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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **Universal Health International Group Holding Limited**, you should at once hand this circular with the enclosed form of proxy 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 the 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.

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**UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED**  
**大健康國際集團控股有限公司**

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

**(Stock Code: 2211)**

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Universal Health International Group Holding Limited to be held at Conference Room, 2nd Floor, No. 14-1 Bei Yi Zhong Road, Tiexi District, Shenyang City, Liaoning Province, PRC on Thursday, 12 December 2019 at 10:00 a.m. is set out on pages 17 to 21 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 website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.uhighl.com](http://www.uhighl.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 (i.e. before 10:00 a.m. on 10 December 2019) 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 or any adjourned meeting thereof if they so wish.

25 October 2019

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*Accompanying document – form of proxy*

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## DEFINITIONS

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*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 Conference Room, 2nd Floor, No. 14-1 Bei Yi Zhong Road, Tiexi District, Shenyang City, Liaoning Province, PRC, on Thursday, 12 December 2019 at 10:00 a.m., or any adjournment thereof, the notice of which is set out on pages 17 to 21 of this circular
“Articles of Association”	the articles of association of the Company, as may be amended from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Universal Health International Group Holding Limited (大健康國際集團控股有限公司), an exempted company incorporated on 12 March 2012 with limited liability under the laws of the Cayman Islands, with its Shares 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”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares up to an aggregate nominal amount not exceeding 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	21 October 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

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## DEFINITIONS

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“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, Macau and Taiwan, unless otherwise specified
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares up to an aggregate nominal amount not exceeding 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of US\$0.001 each
“Share Option Scheme”	the Share Option Scheme adopted by the Company on 18 November 2013 and amended on 20 December 2018
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
“US\$”	United States dollars, the lawful currency of the United States

*In this circular, the terms “close associate(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary/subsidiaries” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

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LETTER FROM THE BOARD

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**UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED**  
**大健康國際集團控股有限公司**

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

**(Stock Code: 2211)**

*Executive Directors:*

Mr. JIN Dongtao (*Chairman & Chief Executive Officer*)

Mr. JIN Dongkun (*Vice Chairman*)

Mr. ZHAO Zehua

Mr. SUN Libo

*Registered office:*

P.O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

*Independent Non-executive Directors:*

Mr. CHENG Sheung Hing

Ms. CHIANG Su Hui Susie

Mr. ZOU Haiyan

*Principal place of business*

*in Hong Kong:*

2404, 24th Floor

World-Wide House

19 Des Voeux Road Central

Central, Hong Kong

25 October 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; and (b) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### 2. ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, pursuant to the Listing Rules, approval is to be sought from the Shareholders for the general mandate to issue the Shares. At the Annual General Meeting, an ordinary resolution no. 4(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares up to an aggregate nominal amount not exceeding 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,863,134,451 Shares. Subject to the passing of the ordinary resolution no. 4(A) and on the basis that no further Shares are issued or repurchased, nor consolidated or subdivided, after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 772,626,890 Shares, calculated based on 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution in relation thereof.

In addition, subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares repurchased by the Company under the ordinary resolution no. 4(B) will also be added to extend the 20 per cent limit of the Issue Mandate as mentioned in the ordinary resolution no. 4(A) provided that such additional amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

The Issue Mandate will continue to be in force from the passing of the said resolution until whichever the following first occurs: (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 any applicable laws or the Articles of Association or to be held; and (iii) the revocation or variation of the authority given under such ordinary resolution by an ordinary resolution of the Shareholders in a general meeting.

### 3. REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares up to an aggregate nominal amount not exceeding 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate.

The Repurchase Mandate, if approved, will continue in force until 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 any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

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## LETTER FROM THE BOARD

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The Company has no current intention of exercising the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

#### **4. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 16.18 of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. According, Mr. Jin Dongtao, Mr. Sun Libo and Mr. Cheng Sheung Hing shall retire by rotation and being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

#### **5. NOTICE OF ANNUAL GENERAL MEETING**

Set out on pages 17 to 21 of this circular is the notice of the Annual General Meeting containing, inter alia, ordinary resolutions in relation to (a) granting the Directors the Issue Mandate and the Repurchase Mandate; and (b) the re-election of the retiring Directors.

#### **6. FORM OF PROXY**

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.uhighl.com](http://www.uhighl.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. before 10:00 a.m. on 10 December 2019) or at 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 or any adjointed meeting thereof if they so wish.

#### **7. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to Article 13.6 of the Articles of Association.

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## LETTER FROM THE BOARD

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On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes in the same way.

### **Responsibility Statement**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

### **8. RECOMMENDATION**

The Directors, including the independent non-executive Directors, consider that the proposed resolutions for (a) granting to the Directors of the Issue Mandate and the Repurchase Mandate; and (b) the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

### **General Information**

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
By Order of the Board  
**Universal Health International Group Holding Limited**  
**Jin Dongtao**  
*Chairman*



*The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

**Mr. JIN Dongtao (金東濤)**, aged 50, was appointed as the Chairman of the Board and an executive Director on 12 March 2012 and the Chief Executive Officer of the Company on 23 March 2017. Mr. Jin Dongtao is one of the co-founders of the Group, and has been chairman of the Group since its inception in June 1998. He has substantial experience in the pharmaceutical retail and distribution sector and is responsible for setting the strategic vision, direction and goals of the Group.

Mr. Jin Dongtao has over 25 years of experience in the pharmaceutical distribution industry and in marketing.

Other experience:

- 2010 – September 2014: chairman of the Heilongjiang Alliance of Pharmaceutical Retailers (黑龍江藥店聯盟)
- 2012 – present: vice chairman of the China Medical Pharmaceutical Material Association (中國醫藥物資協會)

Education:

- July 1991: graduated from Jiamusi United Workers University (佳木斯聯合職工大學)
- December 2010: obtained a Master's degree in Business Administration in a programme run by United Business Institutes

Mr. Jin Dongtao received the National Enterprise Management Specialist Award by the China National Management Specialist Centre (中華人民共和國人事部全國人才流動中心) in 2006. He is qualified as a practising pharmacist in the PRC.

Mr. Jin Dongtao is the elder brother of Mr. Jin Dongkun, an executive Director and Vice Chairman of the Company.

Mr. Jin Dongtao has entered into a service agreement with the Company without a fixed term and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under Mr. Jin Dongtao's service agreement, Mr. Jin Dongtao is entitled to a monthly remuneration of HK\$10,000, which was determined by reference to his duties and responsibilities and the prevailing market conditions. Mr. Jin Dongtao may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to Mr. Jin Dongtao's performance and the Group's performance for the financial year concerned.

As at the Latest Practicable Date, Mr. Jin Dongtao is the settlor, protector and a beneficiary of a discretionary trust pursuant to a trust deed dated 6 November 2013 with Credit Suisse Trust Limited acting as trustee (the "**Family Trust**"), which holds the entire issued share capital of Global Health Century

International Group Limited (“**Global Health**”) through 1969 JT Limited. Global Health holds the entire issued share capital of Asia Health Century International Inc. (“**Asia Health**”), which holds 562,014,953 Shares. Further, 4,434,000 Shares are held by Ms. Chen Xiaoyan, the spouse of Mr. Jin Dongtao. Accordingly, Mr. Jin Dongtao is deemed to be interested in such shares held by Ms. Chen Xiaoyan and he is beneficially interested in 6,368,000 shares.

As at the Latest Practicable Date, Mr. Jin Dongtao is the grantee of 5,800,000 share options granted under the Share Option Scheme pursuant to which 3,000,000 Shares were issued to Mr. Jin Dongtao upon partial exercise of such share options on 11 July 2019 and 2,800,000 Shares will be issued upon exercise of the remaining share options. As at the Latest Practicable Date, Ms. Chen Xiaoyan, the spouse of Mr. Jin Dongtao, is the grantee of 5,800,000 share options granted under the Share Option Scheme pursuant to which 3,000,000 Shares were issued to Ms. Chen Xiaoyan upon partial exercise of such share options on 11 July 2019 and 2,800,000 Shares will be issued upon exercise of the remaining share options. Save as disclosed herein, Mr. Jin Dongtao does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed above, Mr. Jin Dongtao does not hold, and has not held, any other positions within the Group and does not have any relationship with any Directors, substantial or controlling Shareholders, or senior management of the Company.

Save as disclosed above, Mr. Jin Dongtao did not hold any directorship in other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Jin Dongtao as the executive Director, there is no information which is disclosable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Mr. SUN Libo (孫立波)**, aged 46, was appointed as an executive Director on 23 March 2017. He has been the Deputy General Manager of the Group since 2011. He has extensive experience and qualifications in pharmacy.

Other experience:

- 1993 – 2005: Qiqihar Second Pharmaceutical Co., Ltd. (齊齊哈爾第二製藥有限公司) with the last position held as Department Head of Administration
- 2006 – 2010: Heilongjiang Jintian Aixin Pharmaceutical Distribution Co., Ltd. (黑龍江省金天愛心醫藥經銷有限公司), a wholly-owned subsidiary of the Company, with the last position held as Deputy General Manager of the Administration Department

Education:

- 1992 – 1995: graduated from Qiqihar Medical University in Pharmacy
- 2005: Qualified Medical Engineer issued by the then Heilongjiang Human Resources Bureau, the PRC

Mr. Sun Libo has entered into a service agreement with the Company without a fixed term and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under Mr. Sun Libo's service agreement, Mr. Sun Libo is entitled to a monthly remuneration of HK\$10,000, which was determined by reference to his duties and responsibilities and the prevailing market conditions. Mr. Sun Libo may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to Mr. Sun Libo's performance and the Group's performance for the financial year concerned.

As at the Latest Practicable Date, Mr. Sun Libo is the grantee of 5,800,000 share options granted under the Share Option Scheme pursuant to which 3,000,000 Shares were issued to Mr. Sun Libo upon partial exercise of such share options on 11 July 2019 and 2,800,000 Shares will be issued upon exercise of the remaining share options. Save as disclosed herein, Mr. Sun Libo does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed above, Mr. Sun Libo does not hold, and has not held, any other positions within the Group and does not have any relationship with any Directors, substantial or controlling Shareholders, or senior management of the Company.

Save as disclosed above, Mr. Sun Libo did not hold any directorship in other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Sun Libo as the executive Director, there is no information which is disclosable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Mr. CHENG Sheung Hing (鄭雙慶)**, aged 71, was appointed as an independent non-executive Director on 18 November 2013. Mr. Cheng Sheung Hing is a senior economist of People's Bank of China with many years of experience in foreign exchange management and management of pharmaceutical companies and listed companies.

Other experience:

- 1982 – 1985: in charge of the foreign affairs of Beijing Pharmaceutical Co., Ltd. (北京市醫藥總公司) and stores for new drugs and specific drugs
- 1986 – 1995: deputy administrative officer of Non-trade Department and Inspection Department of the State Administration of Foreign Exchange (國家外匯管理局)

Directorships:

- 1995 – 2002: assistant to the general manager and assistant to board chairman of Wing On Travel (Holdings) Limited (永安旅遊(控股)有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 01189)
- 2003 – 2005: assistant to board chairman of Heng Fai Enterprises Limited (恒輝企業控股有限公司) (now known as ZH International Holdings Ltd. 正恒國際控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 00185)
- 2005 – 2013: independent non-executive director of National United Resources Holdings Limited (國家聯合資源控股有限公司) (formerly known as China Outdoor Media Group Limited 中國戶外媒體集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 00254)

Education:

- 1982: graduated from the formerly known as School of Economics of Peking University (北京經濟學院) (now known as Capital University of Economics and Business 首都經濟貿易大學) with a major in Trading Economics

Mr. Cheng Sheung Hing has entered into a service agreement with the Company without a fixed term and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under Mr. Cheng Sheung Hing's service agreement, Mr. Cheng Sheung Hing is entitled to a monthly remuneration of HK\$15,000, which was determined by reference to his duties and responsibilities and the prevailing market conditions. Mr. Cheng Sheung Hing may also be entitled to a

bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to Mr. Cheng Sheung Hing's performance and the Group's performance for the financial year concerned.

As at the Latest Practicable Date, Mr. Cheng Sheung Hing is the grantee of 500,000 share options granted under the Share Option Scheme pursuant to which 500,000 Shares will be issued upon exercise of such share options. Save as disclosed herein, Mr. Cheng Sheung Hing does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed above, Mr. Cheng Sheung Hing does not hold, and has not held, any other positions within the Group and does not have any relationship with any Directors, substantial or controlling Shareholders, or senior management of the Company.

Save as disclosed above, Mr. Cheng Sheung Hing did not hold any directorship in other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Cheng Sheung Hing as the executive Director, there is no information which is disclosable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

*The following is an explanatory statement required by the Stock Exchange to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

## **1. LISTING RULES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) all on market repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase, and a copy of such resolution together with the necessary documentation have been delivered to the Stock Exchange in accordance with the Listing Rules.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,863,134,451 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased, nor consolidated or subdivided, before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 386,313,445 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the 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 any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

## **3. FUNDING OF REPURCHASES**

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

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full, it may have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 30 June 2019, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise

the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. TAKEOVERS CODE

If as a result of a repurchase of the Shares pursuant to the Repurchase 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 Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Capacity/Nature of Interest	Number of Shares	Approximate percentage of shareholding as at the Latest Practicable Date (Note 1)	Approximate percentage of shareholding if the Company exercises in full the power to repurchase (Note 2)
Jin Dongtao	Founder of a discretionary trust (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%
	Beneficial owner (Note 5)	6,368,000 (Long Position)	0.16%	0.18%
	Interest of spouse (Note 5)	4,434,000 (Long Position)	0.11%	0.13%
Chen Xiaoyan	Interest of spouse (Notes 3 to 4)	568,382,953 (Long Position)	14.71%	16.35%
	Beneficial owner	4,434,000 (Long Position)	0.11%	0.13%
Asia Health Century International Inc.	Beneficial owner (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%
Global Health Century International Group Limited	Interest of corporation controlled by the substantial shareholder (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%
1969 JT Limited	Interest of corporation controlled by the substantial shareholder (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%
Tenby Nominees Limited	Nominee (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%

Name	Capacity/Nature of Interest	Number of Shares	Approximate percentage of shareholding as at the Latest Practicable Date (Note 1)	Approximate percentage of shareholding if the Company exercises in full the power to repurchase (Note 2)
Brock Nominees Limited	Nominee (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%
Credit Suisse Trust Limited	Trustee (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%
Di Hongying	Interest of corporation controlled by the substantial shareholder (Note 6)	547,296,781 (Long Position)	14.17%	15.74%
Harbin Tada Investment Management Limited* (哈爾濱拓達投資管理有限公司)	Beneficial owner (Note 6)	547,296,781 (Long Position)	14.17%	15.74%
Intergrity Stars Limited	Trustee (Note 6)	547,296,781 (Long Position)	14.17%	15.74%
Lee Funlung	Beneficial owner (Note 7)	242,405,182 (Long Position)	6.27%	6.97%

Notes:

\* For identification purpose only

- 1) The percentage were calculated based on the Company's issued share capital of 3,863,134,451 Shares as at Latest Practicable Date and on the assumption that there is no other change in the issued share capital of the Company.
- 2) The percentages were calculated based on the Company's issued share capital of 3,476,821,006 Shares after exercising the power of repurchase Shares pursuant to the Repurchase Mandate in full and on the assumption that there is no other change in the issued share capital of the Company.
- 3) Mr. Jin Dongtao is the settlor, protector and a beneficiary of the Family Trust, which holds the entire issued share capital of Global Health through 1969 JT Limited. Ms. Chen Xiaoyan, who is Mr. Jin Dongtao's spouse, is also a beneficiary of the Family Trust. Global Health holds the entire issued share capital of Asia Health, which holds 562,014,953 Shares in the Company.
- 4) These 562,014,953 Shares belong to the same group of shares.
- 5) 4,434,000 Shares were held by Ms. Chen Xiaoyan, the spouse of Mr. Jin Dongtao. Accordingly, Mr. Jin Dongtao was deemed to be interested in such 4,434,000 Shares and Mr. Jin is beneficially interested in 6,368,000 Shares.



- 6) Ms. Di Hongying holds entire issued share capital of Integrity Stars Limited, which holds 547,296,781 Shares in the Company on trust for and on behalf of Harbin Tada Investment Management Limited\* (哈爾濱拓達投資管理有限公司), which is owned as to 71.7% by Ms. Di Hongying.
- 7) As confirmed by Mr. Lee Funglun, the 242,405,182 Shares in the Company held by him was bought from Zhongrong International Alternative Asset Management Limited on 26 February 2019.

In the event that the Directors shall exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate and assuming that the Company does not issue any new Shares (whether pursuant to the Issue Mandate or otherwise), the respective percentage shareholding of the above substantial Shareholders would be increased to the approximate percentage as shown in the last column above. Such increase will not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code, and the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands.

The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in the number of Shares held by the public being reduced to less than the prescribed minimum percentage of Shares in public hands nor to an extent as would result in an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

## **5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Articles of Association.

**7. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**8. SHARE PRICES**

The following table shows the highest and lowest prices at which the 12 months preceding the Latest Practicable Date:

<b>Month</b>	<b>Highest traded prices</b> <i>HK\$</i>	<b>Lowest traded prices</b> <i>HK\$</i>
<b>2018</b>		
October	Suspension of Trading	Suspension of Trading
November	0.091	0.066
December	0.073	0.060
<b>2019</b>		
January	0.071	0.056
February	0.081	0.061
March	0.156	0.073
April	0.138	0.104
May	0.177	0.115
June	0.173	0.131
July	0.158	0.129
August	0.137	0.110
September	0.129	0.097
October (up to the Latest Practicable Date)	0.110	0.084



**UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED**  
**大健康國際集團控股有限公司**

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

**(Stock Code: 2211)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Meeting**”) of Universal Health International Group Holding Limited (the “**Company**”) will be held at Conference Room, 2nd Floor, No. 14-1 Bei Yi Zhong Road, Tiexi District, Shenyang City, Liaoning Province, PRC on Thursday, 12 December 2019 at 10:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 30 June 2019.
2. (a) To re-elect the following retiring directors of the Company:
  - (i) Mr. Jin Dongtao, executive director
  - (ii) Mr. Sun Libo, executive director
  - (iii) Mr. Cheng Sheung Hing, independent non-executive director
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Mazars CPA Limited as auditors of the Company and authorise the Board to fix its remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
  - (A) “**That:**
    - (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar

rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the Share Option Scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of shares or rights to acquire shares of the Company; or (3) any scrip dividend 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 in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:
  - (a) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
    - (1) the conclusion of the next annual general meeting of the Company;
    - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held;
    - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and

- (b) **“Rights Issue”** means an offer of shares of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors of the Company 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission in Hong Kong (the **“SFC”**) and the Stock Exchange under the Codes on Takeovers and Share Buy-backs issued by the SFC and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate number of the shares of the Company, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

(v) for the purpose 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 any applicable laws or the articles of association of the Company to be held; and
  - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this Meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this Meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing of this resolution.”

By Order of the Board

**Universal Health International Group Holding Limited**

**Jin Dongtao**

*Chairman*

Hong Kong, 25 October 2019

*Registered Office:*

P.O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

*Principal place of business in Hong Kong:*

2404, 24th Floor

World-Wide House

19 Des Voeux Road Central

Central, Hong Kong

*Notes:*

- (i) Ordinary resolution numbered 4(C) will be proposed to the shareholders of the Company for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. On a poll, votes may be given either personally or by proxy.
- (iii) In the case of joint holders, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it 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, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as 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.
- (iv) In order to be valid, a form of proxy must be deposited at the Hong Kong registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 10:00 a.m. on 10 December 2019) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Meeting (or any adjournment thereof) if they so wish.
- (v) The transfer books and register of members of the Company will be closed from Monday, 9 December 2019 to Thursday, 12 December 2019, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 6 December 2019.
- (vi) In respect of ordinary resolutions numbered 2 above, Mr. Jin Dongtao, Mr. Sun Libo and Mr. Cheng Sheung Hing, shall retire at the Meeting and being eligible, have offered themselves for re-election as directors of the Company at the Meeting. Details of the above retiring directors are set out in Appendix I to the accompanied circular dated 25 October 2019.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 4(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 25 October 2019.