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If you have sold or transferred all your securities in **Evergrande Health Industry Group Limited**, you should at once hand this circular 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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**EVERGRANDE HEALTH
INDUSTRY GROUP**

EVERGRANDE HEALTH INDUSTRY GROUP LIMITED

恒大健康產業集團有限公司

(a company incorporated in Hong Kong with limited liability)

(Stock code: 708)

- (1) RE-APPOINTMENT OF DIRECTORS**
**(2) GENERAL MANDATES TO ISSUE NEW SHARES AND
BUY BACK SHARES AND**
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at Victoria & Queensway Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 6 June 2016 at 3:00 p.m. is set out on pages 14 to 17 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the time 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 adjournment thereof.

6 May 2016

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Victoria & Queensway Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 6 June 2016 at 3:00 p.m.
“Articles of Association”	the Articles of Association of the Company
“Board”	the board of Directors of the Company
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to enable them to buy back Shares not exceeding 10% of the number of Shares in issue as at the date of passing the Buy-back Resolution at the AGM
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 6(B) of the Notice of AGM
“Company”	Evergrande Health Industry Group Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the number of Shares in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	3 May 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollar
“%”	per cent.



EVERGRANDE HEALTH
INDUSTRY GROUP

EVERGRANDE HEALTH INDUSTRY GROUP LIMITED

恒大健康產業集團有限公司

(a company incorporated in Hong Kong with limited liability)

(Stock code: 708)

Executive Directors:

Ms. Tan Chaohui (*Chairlady*)
Mr. Peng Sheng (*Chief Executive Officer*)
Mr. Han Xiaoran

Registered office:

Suites 1501–1507
One Pacific Place
88 Queensway
Hong Kong

Independent Non-executive Directors:

Mr. Chau Shing Yim, David
Mr. Guo Jianwen
Mr. Xie Wu

6 May 2016

To the Shareholders:

Dear Sir or Madam,

- (1) RE-APPOINTMENT OF DIRECTORS**
(2) GENERAL MANDATES TO ISSUE NEW SHARES AND
BUY BACK SHARES AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM and to give you the notice of AGM. Resolutions to be proposed at the AGM include, *inter alia*: (i) the re-appointment of Directors; and (ii) the grant of each of the Issue Mandate, Buy-back Mandate and Extension Mandate.

LETTER FROM THE BOARD

RE-APPOINTMENT OF DIRECTORS

Retirement by rotation and re-appointment of Directors pursuant to Article 81(1) of the Articles of Association

In accordance with Article 81(1) of the Articles of Association, Ms. Tan Chaohui (“**Ms. Tan**”) and Mr. Chau Shing Yim, David (“**Mr. Chau**”) shall retire by rotation at the AGM and shall then be eligible for re-appointment at the AGM. Mr. Chau, being independent non-executive Director who is eligible for re-appointment at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

Re-appointment of Director pursuant to Article 80 of the Articles of Association

Reference is made to announcement of the Company dated 23 March 2016, in relation to, among others, the appointment of Mr. Peng Sheng (“**Mr. Peng**”) as executive Director and the Chief Executive Officer of the Company.

Pursuant to Article 80 of the Articles of Association, Mr. Peng shall hold office only until the AGM and shall then be eligible for re-appointment at the AGM.

Details of the above Directors to be re-appointed at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES

At the last annual general meeting of the Company held on 18 November 2014, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

- (i) issue up to 20% of the then share capital of the Company in issue (i.e. maximum of 172,800,000 Shares);
- (ii) repurchase Shares on the Stock Exchange representing up to 10% of the issued share capital of the Company; and
- (iii) extend the general mandate for issuing Shares as mentioned in paragraph (i) above by an amount representing any Shares repurchased by the Company pursuant to the general mandate to repurchase Shares as mentioned in paragraph (ii) above.

No Shares have been issued nor repurchased pursuant to the above mandates. Such mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek approval from the Shareholders at the AGM to grant fresh general mandates to Directors.

LETTER FROM THE BOARD

At the AGM, ordinary resolutions will be proposed that the Directors to be granted:

- (A) the Issue Mandate to allot, issue and deal with the Shares of not exceeding 20% of the number of Share in issue as at the date of the AGM (i.e. of not exceeding 1,728,000,000 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of the AGM);
- (B) the Buy-back Mandate to buy back fully paid up Shares of not exceeding 10% of the number of the Shares in issue as at the date of the AGM; and
- (C) the Extension Mandate to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares bought back under the Buy-back Mandate.

Such resolutions are set out in Resolutions 6(A), 6(B) and 6(C) in the Notice of AGM respectively.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the proposed Buy-back Resolution is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice of AGM is set out on pages 14 to 17 of this circular. Resolutions in respect of, among other things, the re-appointment of Directors, the Issue Mandate, the Buy-back Mandate and the Extension Mandate will be proposed at the AGM. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time of the AGM or adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or adjournment thereof. In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the AGM shall be conducted by way of poll.

RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for the re-appointment of Directors, the Issue Mandate, the Buy-back Mandate, the re-appointment of PricewaterhouseCoopers as auditor of the Group, and the Extension Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of all relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Directors proposed for re-appointment) and Appendix II (Explanatory Statement to the Buy-back Mandate) to this circular.

Yours faithfully,
By Order of the Board
Evergrande Health Industry Group Limited
Tan Chaohui
Chairlady

The biographies of the Directors proposed for re-appointment at the AGM are set out below:

EXECUTIVE DIRECTORS

Ms. Tan Chaohui, aged 48, has over 24 years of managerial experience in large enterprises. Ms. Tan has been serving in the Evergrande Group since its founding. She is currently the executive vice president of the Evergrande Group, responsible for the management of Evergrande Group's health business. Ms. Tan graduated from Changsha Railway University (now known as Central South University) with a bachelor's degree in industrial and civil engineering. She is a certified cost engineer.

Ms. Tan entered into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. Ms. Tan is entitled to receive from the Company a Director's fee of RMB15,000 per month which was recommended with reference to the duties and responsibilities undertaken by her as Director of the Company and determined by the Board as authorised by the Shareholders at an annual general meeting.

Mr Peng Sheng, aged 39, graduated from University of Science and Technology of China and obtained a master's degree from the Department of Modern Physics in 1999 and a bachelor's degree from the Department of Physics in 1996. He has broad international perspective and extensive management and working experience in multinational companies. He has managed businesses and teams in the United States of America (the "US"), Europe and China. Before joining the Company, Mr. Peng, as an expert returning from abroad, was the Managing Vice President and the Chief Technology Officer of Guangdong Hengjian Nucleus Medical Industry Co., Ltd. under the Guangdong State-owned Assets Supervision and Administration Commission of the State Council to lead a series of significant commercial negotiations on technology and the development of particle radiation therapy equipment. Before returning to China, Mr. Peng worked in Varian Medical Systems, Inc. of the US, a world leader in radiation therapy equipment for several years to lead the teams in the US and Europe to develop the proton therapy device of the new generation. Before that, Mr. Peng had worked for many national laboratories in the US and the SLAC National Accelerator Laboratory for several years and was a famous expert in large-scale computer control system and information processing.

Mr. Peng entered into a service contract with the Company for a term of three years as a Director and the Chief Executive Officer of the Company, and is subject to retirement by rotation at least once every three years and re-election at the general meetings of the Company in accordance with the articles of association of the Company. Pursuant to the service contract, Mr. Peng will receive a director's fee of RMB15,000 per month (with discretionary bonus) as an executive Director and the Chief Executive Officer of the Company, which is recommended with reference to his duties and responsibilities as an executive Director and the Chief Executive Officer of the Company, the Company's remuneration policy and the prevailing market conditions.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chau Shing Yim, David, aged 52, has over 23 years of experience in corporate finance, and participated in various projects ranging from initial public offerings, restructuring of PRC enterprises and cross-border and domestic takeovers. Mr. Chau is currently an independent non-executive director of Evergrande Real Estate Group Limited (Stock Code: 3333), HengTen Networks Group Limited (Stock Code: 136), Lee & Man Paper Manufacturing Limited (Stock Code: 2314), Man Wah Holdings Limited (Stock code: 1999), Richly Field China Development Limited (Stock code: 313), and Varitronix International Limited (Stock Code: 710), and the shares of all these companies are listed on the Stock Exchange.

During the last three years, Mr. Chau has been an executive director of Zhidao International (Holdings) Limited (Stock Code: 1220) and an independent non-executive director of Up Energy Development Group Limited (Stock Code: 307), Shandong Molong Petroleum Machinery Company Limited (Stock Code: 568) and China Solar Energy Holdings Limited (Stock Code: 155), and the shares of all these companies are listed on the Stock Exchange.

Mr. Chau was formerly a partner of Deloitte Touche Tohmatsu, heading the merger and acquisition and corporate advisory services department. He is a member of the Hong Kong Securities Institute, the Institute of Chartered Accountants of England and Wales (“ICAEW”), holding the Corporate Finance Qualification granted by ICAEW, and he is also a member of the Hong Kong Institute of Certified Public Accountants (“HKICPA”). Mr. Chau was an ex-committee member of the Disciplinary Panel of HKICPA.

Mr. Chau entered into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. Mr. Chau is entitled to receive from the Company a Director’s fee of RMB25,000 per month which was recommended with reference to the duties and responsibilities undertaken by him as Director of the Company and determined by the Board as authorised by Shareholders at an annual general meeting.

Save as disclosed above, as at the Latest Practicable Date, each of the Directors proposed to be re-appointed:

- (a) has not held any other directorships in any other listed public companies in the last three years and does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company;
- (b) does not have any interests in shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO;
- (c) does not hold any other position in the Company or any of its subsidiaries; and

- (d) has no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders in relation to her/his re-appointment as a Director.

LISTING RULES

The Listing Rules permit a company with a primary listing on the Stock Exchange to buy back its own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) Shareholders' approval

All proposed buy-backs of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

(ii) Source of funds

Buy-backs must be funded out of funds legally available for the purpose in accordance with a company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(iii) Maximum number of shares to be bought back

A maximum of 10% of the outstanding fully paid share capital at the date of passing the Buy-back Resolution may be bought back by the Company on the Stock Exchange.

EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the total number of Shares in issue was 8,640,000,000 Shares. Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 864,000,000 Shares (representing 10% of the number of Shares in issue) during the period from the date of the AGM up to: (i) the conclusion of next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of Hong Kong to be held; or (iii) the revocation, variation or renewal of the Buy-back Mandate by ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

REASONS FOR THE BUY-BACK OF SECURITIES

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

FUNDING OF BUY-BACK

Any buy-back will only be funded out of funds of the Company legally available for the purposes in accordance with its Articles of Association and the applicable laws of Hong Kong. The Company will not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in its latest published audited accounts contained in the annual report of the Company for the 18 months ended 31 December 2015) in the event that the proposed Buy-back Mandate, if so approved, were to be exercised in full at any time during the proposed buy-back period. However, the Board does not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

SHARE PRICE

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2015		
April	0.800	0.560
May	0.787	0.566
June	0.975	0.495
July	1.000	0.375
August	1.610	0.870
September	1.460	0.880
October	2.350	0.980
November	2.610	1.360
December	2.620	1.810
2016		
January	2.350	1.510
February	1.710	1.170
March	1.580	1.280
April	1.360	1.160
May (up to and including the Latest Practicable Date)	1.280	1.280

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-back of Shares pursuant to the proposed Buy-back Mandate in accordance with the Listing Rules and all applicable laws of Hong Kong.

EFFECT OF TAKEOVERS CODE

If as a result of a share buy-back by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Evergrande Real Estate Group Limited ("**Evergrande Real Estate**") indirectly held 6,479,550,000 Shares, representing approximately 74.99% of the total number of Shares in issue.

In the event that the Directors exercise in full the power to buy back Shares which was proposed to be granted pursuant to the Buy-back Resolution, assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of the AGM and there is no alteration to the existing shareholding of Evergrande Real Estate, the shareholding of Evergrande Real Estate in the Company would be increased to approximately 83.33% of the total number of Shares in issue.

The Directors consider that such an increase would not give rise to an obligation on the part of Evergrande Real Estate to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Buy-back Mandate to the extent as would result in (a) the number of Shares in public hands would fall below the prescribed minimum percentage of 25% of the total issued share capital of the Company; and (b) a requirement of Evergrande Real Estate to make a mandatory offer under the Takeovers Code.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, has any present intention, to sell any Shares to the Company in the event that the Buy-back 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 (in issue or to be issued) to the Company nor have they undertaken not to sell any of the Shares held by them (in issue or to be issued to them) to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

BUY-BACK OF SHARES MADE BY THE COMPANY

No buy-back of Shares has been made by the Company or any of its subsidiaries (whether on the Stock Exchange or otherwise) during the past six months prior to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



EVERGRANDE HEALTH INDUSTRY GROUP

EVERGRANDE HEALTH INDUSTRY GROUP LIMITED

恒大健康產業集團有限公司

(a company incorporated in Hong Kong with limited liability)

(Stock code: 708)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Evergrande Health Industry Group Limited (the “**Company**”) will be held at Victoria & Queensway Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 6 June 2016 at 3:00 p.m. for the following purposes:

1. To receive and adopt the Audited Consolidated Financial Statements of the Company for the eighteen months ended 31 December 2015 together with the Reports of the Directors and Independent Auditor (“**Auditor**”) thereon.
2. To re-appoint Mr. Peng Sheng as an executive Director and to authorize the Board of Directors of the Company (“**Board**” or “**Directors**”) to fix the Director’s remuneration.
3. To re-appoint Ms. Tan Chaohui as an executive Director and to authorize the Board to fix the Director’s remuneration.
4. To re-appoint Mr. Chau Shing Yim, David as an independent non-executive Director and to authorize the Board to fix the Director’s remuneration.
5. To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

6. As special business to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

6(A) “**THAT:**

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot and issue additional shares in the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue or the exercise of subscription or conversion rights under any warrants of the Company or any securities which are convertible into shares of the Company or any share option scheme, shall not exceed 20% of the number of shares of the Company in issue on the date of this resolution and this approval shall be limited accordingly; and
- (iii) for the purposes of this resolution: “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company (the “**Articles of Association**”) or any applicable laws to be held; and (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.
- (iv) “**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

6(B) “**THAT:**

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to buy back issued shares of the Company, subject to and in accordance with all applicable laws and the Articles of Association, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the aggregate number of shares of the Company which may be bought back by the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Code on Takeovers and Mergers and Share Buy-backs pursuant to paragraph (i) of this resolution shall not exceed 10% of the number of the shares of the Company in issue as at the date of this resolution and the authority shall be limited accordingly; and
- (iii) for the purposes of this resolution: “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.”

6(C) “**THAT** conditional upon resolution no. 5(B) above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution no. 5(B) above shall be added to the total issued share of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5(A) above.”

Yours faithfully,
By Order of the Board
Evergrande Health Industry Group Limited
Tan Chaohui
Chairlady

Hong Kong, 6 May 2016

Registered office:
Suites 1501–1507
One Pacific Place
88 Queensway
Hong Kong

Notes:

- (i) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one, or if he/she is a holder of more than one share, or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

NOTICE OF ANNUAL GENERAL MEETING

- (ii) In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and must be deposited at the Company's Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (iii) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior 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 in respect of the joint holding of such share.
- (iv) For the purpose of ascertaining shareholders' right to attend and vote at the above meeting, the register of members of the Company will be closed and the relevant details are set out below:

Latest time to lodge transfer: 4:30 p.m. on 1 June 2016 (Wednesday)

Book closure: 2 June 2016 (Thursday) to 3 June 2016 (Friday)

Record date: 3 June 2016 (Friday)

During the above closure period, no transfer of shares will be registered. In order to qualify for the right to attend and vote at the above meeting, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before the above latest time to lodge transfer.

- (v) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the above meeting. Where the Chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.

- (vi) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 1:00 p.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (<http://www.evergrandehealth.com>) to notify shareholders of the date, time and place of the rescheduled meeting.