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

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 383)**

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

**NOTICE IS HEREBY GIVEN** that a special general 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 Wednesday, 22 February 2023, at 11:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, passing with or without modification the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** subject to the fulfilment of all the conditions (the “**Conditions**”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 1 February 2023, a copy of which has been tabled at the meeting, with effect from the second business day immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is later):

- (a) every twenty (20) issued and unissued ordinary shares of HK\$0.0005 each in the share capital of the Company (the “**Existing Shares**”) be consolidated into one (1) ordinary share of HK\$0.01 each (the “**Consolidated Shares**”) (the “**Share Consolidation**”), such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the constitutional documents of the Company so that following the Share Consolidation, the authorised share capital of the Company will be changed from HK\$300,000,000 divided into 600,000,000 Existing Shares of par value of HK\$0.0005 each to HK\$300,000,000 divided into 30,000,000 Consolidated Shares of par value of HK\$0.01 each;
- (b) all fractional entitlements (if any) to the issued Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and

- (c) any one of the Directors be and is hereby authorised generally to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company, if appropriate) he or she considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

By Order of the Board  
**China Medical & HealthCare Group Limited**  
**Chong Sok Un**  
*Deputy Chairman*

Hong Kong, 1 February 2023

*Notes:*

- (1) A member of the Company entitled to attend and vote at the aforesaid meeting is entitled to appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk/>) by using the username and password provided on the notification letter sent by the Company not later than 48 hours before the time appointed for holding of the special general meeting (i.e. 11:00 a.m. on Monday, 20 February 2023) or any adjournment thereof.

**In view of the ongoing Coronavirus Disease 2019 (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise your voting rights by appointing the chairperson of the meeting as your proxy to vote on the relevant resolutions at the meeting as an alternative to attending the meeting in person.**

- (4) All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution to be voted by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (5) For the purpose of determining the entitlement of the members to attend and vote at the special general meeting, the register of members of the Company will be closed from Friday, 17 February 2023 to Wednesday, 22 February 2023 (both days inclusive), during which period no transfer of Shares of the Company will be registered. Members whose names appear on the register of members of the Company on Wednesday, 22 February 2023 will be entitled to attend and vote at the special general meeting. All transfers of Shares accompanied by the relevant share certificates and the appropriate transfer forms 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 Thursday, 16 February 2023.

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

*Executive Directors*

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

*Non-Executive Directors*

*Mr. Lai Hin Wing Henry Stephen and Mr. Gao Zhaoyuan*

*Independent Non-Executive Directors*

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