

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 stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Enterprises Medical and Health Industry 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, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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北控醫療健康產業集團有限公司  
Beijing Enterprises Medical And Health Industry Group Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2389)**

**RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED GRANT OF GENERAL MANDATES  
TO BUYBACK SHARES AND  
TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Beijing Enterprises Medical and Health Industry Group Limited to be held at Room 2108, 21/F., Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 24 May 2019 at 11 : 00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.bemh.com.hk>).

Whether or not you are able to attend the Annual General Meeting, you should complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 2108, 21/F., Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 24 May 2019 at 11 : 00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 19 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Beijing Enterprises Medical and Health Industry Group Limited, a company incorporated in the Cayman Islands 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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular, and by an additional number representing the total number of Shares bought back by the Company pursuant to the Share Buy-back Mandate, if any

## DEFINITIONS

“Latest Practicable Date”	12 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.20 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buyback Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

## LETTER FROM THE BOARD



**北控醫療健康產業集團有限公司**  
Beijing Enterprises Medical And Health Industry Group Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2389)**

*Executive Directors:*

Mr. Zhu Shi Xing (*Chairman*)  
Mr. Liu Xue Heng (*Joint Chief Executive Officer*)  
Mr. Zhang Jing Ming (*Joint Chief Executive Officer*)  
Mr. Gu Shan Chao  
Mr. Siu Kin Wai  
Mr. Wang Zheng Chun  
Mr. Hu Shiang Chi

*Independent Non-executive Directors:*

Mr. Gary Zhao  
Mr. Robert Winslow Koepf  
Mr. Tse Man Kit, Keith  
Mr. Wu Yong Xin  
Mr. Zhang Yun Zhou

*Registered Office:*

Century Yard, Cricket Square  
Hutchins Drive  
P.O. Box 2681 GT George Town  
Grand Cayman  
British West Indies

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

Room 2108, 21/F  
Greenfield Tower, Concordia Plaza  
1 Science Museum Road  
Tsim Sha Tsui East  
Kowloon, Hong Kong

18 April 2019

*To the Shareholders*

Dear Sir/Madam,

**RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED GRANT OF GENERAL MANDATES  
TO BUYBACK SHARES AND  
TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Friday, 24 May 2019 for (i) the re-election of the retiring Directors; and (ii) the grant of the Share Buy-back Mandate and Issue Mandate.

## LETTER FROM THE BOARD

### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 108 of the Articles of Association, Mr. Liu Xue Heng, Mr. Gu Shan Chao, Mr. Robert Winslow Koepp, Mr. Tse Man Kit, Keith and Mr. Wu Yong Xin shall retire by rotation at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

### **3. PROPOSED GRANT OF GENERAL MANDATE TO BUYBACK SHARES**

At the annual general meeting of the Company held on 25 May 2018, a general mandate was granted to the Directors to buyback Shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting. In order to give the Company the flexibility to buyback Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to exercise the power of the Company and to buyback Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular. Based on the 6,061,399,027 Shares in issue at the Latest Practicable Date and assuming no further Shares will be issued or bought back by the Company prior to the Annual General Mandate, the maximum number of Shares which can be bought back under the Share Buy-back Mandate will be up to 606,139,902 Shares. The Directors wish to state that they have no immediate plan to buyback any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 25 May 2018, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to exercise the power of the Company and to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular. Based on the 6,061,399,027 Shares in issue at the Latest Practicable Date and assuming no further Shares will be issued or bought back by the Company prior to the Annual General Mandate, the maximum number of Shares which can be allotted and issued under the Issue Mandate will be up to 1,212,279,805 Shares. Further, subject to the passing of the aforesaid resolutions of the Issue Mandate and the Share Buy-back Mandate, an ordinary resolution

## LETTER FROM THE BOARD

to extend the number of Shares to be allotted and issued under the Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to allot and issue any new Shares pursuant to the Issue Mandate.

### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular.

Pursuant to the Listing Rules and the Articles of Association, 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 relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.bemh.com.hk>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate and the Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Zhu Shi Xing**  
*Chairman*

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.*

**(1) Mr. Liu Xue Heng**

Mr. Liu Xue Heng (“**Mr. Liu**”), aged 45, was appointed as an Executive Director and Joint Chief Executive Officer of the Company in September 2014 and April 2015 respectively. He is currently a member of the Investment and Risk Management Committee of the Company. Before joining the Company, he served as an executive director and the chairman of Investment and Risk Management Committee of Beijing Properties (Holdings) Limited (HKEX stock code: 925) during the period from 1 January 2011 to 23 December 2015, an executive director and the chief executive officer of Tai United Holdings Limited (HKEX stock code: 718) during the period from 11 July 2014 to 19 January 2016, as well as an independent non-executive director of Guangshen Railway Co., Limited (HKEX stock code: 525) during the period from 2 June 2011 to 29 May 2014 respectively. Since January 2016, Mr. Liu served as the executive director of Beijing Sports and Entertainment Industry Group Limited (“**Beijing Sports and Entertainment**”, HKEX stock code: 1803) and served as the Chairman of the Board and Chief Executive Officer of Beijing Sports and Entertainment since April 2016. Mr. Liu obtained a Master of Business Administration from Cambridge University in the United Kingdom. He has extensive experience in equity investment, corporate finance, initial public offer, and mergers and acquisitions.

Mr. Liu holds directorship in a number of subsidiaries of the Group. Save as disclosed above, Mr. Liu did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

The Company and Mr. Liu have entered into a letter of appointment for a term of 3 years commencing from 23 September 2014 and renewed for another 3 years on 23 September 2017, subject to re-election at the forthcoming Annual General Meeting and retirement by rotation in accordance with the Articles of Association. Mr. Liu is entitled to an annual remuneration of HK\$2,026,000 and discretionary bonus which is determined by the Board with reference to the Company’s standard scale of emoluments for executive Directors, his experience, duties and responsibilities.



APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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As at the Latest Practicable Date, Mr. Liu had the following interests in Shares/underlying Shares within the meaning of Part XV of the SFO:

	Capacity	No. of share options to be subscribed for Shares	Approx. % of the issued share capital of the Company
Mr. Liu	Beneficial owner	30,000,000	0.49%

Save as disclosed above, Mr. Liu did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Liu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders in relation to his re-election.

**(2) Mr. Gu Shan Chao**

Mr. Gu Shan Chao (“**Mr. Gu**”), aged 49, was appointed as an executive Director of the Company in September 2014. He is currently the chairman of the investment and risk management committee of the Company and the President of the Group. Mr. Gu obtained his bachelor’s degree in electronic engineering from the Beijing Institute of Technology and a master’s degree in property from the Tsinghua University. Mr. Gu participated in the property industry since 1999 who had been sales director and general manager of various property developers in Beijing.

Mr. Gu holds directorship in a number of subsidiaries of the Group. Save as disclosed above, Mr. Gu did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

The Company and Mr. Gu have entered into a letter of appointment for a term of 3 years commencing from 26 September 2014 and renewed for another 3 years on 26 September 2017, subject to re-election at the forthcoming Annual General Meeting and retirement by rotation in accordance with the Articles of Association. Mr. Gu is entitled to an annual remuneration of HK\$2,000,000 and discretionary bonus which is determined by the Board with reference to the Company’s standard scale of emoluments for executive Directors, his experience, duties and responsibilities.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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As at the Latest Practicable Date, Mr. Gu had the following interests in Shares/underlying Shares within the meaning of Part XV of the SFO:

	Capacity	No. of share options to be subscribed for Shares	Approx. % of the issued share capital of the Company
Mr. Gu	Beneficial owner	30,000,000	0.49%

Save as disclosed above, Mr. Gu did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Gu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Gu that need to be brought to the attention of the Shareholders in relation to his re-election.

### (3) Mr. Robert Winslow Koepp

Mr. Robert Winslow Koepp (“**Mr. Koepp**”), aged 52, was appointed as a Non-executive Director of the Company in May 2015 and redesignated as an Independent Non-executive Director of the Company since May 2017. Mr. Koepp obtained his bachelor degree in Asian Studies from Pomona College, USA, and Master of Business Administration from Cambridge University in the United Kingdom. Mr. Koepp has in-depth professional experience in public and private equity financing, real estate, economics and business strategies, particularly for those Chinese companies which are listed overseas.

Save as disclosed above, Mr. Koepp did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

The Company and Mr. Koepp have entered into a letter of appointment for a term of 3 years commencing from 18 May 2015 and renewed for another 3 years on 18 May 2018, subject to re-election at the forthcoming Annual General Meeting and retirement by rotation in accordance with the Articles of Association. Mr. Koepp is entitled to an annual remuneration of HK\$180,000 and discretionary bonus which is determined by the Board with reference to the Company’s standard scale of emoluments for Independent Non-executive Directors, his experience, duties and responsibilities.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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As at the Latest Practicable Date, Mr. Koepp had the following interests in Shares/underlying Shares within the meaning of Part XV of the SFO:

	Capacity	No. of share options to be subscribed for Shares	Approx. % of the issued share capital of the Company
Mr. Koepp	Beneficial owner	7,000,000	0.12%

Save as disclosed above, Mr. Koepp did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Koepp involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Koepp that need to be brought to the attention of the Shareholders in relation to his re-election.

**(4) Mr. Tse Man Kit, Keith**

Mr. Tse Man Kit, Keith (“Mr Tse”), aged 45, was appointed as an independent non-executive Director in September 2014. He is currently the chairman of audit committee and a member of the remuneration committee and the nomination committee of the Company. Mr. Tse was the chief financial officer and company secretary of Shunfeng International Clean Energy Limited (stock code: 1165) during the period from September 2010 to November 2018 and an independent non-executive director of Beijing Sports and Entertainment since January 2016. Mr. Tse has over 20 years of working experience in accounting and financial management. Mr. Tse is a fellow member of CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Tse obtained a bachelor’s degree in commerce from University of Wollongong, New South Wales, Australia in July 1997, majoring in accountancy and finance.

Save as disclosed above, Mr. Tse did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

The Company and Mr. Tse have entered into a letter of appointment for a term of 3 years commencing from 23 September 2014 and renewed for another 3 years on 23 September 2017, subject to re-election at the forthcoming Annual General Meeting and retirement by rotation in accordance with the Articles of Association. Mr. Tse is entitled to an annual remuneration of HK\$180,000 and discretionary bonus which is determined by the Board with reference to the Company’s standard scale of emoluments for independent non-executive Directors, his experience, duties and responsibilities.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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As at the Latest Practicable Date, Mr. Tse had the following interests in Shares/underlying Shares within the meaning of Part XV of the SFO:

	Capacity	No. of share options to be subscribed for Shares	Approx. % of the issued share capital of the Company
Mr. Tse	Beneficial owner	4,000,000	0.07%

Save as disclosed above, Mr. Tse did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Tse involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Tse that need to be brought to the attention of the Shareholders in relation to his re-election.

**(5) Mr. Wu Yong Xin**

Mr. Wu Yong Xin (“**Mr. Wu**”), aged 55, was appointed as an Independent Non-executive Director of the Company in September 2014. He is currently the Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Wu is currently the Executive Vice President, Chief Government Affairs Officer and General Manager of Regional Organization of Siemens Ltd., China. Mr. Wu obtained his bachelor’s degree in economics in the Capital University of Economics and Trade in Beijing and master in business administration degree in China Europe International Business School.

Save as disclosed above, Mr. Wu did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

The Company and Mr. Wu have entered into a letter of appointment for a term of 3 years commencing from 23 September 2014 and renewed for another 3 years on 23 September 2017, subject to re-election at the forthcoming Annual General Meeting and retirement by rotation in accordance with the Articles of Association. Mr. Wu is entitled to an annual remuneration of HK\$180,000 and discretionary bonus which is determined by the Board with reference to the Company’s standard scale of emoluments for independent non-executive Directors, his experience, duties and responsibilities.

As at the Latest Practicable Date, Mr. Wu had the following interests in Shares/underlying Shares within the meaning of Part XV of the SFO:

	<b>Capacity</b>	<b>No. of share options to be subscribed for Shares</b>	<b>Approx. % of the issued share capital of the Company</b>
Mr. Wu	Beneficial owner	4,000,000	0.07%

Save as disclosed above, Mr. Wu did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Wu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders in relation to his re-election.

*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.*

## **1. SHARES IN ISSUE**

As at the Latest Practicable Date, the Company had a total of 6,061,399,027 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the total number of issued Shares remains unchanged on the date of the Annual General Meeting, i.e. being 6,061,399,027 Shares, the Directors would be authorized under the Share Buy-back Mandate to buyback, during the period in which the Share Buy-back Mandate remains in force, a total of 606,139,902 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share 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 the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## **5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
<b>2018</b>		
April	0.410	0.355
May	0.420	0.370
June	0.465	0.400
July	0.425	0.360
August	0.395	0.300
September	0.395	0.335
October	0.370	0.290
November	0.325	0.219
December	0.250	0.224
<b>2019</b>		
January	0.270	0.220
February	0.265	0.235
March	0.250	0.200
April (up to the Latest Practicable Date)	0.260	0.223

## 6. GENERAL

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

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, 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 purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Cosmic Stand International Limited, a substantial shareholder of the Company, and held 945,000,000 Shares or approximately 15.59% of the issued Shares of the Company. In the event that the Directors exercise in full the Share Buy-back Mandate, the shareholdings of Cosmic Stand International Limited in the Company would be increased to approximately 17.32% of the issued Shares of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. The Company currently has no intention to exercise the Share Buy-back Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of shares held by the public being reduced to less than 25% of the shares of the Company in issue. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

#### **8. SHARE BUY-BACK MADE BY THE COMPANY**

During the six months preceding to the Latest Practicable Date, the Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise).



## NOTICE OF ANNUAL GENERAL MEETING

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北控醫療健康產業集團有限公司

Beijing Enterprises Medical And Health Industry Group Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2389)**

## NOTICE OF ANNUAL GENERAL MEETING

**Notice is hereby given that** the Annual General Meeting (“AGM”) of Beijing Enterprises Medical and Health Industry Group Limited (the “**Company**”) will be held at Room 2108, 21/F., Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 24 May 2019 at 11 : 00 a.m. for the following purposes:

### ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and of the auditors of the Company for the year ended 31 December 2018.
2. To re-elect Mr. Liu Xue Heng as an executive Director.
3. To re-elect Mr. Gu Shan Chao as an executive Director.
4. To re-elect Mr. Robert Winslow Koepp as an independent non-executive Director.
5. To re-elect Mr. Tse Man Kit, Keith as an independent non-executive Director.
6. To re-elect Mr. Wu Yong Xin as an independent non-executive Director.
7. To consider and authorise the board (the “**Board**”) of the directors of the Company (or, if so delegated by the Board, its remuneration committee) to determine the remuneration of the directors.
8. To re-appoint Ernst & Young as auditors of the Company and to authorize the Board to fix their remuneration.

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### SPECIAL BUSINESS

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buyback its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 articles of association of the Company or any applicable 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.”

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

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- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of shares in issue at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 articles of association of the Company or any applicable 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.

“Right Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other

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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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

11. To consider and, if thought fit with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution.”

By Order of the Board of  
**Beijing Enterprises Medical and Health Industry Group Limited**  
**Zhu Shi Xing**  
*Chairman*

Hong Kong, 18 April 2019

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy (or more than one proxy if he holds two or more shares of the Company) to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally 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 are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

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4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21 May 2019 to Friday, 24 May 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4 : 00 p.m. on Monday, 20 May 2019.
5. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.