws. Neither this explanatory statement nor the Share Repurchase Mandate has any unusual features.

NOTICE OF AGM



China Medical & HealthCare Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

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 Monday, 20 May 2024 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 2023.
2. (i) (a) To re-elect Mr. Lee Seng Hui as director.
(b) To re-elect Mr. Guo Meibao as director.
(c) To re-elect Mr. Zhou Haiying as director.
(d) To re-elect Mr. Mark Wong Tai Chun as director.
(e) To re-elect Ms. Yang Lai Sum, Lisa as director.
(ii) To authorise the board of directors (the “Board”) to fix their remuneration.
3. To re-appoint BDO Limited as the auditor of the Company and authorise the Board to fix its remuneration.

NOTICE OF AGM

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

4. (i) **“THAT:**
- (a) subject to paragraph (c) of this Resolution, 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 allot, issue or otherwise deal with additional shares of the Company (the “Shares”) or securities convertible into such Shares or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the total number of the 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 given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any options granted 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; or

NOTICE OF AGM

(iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the bye-laws of the Company (the “Bye-Laws”) from time to time;

shall not exceed 20% of the total number of Shares in issue at the date of passing of this Resolution and the said approval shall be limited accordingly;

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(e) 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 Bye-Laws or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (“Shareholders”) in general meeting; and

‘Rights Issue’ means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion 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 applicable to the Company).”

NOTICE OF AGM

(ii) “**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 on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; 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 Bye-Laws or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF AGM

- (iii) “**THAT** conditional upon the passing of Resolutions Nos. 4 (i) and 4 (ii) as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution No. 4 (i) as set out in the notice convening the Meeting be and is hereby extended by the addition thereto of a number representing the total number of the Shares repurchased by the Company under the authority granted pursuant to the Resolution No. 4 (ii) as set out in the notice convening the Meeting, provided that such number shall not exceed 10% of the total number of Shares in issue at the date of the passing of this Resolution.”

SPECIAL RESOLUTION

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

5. “**THAT** subject to and conditional upon compliance with section 46(2) of the Companies Act 1981 of Bermuda (as amended from time to time), and with effect from the first business day immediately following the day of passing this special resolution or upon the day on which the above condition is fulfilled (whichever is the later) (the “Effective Date”):
- (a) approximately HK\$2,600,000,000 standing to the credit of the share premium account of the Company on the Effective Date be used to offset the entire debit amount in the Company’s accumulated losses account as at the Effective Date, and that the balance credit arising therefrom be transferred to the contributed surplus account of the Company (the “Share Premium Reduction”);
 - (b) the Board of the Company or a committee thereof be and is authorised to apply the entire amount standing to the credit of the contributed surplus account of the Company in such manner as they consider appropriate from time to time, including but not limited to the payment of the final dividend referred to in the Resolution No. 6 below; and
 - (c) any director of the Company be and is hereby authorised to carry out all acts and things, and to approve, sign and execute (including affixing the common seal of the Company where required) all such documents on behalf of the Company, which they may consider appropriate, necessary or desirable to give effect to or to implement the Share Premium Reduction and the foregoing.”

NOTICE OF AGM

ORDINARY RESOLUTION

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

6. Subject to the special Resolution No. 5 above being passed, to declare and approve payment to the Shareholders of the Company a final dividend of HK1 cent per ordinary share of the Company for the year ended 31 December 2023.

By Order of the Board
China Medical & HealthCare Group Limited
Kong Muk Yin
Executive Director

Hong Kong, 17 April 2024

Registered Office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

NOTICE OF AGM

Notes:

1. All resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
3. A form of proxy in respect of the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjourned meeting or postponement thereof if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
4. 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 or authority, must be deposited at 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-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time fixed for holding of the Meeting or any adjournment or postponement thereof.
5. 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 or she was solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of such 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.
6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 14 May 2024 to Monday, 20 May 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order for a Shareholder to be eligible to attend and vote at the Meeting, all transfer forms 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 not later than 4:30 p.m. on Monday, 13 May 2024.