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New Century Healthcare Holding Co. Limited
新世紀醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1518)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of New Century Healthcare Holding Co. Limited (the “**Company**”) will be held at Training Room, Pediatrics Building, Beijing New Century Women's and Children's Hospital, No. 51 Wangjingbei Road, Chaoyang District, Beijing, the PRC on Friday, May 31, 2019 at 10:30 a.m., for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions which will be proposed as ordinary resolutions. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated May 15, 2019 (the “**Circular**”):

ORDINARY RESOLUTIONS

1. “**THAT** the Framework Management Consulting Services Agreement, the Management Consulting Services Transaction contemplated thereunder and the Proposed Management Consulting Services Annual Caps be and are hereby approved, confirmed and ratified; and the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorized to do all such acts and things (including, without limitation, signing, execution (under hand or under seal), perfection and delivery of all documents) on behalf of the Company as he or she or they may, in his/her/their absolute discretion, consider necessary, desirable or expedient for the purposes of, or in connection with, the performance and implementation of the Framework Management Consulting Services Agreement, the Management Consulting Services Transaction contemplated thereunder and the Proposed Management Consulting Services Annual Caps and any other documents relating thereto or contemplated thereby (in each case amended if necessary) and to make or agree such alterations, amendments and additions thereto as the Director(s) may, in his/her/their absolute discretion, consider necessary, desirable or expedient in the interests of the Company.”

2. “**THAT** the Framework Property Management and Cleaning Services Agreement, the Property Management and Cleaning Services Transaction contemplated thereunder and the Proposed Property Management and Cleaning Services Annual Caps be and are hereby approved, confirmed and ratified; and the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorized to do all such acts and things (including, without limitation, signing, execution (under hand or under seal), perfection and delivery of all documents) on behalf of the Company as he or she or they may, in his/her/their absolute discretion, consider necessary, desirable or expedient for the purposes of, or in connection with, the performance and implementation of the Framework Property Management and Cleaning Services Agreement, the Property Management and Cleaning Services Transaction contemplated thereunder and the Proposed Property Management and Cleaning Services Annual Caps and any other documents relating thereto or contemplated thereby (in each case amended if necessary) and to make or agree such alterations, amendments and additions thereto as the Director(s) may, in his/her/their absolute discretion, consider necessary, desirable or expedient in the interests of the Company.”

By Order of the Board
New Century Healthcare Holding Co. Limited
Jason ZHOU
Chairman, Executive Director and Chief Executive Officer

Hong Kong, May 15, 2019

Registered Office:
c/o Walkers Corporate Limited
Cayman Corporate Centre
27 Hospital Road
George Town
Grand Cayman KY1-9008
Cayman Islands

*Headquarter and Principal Place
of Business in the PRC:*
56 Nanlishi Road
Xicheng District
Beijing
PRC

*Principal Place of Business
in Hong Kong:*
31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

- (a) As set out in the Circular, the register of members of the Company will be closed from Tuesday, May 28, 2019 to Friday, May 31, 2019, both dates inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the extraordinary general meeting, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer

forms must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Monday, May 27, 2019.

- (b) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
- (c) 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 such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding of the extraordinary general meeting or any adjourned meeting.
- (d) In accordance with Chapter 14A of the Listing Rules, Mr. Zhou, the controlling Shareholder and an executive Director, and his associates (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolutions. In light of the Voting Agreement, Ms. Liang, a substantial Shareholder, and her associates (as defined in the Listing Rules) will also abstain from voting on the above ordinary resolutions.
- (e) The ordinary resolutions set out above will be determined by way of poll.
- (f) The Chinese version of the resolutions set out in this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.

As of the date of this notice, the executive Directors are Mr. Jason ZHOU, Ms. XIN Hong and Mr. XU Han; the non-executive Directors are Mr. GUO Qizhi, Mr. WANG Siye, Dr. CHENG Chi-Kong, Adrian, Mr. YANG Yuelin and Mr. FENG Xiaoliang; and the independent non-executive Directors are Mr. WU Guanxiong, Mr. SUN Hongbin, Mr. JIANG Yanfu and Dr. MA Jing.