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**China Health Group Limited**  
**中國衛生集團有限公司**

*(Carrying on business in Hong Kong as CHG HS Limited)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 673)**

**NOTICE OF SGM**

**NOTICE IS HEREBY GIVEN THAT** the special general meeting (the “**SGM**”) of China Health Group Limited (the “**Company**”) will be held at Conference Room, 12th Floor, Haiwang Xingchen Building, at the junction of Hou Hai Bin Road and Dong Bin Road, Nanshan District, Shenzhen, China at 11:00 a.m. on 18 October 2019, for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolution.

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 25 September 2019.

**ORDINARY RESOLUTION**

**“THAT**

- (a) the conditional share purchase agreement dated 28 December 2018 (the “**Share Purchase Agreement**”) (a copy of which has been marked “A” and is produced to the SGM and signed by the chairman of the SGM for identification purpose) entered into among the Purchaser, Mr. Sang and Mr. Han (as vendors) and the Hospital in relation to the Acquisition for a total consideration of RMB4.2 million (equivalent to approximately HK\$4.79 million) and the Potential Transfer for a total consideration of RMB1.8 million (equivalent to approximately HK\$2.05 million) (as supplemented by the supplemental agreements dated 20 June 2019, 31 July 2019 and 24 September 2019 respectively, a copy of each of the supplemental agreements has been marked “B”, “C” and “D” respectively and is produced to the SGM and signed by the chairman of the SGM for identification purpose) and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one or more director(s) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents (and to affix the common seal of the Company thereon, if necessary) which he/they consider necessary, desirable or expedient to implement or give effect to the Share Purchase Agreement (as supplemented by the supplemental agreements dated 20 June 2019, 31 July 2019 and 24 September 2019 respectively) and the transactions contemplated thereunder (including but not limited to the Acquisition and the Potential Transfer).”

By order of the Board  
**China Health Group Limited**  
**Zhang Fan**

*Chairman of the Board and Executive Director*

Hong Kong, 25 September 2019

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place  
of Business in Hong Kong:*  
Unit 801, 8/F,  
China Insurance Group Building  
141 Des Voeux Road Central  
Hong Kong

*Notes:*

1. All resolutions at the SGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). 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 Shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote in his stead. A Shareholder who is the holder of two or more Shares in the Company may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a Shareholder of the Company.
3. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.

4. 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 such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Delivery of any instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the SGM or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In order to establish entitlements to attend and vote at the SGM, the register of members of the Company will be closed from 15 October 2019 to 18 October 2019, both days inclusive, during which period no transfer of the shares of the Company can be registered. Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 14 October 2019.

*As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Zhang Fan (chairman), Mr. Chung Ho, Mr. Wang Jingming, and Mr. Weng Yu; four non-executive Directors, namely, Mr. Xing Yong, Mr. Huang Lianhai, Mr. Zhang Dawei and Mr. Wang Yongming; and four independent non-executive Directors, namely, Mr. Xiao Zuhe, Mr. Jiang Xuejun, Mr. Du Yanhua and Mr. Lai Liangquan.*