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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **China Medical & HealthCare Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer 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)**

## **PROPOSED SHARE CONSOLIDATION PROPOSED CHANGE IN BOARD LOT SIZE AND NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the special general meeting (“SGM”) of China Medical & HealthCare Group Limited (the “Company”) to 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. is set out on pages 14 to 15 of this circular. A form of proxy for use by the shareholders of the Company at the SGM is sent to you with this circular.

Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 by 11:00 a.m. on Monday, 20 February 2023 or not later than 48 hours before the time appointed for holding of any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be resolved.

#### **PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING**

To safeguard the health and safety of Shareholders and to prevent the spreading of the Novel Coronavirus (COVID-19) pandemic, the following precautionary measures will be implemented at the SGM of the Company:

- (i) all participants shall be subject to compulsory body temperature check at the entrance of the SGM venue and anyone with abnormal body temperature will be denied entry into the venue;
- (ii) all participants are required to wear facial surgical masks appropriately in the SGM venue at all times and particularly during the whole process of the SGM; and
- (iii) no provision of gifts and refreshments.

Attendees who do not comply with the precautionary measures referred to in (i) to (ii) above will be denied entry to the SGM venue. For the health and safety of Shareholders, the Company strongly recommends Shareholders NOT to attend the SGM in person, and advises Shareholders to appoint the Chairman of the SGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the SGM in person.

1 February 2023

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## **PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING**

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The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the SGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius will be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company requests each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this circular.

If any Shareholder has any question relating to the meeting, please contact Tricor Tengis Limited, the Company's branch share registrar and transfer office in Hong Kong as follows:

Tricor Tengis Limited  
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: (852) 2980 1333  
Fax: (852) 2810 8185

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the meanings set out below:*

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 10,000 Existing Shares to 5,000 Consolidated Shares
“Company”	China Medical & HealthCare Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 383)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“Existing Share(s)”	issued and unissued ordinary share(s) of HK\$0.0005 each in the existing share capital of the Company before the Share Consolidation becoming effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	27 January 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held for the purpose of considering and, if thought fit, approving the Share Consolidation
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Shareholder(s)”	holder(s) of the Existing Share(s), or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every twenty (20) Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Share Option(s)”	share option(s) granted under the Share Option Scheme entitling the holders thereof to subscribe for Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 7 March 2019
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## EXPECTED TIMETABLE

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Set out below is the expected timetable for the Share Consolidation and Change in Board Lot Size. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

### Expected Timetable

2023

Latest date and time for lodging transfer documents in order to  
qualify for attending and voting at the SGM. . . . . 4:30 p.m. on  
Thursday, 16 February

Closure of the register of members for the entitlements to attend  
and vote at the SGM . . . . . Friday, 17 February to  
Wednesday, 22 February  
(both days inclusive)

Latest time for lodging forms of proxy for the SGM . . . . . 11:00 a.m. on  
Monday, 20 February

Date and time of the SGM . . . . . 11:00 a.m. on  
Wednesday, 22 February

Publication of the announcement of the results of the SGM . . . . . Wednesday, 22 February

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this circular.**

Effective date of the Share Consolidation . . . . . Friday, 24 February

Dealing in the Consolidated Shares commences . . . . . 9:00 a.m. on  
Friday, 24 February

First day of free exchange of existing share certificates for  
new share certificates for Consolidated Shares . . . . . Friday, 24 February

Original counter for trading in the Existing Shares in board lots of  
10,000 Existing Shares (in the form of existing share  
certificates) temporarily closes . . . . . 9:00 a.m. on  
Friday, 24 February

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## EXPECTED TIMETABLE

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Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) opens. . . . . 9:00 a.m. on Friday, 24 February

Original counter for trading in the Consolidated Shares in new board lots of 5,000 Consolidated Shares (in the form of new share certificates for the Consolidation Shares) re-opens . . . . . 9:00 a.m. on Friday, 10 March

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences . . . . . 9:00 a.m. on Friday, 10 March

Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . . 9:00 a.m. on Friday, 10 March

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . . 4:00 p.m. on Thursday, 30 March

Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) closes . . . . . 4:10 p.m. on Thursday, 30 March

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) ends . . . . . 4:10 p.m. on Thursday, 30 March

Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . . Monday, 3 April

All times and dates specified in the timetable above refer to Hong Kong times and dates. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be announced or notified to the Shareholders as and when appropriate.

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## LETTER FROM THE BOARD

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### 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:*

Mr. Lai Hin Wing Henry Stephen  
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

1 February 2023

*To the Shareholders*

Dear Sir or Madam,

## **PROPOSED SHARE CONSOLIDATION PROPOSED CHANGE IN BOARD LOT SIZE AND NOTICE OF SPECIAL GENERAL MEETING**

### **INTRODUCTION**

Reference is made to the announcement of the Company dated 16 January 2023 in relation to, among other matters, the proposed Share Consolidation and proposed Change in Board Lot Size. The purpose of this circular is to provide you with more information regarding the proposed Share Consolidation and the proposed Change in Board Lot Size and to give you notice of the SGM.



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## LETTER FROM THE BOARD

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### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares of HK\$0.0005 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.01 each.

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$300,000,000 divided into 600,000,000 Existing Shares of par value of HK\$0.0005 each, of which 14,480,072,773 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares will be allotted, issued or repurchased from the Latest Practicable Date up to the date of the SGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$300,000,000 divided into 30,000,000,000 Consolidated Shares of par value of HK\$0.01 each, of which 724,003,638 Consolidated Shares will be in issue which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the relevant expenses, including but not limited to professional fees and printing charge to be incurred in relation to the Share Consolidation and the Change in Board Lot Size, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

### Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation;

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## LETTER FROM THE BOARD

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- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation, if any.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Friday, 24 February 2023, being the second Business Day after the date of SGM.

As at the Latest Practicable Date, none of the conditions have been fulfilled.

### **Listing application**

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Adjustments in relation to other securities of the Company**

As at the Latest Practicable Date, the Company has no outstanding Share Options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into Shares.

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## LETTER FROM THE BOARD

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### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares of the Company regardless of the number of share certificates held by such holder.

### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots, if any, of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Everbright Securities Investment Services (HK) Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Shareholders who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or top up to a full board lot may, directly or through their brokers, contact Mr. Man Hoi To of Everbright Securities Investment Services (HK) Limited at 28/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong or by phone at (852) 3920 2784 during office hours from 9:00 a.m. on Friday, 10 March 2023 to 4:00 p.m. on Thursday, 30 March 2023.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

### **Free exchange of share certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Friday, 24 February 2023, being the second Business Day immediately after the date of the SGM, Shareholders may on or after Friday, 24 February 2023 and until Monday, 3 April 2023 (both days inclusive), submit their existing share certificates in purple colour for the Existing Shares 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 for exchange for new share certificates for the Consolidated Shares in peach colour on the basis of every twenty (20) Existing Shares for one (1) Consolidated Share without any fractional Consolidated Share, at the expense of the Company.

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## LETTER FROM THE BOARD

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Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Company's branch share registrar and transfer office in Hong Kong for each share certificate issued for the Consolidated Shares or each share certificate for the Existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher.

Subject to and upon the Share Consolidation becoming effective, after 4:10 p.m. on Thursday, 30 March 2023, trading will only be in Consolidated Shares which share certificates will be issued in peach colour. Existing share certificates in purple colour for the Existing Shares will cease to be valid for trading, settlement and registration purpose, but will remain valid and effective as documents of title.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lot size of 10,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 10,000 Existing Shares to 5,000 Consolidated Shares subject to and upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.055 per Existing Share (equivalent to HK\$1.10 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the market value of each board lot of 5,000 Consolidated Shares, assuming the Share Consolidation and the Change in Board Lot Size had become effective, would be HK\$5,500.

The Change in Board Lot Size will not result in any change in relative rights of the Shareholders.

### **REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, the "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 states that (i) market price of the shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value per board lot should be greater than HK\$2,000.

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## LETTER FROM THE BOARD

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In view of the prevailing trading prices of the Existing Shares, the Board proposes to implement the Share Consolidation. It is expected that the proposed Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange. As a result, the proposed Share Consolidation would enable the Company to comply with the trading requirements under the Listing Rules. The Company also considers that the proposed Share Consolidation and the proposed Change in Board Lot Size will (i) reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each broad lot since most of the banks/securities houses will charge a minimum transaction costs for each securities trade; and (ii) maintain the trading amount for each board lot at a reasonable level and attract a broader range of institutional and professional investors and other members of the investing public and thus broaden the shareholder base of the Company. Based on the closing price of HK\$0.055 per Existing Share (equivalent to HK\$1.10 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the expected market value of each board lot of 5,000 Consolidated Shares, assuming the Share Consolidation and the Change in Board Lot Size had become effective, would be HK\$5,500, which is greater than HK\$2,000 and therefore complies with the requirement as set out in the said “Guide on Trading Arrangements for Selected Types of Corporate Actions”.

Save for the relevant expenses, including but not limited to professional fees and printing charge to be incurred by the Company, the implementation of the Share Consolidation and Change in Board Lot Size will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests of the Shareholders. In view of the above, the Board considers that the Share Consolidation and Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation.

### **SPECIAL GENERAL MEETING**

The notice of the SGM is set out on pages 14 to 15 of this circular. At the SGM, an ordinary resolution will be proposed to approve the Share Consolidation.

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.

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## LETTER FROM THE BOARD

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Accordingly, the ordinary resolution in the notice of the SGM will be put to vote by way of poll at the SGM.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange and the Company. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 but in any event by 11:00 a.m. on Monday, 20 February 2023 or not later than 48 hours before the time appointed for holding of the adjourned SGM (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or the adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

### **Closure of register of members**

To ascertain the entitlement to attend and vote at the SGM, 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 will be registered. In order to qualify for the entitlement to attend and vote at the SGM, all transfer of Shares 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 by 4:30 p.m. on Thursday, 16 February 2023 (Hong Kong time).

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the Share Consolidation is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the SGM.

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*

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## NOTICE OF SPECIAL GENERAL MEETING

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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 600,000,000,000 Existing Shares of par value of HK\$0.0005 each to HK\$300,000,000 divided into 30,000,000,000 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



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## NOTICE OF SPECIAL GENERAL MEETING

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- (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.