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If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 securities in China Medical & HealthCare Group Limited, you should at once hand this circular with the accompanying form of proxy and the 2020 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)

GENERAL MANDATES TO REPURCHASE AND ISSUE SECURITIES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of China Medical & HealthCare Group Limited (the “**Company**”) to be held at Plaza 3 & 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 10 June 2021 at 11:00 a.m. is set out in Appendix III on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting of the Company is also enclosed. Whether or not you are able to attend the annual general meeting of the Company, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon and return the same to the office of the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated URL (<https://emeeting.tricor.hk/#/490>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not later than 48 hours before the time appointed for holding of the annual general meeting of the Company or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting of the Company or any adjournment thereof if you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this document for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the AGM, including:

- **compulsory temperature checks**
- **compulsory wearing of surgical face masks for each attendee**
- **no provision of refreshments or drinks**
- **limited capacity and appropriate seating arrangement for attendees**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue.

For the health and safety of the Shareholders, the Company encourages the Shareholders to consider appointing the chairman of the Meeting as their proxy instead of attending the AGM in person.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the annual general meeting (the “AGM” or “Meeting”):

- (i) Compulsory body temperature checks will be conducted on every shareholder of the Company (the “Shareholder(s)”), proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue and be asked to leave the AGM venue;
- (ii) All Shareholders, proxies and other attendees that (a) have travelled, and have been in close contact with any person who has travelled from the mainland China, Macau and Taiwan at any time in the preceding fourteen (14) days, or from overseas at any time in the preceding twenty-one (21) days (as per guidelines issued by the Government of the Hong Kong Special Administrative Region (the “**Hong Kong Government**”) at www.chp.gov.hk); (b) are, and have been, in close contact with any person who is, subject to any Hong Kong Government prescribed compulsory quarantine (including home quarantine); (c) are, and have been, in close contact with anyone who has contracted COVID-19, has been tested preliminarily positive of COVID-19 or is suspected of contracting COVID-19; or (d) have any flu-like symptoms, may be denied entry into the AGM venue and be asked to leave the AGM venue;
- (iii) All the Shareholders, proxies and other attendees are required to wear surgical face masks inside the AGM venue at all times. Any person who does not comply with this requirement may be denied entry into the AGM venue and be asked to leave the AGM venue;
- (iv) No refreshments or drinks will be served; and
- (v) Limited capacity and appropriate seating arrangement in line with the guidance from the Hong Kong Government will be made.

To the extent permitted under the laws of Hong Kong, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the health and safety of the attendees at the AGM.

For the health and safety of the Shareholders and in accordance with recent COVID-19 guidelines for prevention and control, the Company reminds all the Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative to attending the Meeting in person, the Shareholders are encouraged to consider appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM by submitting proxy forms with voting instructions inserted.

The proxy form is attached to this circular and can otherwise be downloaded from the Company’s website at <http://www.cmhg.com.hk> and the website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk>. If you are not a registered Shareholder (i.e. if your shares of the Company (the “Shares”) are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

LETTER FROM THE BOARD



China Medical & HealthCare Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

Executive Directors:

Ms. Chong Sok Un (*Deputy Chairman*)
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:

Dato' Wong Peng Chong
Mr. Zheng Zhen
Mr. Lai Hin Wing Henry Stephen

*Head Office and Principal Place of
Business in Hong Kong:*

47th Floor
China Online 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

30 April 2021

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SECURITIES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the AGM to be held on 10 June 2021.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO REPURCHASE AND ISSUE BY THE COMPANY OF ITS SECURITIES

At the annual general meeting of the Company held on 11 June 2020, a general mandate was given to the directors of the Company (the “**Director(s)**”) to exercise the powers of the Company to repurchase its securities. Such mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to give a fresh general mandate to the Directors to exercise the powers of the Company to repurchase, for a term and in the terms as stated in the said ordinary resolution, the Shares of HK\$0.0005 each in and up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing such ordinary resolution (the “**Repurchase Mandate**”).

An explanatory statement, as required under the relevant rules set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**” and the “**Stock Exchange**” respectively) regarding the repurchase by companies with primary listings on the Stock Exchange of their own securities to provide the requisite information on the Repurchase Mandate is set out in Appendix I hereto.

In addition to the ordinary resolution regarding the Repurchase Mandate, two other ordinary resolutions will also be proposed at the AGM, one of which purports to grant to the Directors a general mandate to allot, issue and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution (the “**Issue Mandate**”); and the other purports to extend the limit under such Issue Mandate if granted to the Directors by adding the number of Shares representing the aggregate nominal amount of the Shares in the issued capital of the Company repurchased by the Company under the Repurchase Mandate (the “**Extension Mandate**”).

Assuming that there is no change in the issued share capital of the Company from 26 April 2021, the latest practicable date prior to the printing of this circular (the “**Latest Practicable Date**”), to the date of passing the relevant resolution, the maximum number of Shares that may be issued pursuant to the Issue Mandate is 2,896,014,554.

3. RE-ELECTION OF DIRECTORS

Pursuant to Clause 99 of the Bye-Laws of the Company (the “**Bye-Laws**”), Ms. Chong Sok Un, Mr. Guo Meibao, Mr. Zhang Jian and Dr. Xia Xiaoning shall retire from their office by rotation and being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Pursuant to Clause 102 of the Bye-Laws, Mr. Zheng Zhen and Mr. Lai Hin Wing Henry Stephen shall retire and being eligible, offer themselves for re-election at the AGM.

Mr. Zhang Jian has served on the board of directors of the Company (the “**Board**”) as an independent non-executive director (“**INED(s)**”) for more than nine years and, during such tenure, he has given independent guidance and advice to the Company. The Company has received from Mr. Zhang Jian his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is satisfied that Mr. Zhang Jian remains independent, and considers that Mr. Zhang Jian would be able to continue to discharge his duties as an INED and should be re-elected at the AGM subject to a separate resolution to be approved by the Shareholders pursuant to the requirement of the Listing Rules, particularly in view of his extensive experience and valuable contribution to the Board.

The Nomination Committee has assessed and reviewed the biographies and the annual confirmation of independence of each of the INEDs based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that Mr. Zhang Jian and Dr. Xia Xiaoning, both being INEDs who will be subject to retirement and re-election at the AGM (the “**Retiring INED(s)**”), remain independent. The Nomination Committee has assessed and evaluated the performance and the overall contribution of all the Retiring INEDs based on the Company’s Nomination Policy which was disclosed in the Corporate Governance Report of the Annual Report of the Company for the year ended 31 December 2020. The Nomination Committee is of the view that based on all the Retiring INEDs’ perspectives, skills and experience, they will continue to bring valuable contributions to the Board and its diversity.

At the AGM, ordinary resolutions to re-elect retiring Directors, Ms. Chong Sok Un, Mr. Guo Meibao, Mr. Zheng Zhen, Mr. Lai Hin Wing Henry Stephen, Mr. Zhang Jian and Dr. Xia Xiaoning will be proposed in accordance with the Bye-Laws.

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 II hereto.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

The contents of the ordinary resolutions to be proposed at the AGM are set out in Appendix III hereto.

A form of proxy for use at the AGM is enclosed hereto. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon and return the same to the office of the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://emeeting.tricor.hk/#/490>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not later than 48 hours before the time appointed for 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 adjournment thereof if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. RECOMMENDATION

The Directors believe that the proposed ordinary resolutions for the Repurchase Mandate, Issue Mandate, Extension Mandate and re-election of Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the aforesaid proposed resolutions at the AGM.

The notice of AGM dated 30 April 2021 is set out in Appendix III of this circular.

Should there be any inconsistencies between the English text and the Chinese text of this circular, the English text of this circular will prevail over the Chinese text.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were in issue an aggregate of 14,480,072,773 Shares.

Subject to the passing and pursuant to the terms of the ordinary resolution regarding the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM to be held on 10 June 2021, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,448,007,277 Shares.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASE AND MATERIAL ADVERSE IMPACT

In repurchasing Securities, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-Laws and the laws of Bermuda. The amount of premium payable on repurchase may only be paid out of either the profits that would otherwise be available for dividend or out of the share premium or contributed surplus accounts of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in its Annual Report for the year ended 31 December 2020 in the event that the Repurchase Mandate was to be exercised 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 or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during the current month and each of the previous twelve months before the printing of this circular were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	0.209	0.125
May	0.260	0.180
June	0.199	0.166
July	0.180	0.151
August	0.193	0.144
September	0.170	0.144
October	0.160	0.138
November	0.144	0.100
December	0.134	0.096
2021		
January	0.120	0.102
February	0.114	0.100
March	0.116	0.099
April (up to the Latest Practicable Date)	0.114	0.102

5. UNDERTAKING AND EFFECT OF REPURCHASE

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 and in accordance with the Listing Rules and the laws of Bermuda.

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

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell securities of the Company to the Company or its subsidiaries or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

If a Shareholder's proportionate interest in the voting rights of the Company increases upon exercise of the powers to repurchase securities of the Company pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a Shareholder or 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 become obliged to make a mandatory general offer for all Shares in issue at the time in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, 同方股份有限公司 (Tsinghua Tongfang Co., Ltd.) ("**THTF**") beneficially held 4,000,000,000 ordinary shares of the Company (*Note*) (approximately 27.62% of the issued share capital of the Company).

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate then (if the present Shareholders' interests in Shares remained the same) the attributable shareholding of THTF in the Company would be increased to approximately 30.69% of the issued share capital of the Company. Such increase may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code. However, the Directors have no current intention to exercise the Repurchase Mandate to such an extent as would give rise to this obligation. In any event, the Repurchase Mandate will be exercised only if the number of Shares held by the public would not fall below 25%.

Note:

Cool Clouds Limited ("**Cool Clouds**"), a wholly-owned subsidiary of Resuccess Investments Limited ("**Resuccess**"), owned 4,000,000,000 ordinary shares of the Company. THTF was the sole shareholder of Resuccess as at 31 December 2020. Accordingly, Resuccess and THTF were deemed to have interests in 4,000,000,000 ordinary shares of the Company in which Cool Clouds was interested.

6. SECURITIES REPURCHASE MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, the Company has not repurchased any of its shares on the Stock Exchange or otherwise.

The followings are the details of the retiring Directors of the Company proposed to be re-elected at the AGM:

(i) **Ms. Chong Sok Un**

Ms. Chong Sok Un (“**Ms. Chong**”), M.H. aged 66, was appointed as an executive director and the chairman of the Company on 23 August 2002 and has been re-designated as the deputy chairman of the Company since 16 December 2015. Ms. Chong was awarded the Medal of Honour (M.H.) by the Government of the Hong Kong Special Administrative Region on 1 July 2011. She is a member of the National Committee of the Chinese People’s Political Consultative Conference, Guangdong Province, the Honorary Director of the Chinese Red Cross Foundation, Permanent Honorary Chairman of the Hong Kong Federation of Fujian Associations and vice chairman of the Hong Kong Federation of Fujian Associations Ladies’ Committee. She is the namer and director of YOT Chong Sok Un Medical Fund (cancer aid) since 2007 and a member of Yan Oi Tong Advisory Board since 2011. Ms. Chong was the chairman of the 31st Term Board of Directors of Yan Oi Tong from 2010 to 2011 and a director of the 27th Term Board of Directors of Yan Oi Tong from 2006 to 2007. She was also a director of Po Leung Kuk from 2009 to 2010. She was an executive director and the chairman of APAC Resources Limited (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Main Board**”), stock code: 1104) from 6 July 2007 to 1 March 2016 and a non-executive director of Alibaba Pictures Group Limited (a company listed on the Main Board, stock code: 1060) from 25 June 2007 to 23 April 2009.

Ms. Chong has entered into a service agreement with the Company for a term of two years and the term of her service shall be renewed automatically for successive two-year term or until terminated in accordance with the said service agreement. 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. Chong is entitled to receive a monthly remuneration of HK\$35,000, one month year-end double pay and performance based discretionary bonus. Her remuneration is determined with reference to market rates and her duties and responsibilities in the Company.

As at the Latest Practicable Date, Ms. Chong is deemed to have corporate interest of 2,592,514,140 Shares held through Vigor Online Offshore Limited* (“**Vigor**”) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Save as disclosed above, Ms. Chong did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

* Vigor is a wholly-owned subsidiary of China Spirit Limited in which Ms. Chong maintains 100% beneficial interests.

(ii) Mr. Guo Meibao

Mr. Guo Meibao (“**Mr. Guo**”), aged 47, 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.

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.

As at the Latest Practicable Date, Mr. Guo has no interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Guo did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

(iii) Mr. Zheng Zhen

Mr. Zheng Zhen (“**Mr. Zheng**”), aged 49, was appointed as a non-executive director of the Company on 12 June 2020. Mr. Zheng graduated from the University of International Business and Economics with a Bachelor’s Degree in International Finance. Mr. Zheng joined CMIG Asia Assets Management Co., Ltd. as the vice president since August 2017.

Mr. Zheng served as a director of the strategic investment department of CMIG Capital Management Co., Ltd. from January 2016 to August 2017. He also worked as the deputy head of the insurance business preparation team of China Minsheng Investment Group Corp., Ltd. from July 2015 to December 2015, the last position was the general manager of the marketing centre under the trade finance business unit of the head office of China Minsheng Banking Corp., Ltd. from March 2003 to July 2015, the manager of the business department of the banking business department branch at the head office of China CITIC Bank Co., Ltd. from November 1999 to March 2003, the account manager of the international department of Beijing branch of Shanghai Pudong Development Bank Co., Ltd. from December 1998 to November 1999 and the fund management position of the finance department of China International United Petroleum & Chemicals Co., Ltd. from August 1995 to November 1998.

Pursuant to the letter of appointment entered into between Mr. Zheng 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. Mr. Zheng is entitled to receive HK\$150,000 per annum as Director’s remuneration which is determined by reference to the market salary range for the position.

As at the Latest Practicable Date, Mr. Zheng has no interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zheng did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

(iv) Mr. Lai Hin Wing Henry Stephen

Mr. Lai Hin Wing Henry Stephen (“**Mr. Lai**”), aged 64, was appointed as a non-executive director of the Company on 11 November 2020. Mr. Lai graduated from the University of Hong Kong with a bachelor of law degree and was admitted as a solicitor in Hong Kong, England and Wales and the State of Victoria, Australia. Mr. Lai is a partner and co-chairman of Messrs. P. C. Woo & Co., a firm of solicitors and notaries in Hong Kong, and has been practicing in the legal field for more than thirty years. Mr. Lai is a Notary Public and a China Appointed Attesting Officer in Hong Kong. Mr. Lai is the immediate past chairman and currently acts as an honorary council member, fellow member and chairman of the Corporate Governance Committee of The Hong Kong Institute of Directors since July 2019. Mr. Lai is a member of the Securities and Futures Appeals Tribunal since April 2015 and a member of the Process Review Panel for Securities and Futures Commission since November 2018. Mr. Lai has been appointed as a member of the Resolution Compensation Tribunal since 2018. He is also a member of the Consents Committee of the Law Society of Hong Kong and a member of the Association of China-Appointed Attesting Officers Limited Disciplinary Tribunal Panel.

Mr. Lai is currently the non-executive director of Winfull Group Holdings Limited (a company listed on the Main Board, stock code: 183) and the independent non-executive director of ANTA Sports Products Limited (a company listed on the Main Board, stock code: 2020).

Pursuant to the letter of appointment entered into between Mr. Lai 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. Mr. Lai is entitled to receive HK\$150,000 per annum as Director’s remuneration which is determined by reference to the market salary range for the position.

As at the Latest Practicable Date, Mr. Lai has no interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lai did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

(v) **Mr. Zhang Jian**

Mr. Zhang Jian (“**Mr. Zhang**”), aged 79, was appointed as an independent non-executive director of the Company (“**INED**”) on 16 October 2006. Mr. Zhang is a professional senior engineer in the PRC and the chairman of Xian University of Architecture & Technology Peking Alumni Association. He has been awarded National Outstanding Intellect in 1997 and National Top 10 Honest Persons of Outstanding Ability in 2004. Mr. Zhang has been awarded as Influential Person to China Nonferrous Metal Industry in 2005. From 1982 to 1998, he held various senior positions in China Nonferrous Metal Industry Company. From 1998 to 2003, he acted as the chairman and the general manager of China Nonferrous Metal Construction Group Company Ltd.. From 2003 to 2005, he acted as the general manager of China Nonferrous Metal Mining & Construction (Group) Co., Ltd.. From July 2016 to July 2020, he was an independent non-executive director of Go Higher Environment Co., Ltd..

Pursuant to the letter of appointment entered into between Mr. Zhang 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. Mr. Zhang is entitled to receive HK\$150,000 per annum as Director’s remuneration which is determined by reference to the market salary range for the position.

As at the Latest Practicable Date, Mr. Zhang has no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Zhang has served on the Board as an INED for more than nine years since 16 October 2006 and, during such tenure, he has given independent guidance and advice to the Company. The Company has received annual confirmation of independence from Mr. Zhang pursuant to Rule 3.13 of the Listing Rules.

The Board is satisfied that Mr. Zhang remains independent, and considers that Mr. Zhang would be able to continue to discharge his duties as an INED and should be re-elected at the AGM, particularly in view of his extensive experience and valuable contribution to the Board.

Save as disclosed above, Mr. Zhang did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

(vi) Dr. Xia Xiaoning

Dr. Xia Xiaoning (“**Dr. Xia**”), aged 61, was appointed as an INED on 8 December 2016. Dr. Xia is an independent supervisor of Central China Securities Co., Ltd. (a company listed on the Main Board, stock code: 1375). He was a non-executive director of Mason Group Holdings Limited (a company listed on the Main Board, stock code: 273) from August 2015 to September 2016. Dr. Xia graduated from the electric engineering department of Harbin Institute of Technology in 1982 with a Bachelor’s Degree in Electric Engineering. He earned a Doctorate Degree from University Paris Dauphine in 1989. Dr. Xia is a Chartered Financial Analyst.

Dr. Xia has over 23 years private equity/investment experience in Asia. Dr. Xia was a senior consultant/responsible officer (Type 4 and Type 9 licences of the Securities and Futures Commission of Hong Kong) to Vision Finance Group Limited from October 2012 to February 2015. From 2008 to 2012, he was the chief executive officer of CITP Advisors (Hong Kong) Limited. Dr. Xia worked for AIF Capital Limited (“**AIF**”), a pan Asia private equity firm based in Hong Kong from 1995 to 2008 and his last position with AIF was senior partner/managing director. Dr. Xia also worked for Asian Development Bank in Manila from 1989 to 1995 with his last position as investment officer.

Pursuant to the letter of appointment entered into between Dr. Xia 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. Dr. Xia is entitled to receive HK\$150,000 per annum as Director’s remuneration which is determined by reference to the market salary range for the position.

As at the Latest Practicable Date, Dr. Xia has no interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Xia did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning Ms. Chong Sok Un, Mr. Guo Meibao, Mr. Zheng Zhen, Mr. Lai Hin Wing Henry Stephen, Mr. Zhang Jian and Dr. Xia Xiaoning relating to their re-election that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.



China Medical & HealthCare Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**” or “**Meeting**”) of China Medical & HealthCare Group Limited (the “**Company**”) will be held at Plaza 3 & 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 10 June 2021 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 2020.
2.
 - (i)
 - (a) To re-elect Ms. Chong Sok Un as director.
 - (b) To re-elect Mr. Guo Meibao as director.
 - (c) To re-elect Mr. Zheng Zhen as director.
 - (d) To re-elect Mr. Lai Hin Wing Henry Stephen as director.
 - (e) To re-elect Dr. Xia Xiaoning as director.
 - (ii) To authorize the board of directors (the “**Board**”) to fix their remuneration.
3.
 - (i) To re-elect Mr. Zhang Jian, an independent non-executive director who has served the Company for more than nine (9) years, as director.
 - (ii) To authorize the Board to fix his remuneration.

4. To re-appoint Auditor and authorise the Board to fix its remuneration.

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

5. (i) **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company or any other rights or securities, to subscribe or purchase shares in the share capital of the Company in each case through the facilities of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or of another exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of share capital of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent. (10%) of the aggregate nominal amount of share capital of the Company in issue at the date of passing this Resolution and the approval granted under paragraph (a) above shall be limited accordingly; and
 - (c) for the purpose of this Resolution, **“Relevant Period”** means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the Bye-Laws of the Company (the **“Bye-Laws”**) to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

- (ii) **“THAT:**
- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants or other rights to subscribe for any such shares or such convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital of the Company to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends pursuant to the Bye-Laws from time to time; (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company, shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval in paragraph (a) above shall be limited accordingly; and
 - (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the Bye-Laws to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

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

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

Hong Kong, 30 April 2021

Notes:

- (i) Any member of the Company entitled to attend and vote at the Meeting or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
- (iii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated URL (<https://emeeting.tricor.hk/#/490>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

- (iv) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 7 June 2021 to Thursday, 10 June 2021, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers of ordinary shares, duly accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration, no later than 4:30 p.m. on Friday, 4 June 2021.
- (v) All voting by the members at the Meeting shall be conducted by way of poll.
- (vi) In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM:
 - (i) Compulsory body temperature checks will be conducted on every shareholder of the Company (the "**Shareholder(s)**"), proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue and be asked to leave the AGM venue;
 - (ii) All Shareholders, proxies and other attendees that (a) have travelled, and have been in close contact with any person who has travelled from the mainland China, Macau and Taiwan at any time in the preceding fourteen (14) days, or from overseas at any time in the preceding twenty-one (21) days (as per guidelines issued by the Government of the Hong Kong Special Administrative Region (the "**Hong Kong Government**") at www.chp.gov.hk); (b) are, and have been, in close contact with any person who is, subject to any Hong Kong Government prescribed compulsory quarantine (including home quarantine); (c) are, and have been, in close contact with anyone who has contracted COVID-19, has been tested preliminarily positive of COVID-19 or is suspected of contracting COVID-19; or (d) have any flu-like symptoms, may be denied entry into the AGM venue and be asked to leave the AGM venue;
 - (iii) All the Shareholders, proxies and other attendees are required to wear surgical face masks inside the AGM venue at all times. Any person who does not comply with this requirement may be denied entry into the AGM venue and be asked to leave the AGM venue;
 - (iv) No refreshments or drinks will be served; and
 - (v) Limited capacity and appropriate seating arrangement in line with the guidance from the Hong Kong Government will be made.

To the extent permitted under the laws of Hong Kong, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the health and safety of the attendees at the AGM.

For the health and safety of the Shareholders and in accordance with recent COVID-19 guidelines for prevention and control, the Company reminds all the Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative to attending the Meeting in person, the Shareholders are encouraged to consider appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM by submitting proxy forms with voting instructions inserted.