
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**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 Granville Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 20 June 2019 at 3:00 p.m. is set out on pages 13 to 16 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.

10 May 2019

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
INTRODUCTION	4
RE-APPOINTMENT OF DIRECTORS	4
GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES	5
ANNUAL GENERAL MEETING	6
RECOMMENDATION	6
GENERAL INFORMATION	6
RESPONSIBILITY STATEMENT	7
APPENDIX I — DETAILS OF THE DIRECTORS PROPOSED FOR RE-APPOINTMENT	8
APPENDIX II — EXPLANATORY STATEMENT TO THE BUY-BACK MANDATE	10
NOTICE OF ANNUAL GENERAL MEETING	13

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 Granville Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 20 June 2019 at 3:00 p.m.
“Articles of Association”	the Articles of Association of the Company
“Business Day”	a day on which the Stock Exchange is open for the business of dealing in securities
“associate”	shall have the meaning ascribed to it in the Listing Rules
“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 7(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
“Companies Ordinance”	means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“connected person”	has the meaning ascribed to it in the Listing Rules
“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

DEFINITIONS

“HKICPA”	shall have the meaning ascribed to it under the section headed “APPENDIX I — DETAILS OF THE DIRECTORS PROPOSED FOR RE-APPOINTMENT” in this circular
“ICAEW”	shall have the meaning ascribed to it under the section headed “APPENDIX I — DETAILS OF THE DIRECTORS PROPOSED FOR RE-APPOINTMENT” in this circular
“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”	6 May 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 of Hong Kong Limited
“Mr. Guo”	shall have the meaning ascribed to it under the section headed “APPENDIX I — DETAILS OF THE DIRECTORS PROPOSED FOR RE-APPOINTMENT” in this circular
“Mr. Peng”	shall have the meaning ascribed to it under the section headed “APPENDIX I — DETAILS OF THE DIRECTORS PROPOSED FOR RE-APPOINTMENT” in this circular
“Mr. Qin”	shall have the meaning ascribed to it under the section headed “APPENDIX I — DETAILS OF THE DIRECTORS PROPOSED FOR RE-APPOINTMENT” in this circular
“Mr. Xie”	shall have the meaning ascribed to it under the section headed “APPENDIX I — DETAILS OF THE DIRECTORS PROPOSED FOR RE-APPOINTMENT” in this circular
“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

DEFINITIONS

“Subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and “Subsidiaries” shall be construed accordingly
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“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:

Mr. Shi Shouming (*Chairman*)

Mr. Peng Jianjun

Mr. Qin Liyong

Registered office:

23rd Floor, China Evergrande Centre

38 Gloucester Road

Wanchai

Hong Kong

Independent Non-executive Directors:

Mr. Chau Shing Yim, David

Mr. Guo Jianwen

Mr. Xie Wu

10 May 2019

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.

RE-APPOINTMENT OF DIRECTORS

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

In accordance with Article 80 of the Articles of Association, the Board proposes to re-appoint Mr. Peng Jianjun (“**Mr. Peng**”) and Mr. Qin Liyong (“**Mr. Qin**”) as executive Directors.

LETTER FROM THE BOARD

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, Mr. Guo Jianwen (“**Mr Guo**”) and Mr. Xie Wu (“**Mr Xie**”) shall retire by rotation at the AGM and shall then be eligible for re-appointment at the AGM. Mr. Guo and Mr. Xie, being the independent non- executive Directors who are eligible for re-appointment at the AGM, have each made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

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 8 June 2018, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

- (i) issue up to 20% of the total number of Shares in issue (i.e. maximum of 1,728,000,000 Shares);
- (ii) buy-back Shares on the Stock Exchange representing up to 10% of the total number of Shares; 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 or bought back 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.

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 total number of Shares 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 total 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.

LETTER FROM THE BOARD

Such resolutions are set out in Resolutions 7(A), 7(B) and 7(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 13 to 16 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 Extension Mandate and the re-appointment of PricewaterhouseCoopers as auditor of the Group 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.

GENERAL INFORMATION

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

LETTER FROM THE BOARD

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 Group. 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.

Yours faithfully,
By Order of the Board
Evergrande Health Industry Group Limited
Shi Shouming
Chairman

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

EXECUTIVE DIRECTORS

Mr. Peng Jianjun (“Mr. Peng”), aged 48, currently serves as the vice president of Evergrande High Technology Industrial (Shenzhen) Company Limited* (恒大高科技產業(深圳)有限公司). Mr. Peng has 26 years of experience in the field of professional and business management. Prior to joining the Company as an executive Director, Mr. Peng was the chairman of Evergrande Life Assurance Company Limited* (恒大人壽保險有限公司) and the chairman of Evergrande Asset Management Company Limited* (恒大資產管理有限公司). Mr. Peng was also the vice president of Evergrande Group Company Limited* (恒大集團有限公司), the president of Evergrande Financial Holdings Group (Shenzhen) Company Limited* (恒大金融控股集團(深圳)有限公司), and an executive director and the chairman of the board of directors of HengTen Networks Group Limited (a company whose shares are listed on the Main Board of the Stock Exchange, stock code: 136), the vice president of Hengda Real Estate Group Company Limited* (恒大地產集團有限公司) and the chairman of Hengda Grain and Oil Group Company Limited* (恒大糧油集團有限公司). Mr. Peng graduated from Jinan University with a PhD degree in management, a master’s degree in business administration, and obtained a bachelor’s degree in economics from Xiangtan University. Mr. Peng has previously studied the Executive Master of Business Administration Program in Tsinghua University. He is also a senior economist. Mr. Peng has published books such as “Managing Customers’ Complaints” (《顧客抱怨管理》).

Mr. Qin Liyong (“Mr. Qin”), aged 41, works in the field of engineering management and supervision for more than 16 years. Mr. Qin graduated from Tongji University, majoring in engineering management, and subsequently graduated from Tongji University with a master’s degree in management science and engineering. Prior to joining the Company, Mr. Qin was the assistant general manager and project engineer of Shanghai Jia’an Real Estate Co. Ltd* (上海佳安置業有限公司). He subsequently joined Hengda Real Estate Group, where he served as the manager and vice manager of the integrated planning department of management supervision center from 2005 to 2007. He held senior management positions such as the general manager and deputy general manager at the management center from 2007 to 2012. He was the vice president and general manager at the leadership, management and supervision center of the Company from 2012 to 2015. He served various positions including the chairman and general manager of Hengda Real Estate Group Grain and Oil Group* (恒大地產集團糧油集團), Hengda Real Estate Group Shenzhen Company* (恒大地產集團深圳公司) and Hengda Real Estate Group Heilongjiang Company* (恒大地產集團黑龍江公司) from 2015 to 2018. Before his appointment as an executive Director of the Company, Mr. Qin was the vice president and executive vice president of the Group.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Guo Jianwen (“Mr. Guo”), male, aged 43, is currently the head and Chief Physician of the Cerebrovascular and Cardiovascular Pathology Division of the Brain Pathology Center of Guangdong Provincial Hospital of Traditional Chinese Medicine (Guangzhou University of Chinese Medicine 2nd Affiliated Hospital), the founder of Guangzhou Wen Mai Tang Technology Company Limited and the founder and director of Guangzhou Wen Mai Tang Traditional Chinese Medicine

Center (Chain) Company Limited, the supervisor of the Strategic Development Committee of the Jiangsu Nantong Liangchun Hospital, the senior consultant of technological development at the Jiangsu Nantong Liangchun Clinical Research Institute of Traditional Chinese Medicine. He is a senior head practitioner of Traditional Chinese medicine and has level 3 surgeon qualifications in neurointervention. In addition, Mr. Guo is also a member of the standing committee and the secretary of the Brain Pathology Division of the China Academy of Chinese Medical Sciences, the secretary of the Expert Committee of Brain Pathology at the Guangdong Provincial Institute of Chinese Medicine, a member of the Consortium for Globalization of Chinese Medicine, an expert product pre-launch inspector of China Food and Drug Administration for new Traditional Chinese medicines, a professional academic commentator of the Guangdong Provincial Department of Science and Technology in the field of social development, an expert anonymous doctoral thesis examiner of the Guangdong Provincial Hospital of Traditional Chinese Medicine Degree Office and an expert anonymous academic title thesis examiner of the Guangzhou University of Chinese Medicine 2nd Affiliated Hospital. In July 1998, Mr. Guo received a bachelor's degree in medicine from Beijing University of Chinese Medicine. In July 2001, he received a master's degree in clinical internal Chinese medicine from Chengdu University of Traditional Chinese Medicine. In July 2004, he received a doctoral degree in clinical internal Chinese medicine (specialising in brain emergency diseases) from Chengdu University of Traditional Chinese Medicine.

Mr. Xie Wu (“**Mr. Xie**”), male, aged 54, is a physician of Traditional Chinese internal medicine. He has practiced clinical Chinese medicine for 28 years, with more than 10 years of experience in hemodialysis and extensive clinical experience in various sub-fields of nephrology. He worked in the kidney clinic in the People's Hospital in Luohu, Shenzhen and engaged in medical work in Yueyang Luowang Hospital, and is currently working at the hemodialysis center of nephrology and rheumatology of Yueyang Hospital of Traditional Chinese Medicine.

Save as disclosed above (as applicable), 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.

* For identification purposes only.

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 year ended 31 December 2018) 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>
2018		
April	3.24	3.04
May	4.65	3.33
June	7.66	4.05
July	9.50	7.27
August	16.70	9.11
September	13.50	9.51
October	10.94	8.44
November	12.70	9.31
December	11.26	9.83
2019		
January	15.78	10.90
February	13.70	11.80
March	12.00	10.78
April	11.52	10.30
May (up to and including the Latest Practicable Date)	11.22	10.54

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, China Evergrande Group 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 China Evergrande Group, the shareholding of China Evergrande Group 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 China Evergrande Group 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 China Evergrande Group 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 Granville Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 20 June 2019 at 3:00 p.m. for the following purposes:

1. To receive and adopt the Audited Consolidated Financial Statements of the Company for the twelve months ended 31 December 2018 together with the Reports of the Directors and Independent Auditor (“**Auditor**”) thereon.
2. To re-appoint Mr. Peng Jianjun 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 Mr. Qin Liyong as an executive Director and to authorize the Board to fix the Director’s remuneration.
4. To re-appoint Mr. Guo Jianwen as an independent non-executive Director and to authorize the Board to fix the Director’s remuneration.
5. To re-appoint Mr. Xie Wu as an independent non-executive Director and to authorize the Board to fix the Director’s remuneration.
6. To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Board to fix their remuneration.
7. As special business to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

7(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;

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

7(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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

7(C) “**THAT** conditional upon resolution no. 7(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. 7(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. 7(A) above.”

Yours faithfully,
By Order of the Board
Evergrande Health Industry Group Limited
Shi Shouming
Chairman

Hong Kong, 10 May 2019

Registered office:
23rd Floor, China Evergrande Centre
38 Gloucester Road
Wanchai
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.
- (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.

NOTICE OF ANNUAL GENERAL MEETING

- (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 14 June 2019 (Friday)
Book closure: 17 June 2019 (Monday) to 20 June 2019 (Thursday)
Record date: 20 June 2019 (Thursday)

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 (www.evergrandehealth.com) to notify shareholders of the date, time and place of the rescheduled meeting.