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

If you have sold or transferred all your shares in Kaisa Health Group Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Kaisa Health Group Holdings Limited
佳兆業健康集團控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 876)

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE NEW SHARES OF THE COMPANY;**
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY;
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT FOR THE SHARE OPTION SCHEME;
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

A notice convening an annual general meeting (the “2020 AGM”) of the Company to be held at 26/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong on Monday, 22 June 2020 at 3:00 p.m. is set out on pages 19 to 25 of this circular. A form of proxy for use at the 2020 AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (<http://www.kaisahealth.com>).

Whether or not you are able to attend the 2020 AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited, at Level 54, 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 appointed for the holding of the 2020 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the meeting if they so wish and in such event, the form of proxy shall be deemed to be revoked.

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DEFINITIONS

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

“2020 AGM”	an annual general meeting of the Company to be held at 26/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong on Monday, 22 June 2020 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 25 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Bye-laws”	the Bye-laws of the Company currently in force;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“CG Code”	Corporate Governance Code set out in Appendix 14 to the Listing Rules;
“Company”	Kaisa Health Group Holdings Limited 佳兆業健康集團控股有限公司, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Eligible Participants”	any full-time or part-time employees, consultants or potential employees, consultants, executives or officers (including executive, non-executive and independent non-executive directors) of the Company or any of its subsidiaries and any suppliers, customers, consultants, agents and advisers who, in the sole opinion of the Board, will contribute or has contributed to the Company and/or any of its subsidiaries;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	6 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Proposed Refreshment”	the Scheme Mandate Limit proposed to be refreshed by the Shareholders at the 2020 AGM;
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the existing Share Option Scheme;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.00125 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Option Scheme”	the share option scheme approved and adopted by the Company at the special general meeting of the Company held on 8 June 2015;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong;
“%”	per cent.

LETTER FROM THE BOARD



Kaisa Health Group Holdings Limited
佳兆業健康集團控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 876)

Executive Directors:

Mr. Zhang Huagang (*Chairman*)

Mr. Luo Jun

(Co-Vice Chairman and Chief Executive Officer)

Mr. Wu Tianyu (*Co-Vice Chairman*)

Mr. Kwok Ying Shing

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Dr. Liu Yanwen

Mr. Fok Hei Yu

Dr. Lyu Aiping

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

30/F., The Center,

99 Queen's Road Central,

Central, Hong Kong

11 May 2020

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES
TO BUY BACK SHARES AND TO ISSUE NEW SHARES OF THE COMPANY;**
**(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE
COMPANY;**
**(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT FOR THE
SHARE OPTION SCHEME; AND**
(4) NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2020 AGM for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of issued Shares bought back by the Company under the Buyback Mandate; (iv) the re-election of the retiring Directors; and (v) the Proposed Refreshment.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 31 May 2019, general mandates were granted to the Directors to exercise the powers of the Company to buy back Shares and to issue new Shares respectively. Such mandates will lapse at the conclusion of the 2020 AGM.

Ordinary resolutions will be proposed at the 2020 AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of Shares in issue as at the date of passing of such resolution (i.e. not exceeding 504,213,937 Shares on the basis that the existing issued share capital of the Company of 5,042,139,374 Shares remains unchanged as at the date of the 2020 AGM) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of such resolution (i.e. not exceeding 1,008,427,875 Shares on the basis that the existing issued share capital of the Company of 5,042,139,374 Shares remains unchanged as at the date of the 2020 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2020 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 9 and 10 of the notice of the 2020 AGM as set out on pages 19 to 25 of this circular.

In accordance with the requirements of the Listing Rules, the Company shall send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to bye-law 87 of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation, provided that the Chairman of the Board shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire each year. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. A retiring Director shall be eligible for re-election by Shareholders at the relevant annual general meeting.

In addition, code provision A.4.2 of the CG Code stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Pursuant to bye-law 86(2) of the Bye-laws, the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy on the Board or, subject to authorization by Shareholders in general meeting, as an addition to the existing Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to bye-law 87 of the Bye-Laws.

As at the Latest Practicable Date, the Board comprises Mr. Zhang Huagang (“**Mr. Zhang**”), Mr. Kwok Ying Shing, Mr. Luo Jun, Mr. Wu Tianyu (“**Mr. Wu**”) as executive Directors and Dr. Liu Yanwen, Mr. Fok Hei Yu (“**Mr. Fok**”), and Dr. Lyu Aiping (“**Dr. Lyu**”) as independent non-executive Directors. whereas Mr. Zhang, who was appointed executive Director on 9 April 2020, shall hold office until the 2020 AGM pursuant to bye-law 86(2) of the Bye-laws. Mr. Zhang being eligible, will offer himself for re-election at the 2020 AGM in accordance with bye-law 86(2) of the Bye-laws.

Pursuant to the bye-law 87 of the Bye-laws and in compliance with code provision A.4.2 of the CG Code, Mr. Wu, Mr. Fok and Dr. Lyu will retire from office by rotation at the 2020 AGM and being eligible, Mr. Wu, Mr. Fok and Dr. Lyu will offer themselves for re-election at the 2020 AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders’ approval at that relevant general meeting. Brief biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT FOR THE SHARE OPTION SCHEME

Background of the Scheme Mandate Limit

The Share Option Scheme was approved and adopted pursuant to the ordinary resolution passed by Shareholders at the Company's special general meeting held on 8 June 2015. Save and except the Share Option Scheme, the Company has no other share option scheme currently in force.

The purpose of the Share Option Scheme is to enable the Company to provide an incentive or reward to Eligible Participants for their contribution or potential contribution to the Group. The exercise price for Shares in relation to the share options under the Share Option Scheme will be a price determined by the Board, but shall not be less than the highest of (i) the official closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant; (ii) the average of the official closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Share.

Share Option Scheme

Pursuant to the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the total number of Shares which may be allotted and issued upon exercise of all share options to be granted by the Company under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the total number of Shares in issue as at the date of approval of the Share Option Scheme. The Scheme Mandate Limit may be refreshed by approval of the Shareholders in general meeting provided that the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Group must not exceed 10% of the total number of Shares in issue as at such date of approval. Notwithstanding the foregoing, the number of Shares to be issued upon the exercise of all the options granted and yet to be exercised under the Share Option Scheme and any other share option schemes must not exceed 30% of the number of Shares in issue from time to time. Share options lapsed in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit.

Pursuant to the Share Option Scheme and up to the Latest Practicable Date, the Directors were authorized to grant options to subscribe for up to a maximum number of 382,620,703 Shares, which represented 10% of the then total issued Shares at the date of approving the Share Option Scheme. As at the Latest Practicable Date, 281,040,000 share options (out of which 21,900,000 share options have lapsed as at the Latest Practicable Date and resulting in 259,140,000 outstanding share options) had been granted and only 101,580,703 share options are available for grants, representing approximately 2.01% of the total issued Shares as at the Latest Practicable Date.

LETTER FROM THE BOARD

The Directors are of the view that in order to provide incentives and rewards to the Eligible Participants for their contribution or potential contribution to the Group by granting share options to them, the Scheme Mandate Limit shall be refreshed to provide the Company with greater flexibility on recruiting and retaining high calibre employees and attracting human resources that are valuable to the Group. The Directors further consider that the Proposed Refreshment is in the interest of the Group and Shareholders as a whole as it enables the Company to reward appropriately and motivate the Eligible Participants. At the 2020 AGM, an ordinary resolution will be proposed to the Shareholders to approve the Proposed Refreshment so as to allow the Company to grant further share options under the Share Option Scheme for subscription of up to 10% of the total number of Shares in issue as at the date of passing the resolution.

Proposed Refreshment

If the refreshment of the Scheme Mandate Limit is approved by the Shareholders at the 2020 AGM, based on 5,042,139,374 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued by the Company from the Latest Practicable Date up to and including the date of the 2020 AGM, the Company will be allowed to grant further options under the Share Option Scheme for subscription of up to a total of 504,213,937 Shares, representing 10% of the total number of Shares in issue as at the date of passing the resolution (i.e. the date of the 2020 AGM). Share options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other schemes of the Company) will not be counted for the purpose of calculating the Share Option Scheme Limit as “refreshed”. As at the Latest Practicable Date, apart from the Share Option Scheme, the Company had no other share option scheme currently in force.

As at the Latest Practicable Date, there were 259,140,000 outstanding share options under the Share Option Scheme since the adoption of the Share Option Scheme. Assuming that the share options carrying the right to subscribe for 504,213,937 Shares were granted and fully exercised, the total number of Shares to be issued pursuant to the exercise of share options as at the Latest Practicable Date would represent approximately 10% of the total number of Shares in issue. Assuming no further Shares are issued and no Shares are brought back after the Latest Practicable Date and up to the date of the 2020 AGM, the share options which may be granted under the Proposed Refreshment together with all outstanding share options granted and yet to be exercised as at the Latest Practicable Date (i.e. 259,140,000 share options) represent an aggregate of 763,353,937 Shares (i.e. representing approximately 15.14% of the total number of Shares in issue as at the Latest Practicable Date), which does not exceed 30% of the issued Shares as at the Latest Practicable Date.

At the 2020 AGM, an ordinary resolution will be proposed to the Shareholders to approve the Proposed Refreshment so as to allow the Company to grant further options under the Share Option Scheme for subscription of up to a total of 504,213,937 Shares, representing 10% of the total number of Shares in issue as at the date of passing the resolution. As at the Latest Practicable Date, the Company has no present and concrete plan to grant options under the refreshed scheme mandate limit upon the Proposed Refreshment.

LETTER FROM THE BOARD

Conditions of the Proposed Refreshment

The Proposed Refreshment is conditional upon:

- (a) the Shareholders passing the relevant resolution at the 2020 AGM to approve the Proposed Refreshment; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of option that may be granted pursuant to the Share Option Scheme under the Proposed Refreshment not exceeding 10% of the total number of Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders.

Application for listing

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the 504,213,937 Shares, which may be issued pursuant to the exercise of the options granted under the Proposed Refreshment.

A copy of the Share Option Scheme can be inspected at the principal place of business of the Company in Hong Kong at 30/F, The Center, 99 Queen's Road Central, Central, Hong Kong during normal business hours from the date hereof up to the date of the 2020 AGM.

5. 2020 AGM AND PROXY ARRANGEMENT

The following are the details of the 2020 AGM:

Date: 22 June 2020 (Monday)

Time: 3:00 p.m.

Venue: 26/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong

The notice of the 2020 AGM is set out on pages 19 to 25 of this circular. At the 2020 AGM, resolutions will be proposed to approve the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2020 AGM. An announcement on the poll vote results will be made by the Company after the 2020 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the 2020 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.kaisahealth.com>). Whether or not you are able to attend the 2020 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited, at Level 54, 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 appointed for holding the 2020 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2020 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

Closure of Register of Members

To ascertain Shareholders' eligibility to attend and vote at the 2020 AGM, the register of members of the Company will be closed from Wednesday, 17 June 2020 to Monday, 22 June 2020 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the 2020 AGM, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m., on Tuesday, 16 June 2020.

6. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate, the re-election of the retiring Director and the Proposed Refreshment are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2020 AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the following appendices to this circular:

Appendix I — Explanatory Statement on the Buyback Mandate; and

Appendix II — Details of Directors subject to Re-election.

LETTER FROM THE BOARD

8. 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 Company. 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,
For and on behalf of the Board
Kaisa Health Group Holdings Limited
Zhang Huagang
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2020 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR SHARES BUYBACKS

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company, the Group and the Shareholders.

Shares buybacks may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,042,139,374 Shares.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the 2020 AGM in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the 2020 AGM, i.e. being 5,042,139,374 Shares, the Directors would be authorized under the Buyback Mandate to buy back, during the period in which the Buyback Mandate remains in force, 504,213,937 Shares, representing 10% of the total number of Shares in issue as at the date of the 2020 AGM.

3. FUNDING OF BUYBACKS

Shares buybacks will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's memorandum of association and Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

4. IMPACT OF BUYBACKS

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed buyback period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

If on the exercise of the power to buy back Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

As a result, 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, Kaisa Group Holdings Ltd. held 2,167,600,491 Shares or approximately 42.99% of the issued Shares of the Company. In the event that the Directors exercise in full the Buyback Mandate, the shareholdings of Kaisa Group Holdings Ltd. in the Company would be increased to approximately 47.77% of the issued Shares of the Company, and such an increase would give rise to an obligation of Kaisa Group Holdings Ltd. and its associates to make a mandatory general offer under Rule 26 and 32 of the Takeovers Code.

Nevertheless, the Directors have no present intention to exercise the Buyback Mandate to such extent as would result in any Shareholders being required to make a mandatory offer under the Takeovers Code.

In addition, the Listing Rules prohibit a company from making buyback of shares on the Stock Exchange if the result of the buyback would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital would be in public hands. The Directors do not propose to buy back Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

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

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buybacks of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Bermuda.

7. MARKET PRICES OF SHARES

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

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	0.244	0.174
May	0.221	0.173
June	0.211	0.175
July	0.181	0.154
August	0.179	0.150
September	0.189	0.150
October	0.180	0.160
November	0.250	0.161
December	0.250	0.180
2020		
January	0.152	0.117
February	0.250	0.190
March	0.242	0.134
April	0.181	0.131
May (up to the Latest Practicable Date)	0.159	0.143

Mr. Wu Tianyu (“Mr. Wu”), aged 55, was appointed as executive Director and Chief Executive Officer of the Company since 21 May 2015 and is a member of the remuneration committee of the Board, has approximately 30 years of experience in denture profession. With effect from 26 February 2019, Mr. Wu has resigned as the Chief Executive Officer of the Company and been appointed as the Co-Vice Chairman of the Board and remains as an executive Director and a member of remuneration committee of the Board. Mr. Wu obtained a bachelor degree in Department of Stomatology of The Fourth Military Medical University. In his early years, Mr. Wu had developed extensive experience in stomatology and reparative surgery as a clinician in a hospital in Qingdao, the PRC for more than 7 years, during which various research articles had been pronounced by Mr. Wu in various famous professional research magazines. Mr. Wu has been the key operators of the denture business of the companies for approximately 20 years, with Mr. Wu overseeing the production of the denture products and the daily operations. Mr. Wu is currently directors of certain subsidiaries of the Group engaged in dental prosthetic and investment holdings. Mr. Wu is the spouse of Ms. Jiang Sisi, the Chief Operating Officer of the Company.

Mr. Wu has entered into a service contract with the Company for a term of three (3) years commencing from 21 May 2015, which can be terminated by either party giving not less than three (3) months’ notice in writing. The service contract was automatically renewed if no notice is given from both Mr. Wu and the Company. Pursuant to the Listing Rules and the Bye-laws, Mr. Wu’s appointment is subject to the provisions of retirement and rotation and re-election at the annual general meeting of the Company. Mr. Wu is entitled to receive a remuneration of HK\$2,400,000 per annum together with discretionary bonus, which was determined by the Board, upon recommendation from the remuneration committee of the Board, with reference to the remuneration policy of the Company, his duties and responsibilities to the Company and the prevailing market conditions.

Mr. Wu has the following interests in the shares or underlying shares of the Company pursuant to SFO:

(a) Shares of the Company

Name	Capacity/ nature of interest	Number of Shares held	Total interests in the issued share capital (approximately)
Mr. Wu	Beneficial owner	206,910,000 (L) <i>(Note 1)</i>	4.10%
Ms. Jiang Sisi	Interest of spouse	206,910,000 (L) <i>(Note 2)</i>	4.10%

Note 1: The Letters “L” denote long position in the Shares.

Note 2: Mr. Wu, executive Director has personal interests in 206,910,000 Shares and Ms. Jiang Sisi is the spouse of Mr. Wu and therefore was deemed to be interested in these share.

(b) Share options of the Company

Name	Number of share options held	Number of underlying shares	Exercisable price	Approximate percentage of the issued share capital of the Company
Mr. Wu (note 1)	74,070,000 (note 2)	74,070,000	HK\$0.784	1.47%
	38,000,000 (note 3)	38,000,000	HK\$0.40	0.75%
	<u>112,070,000</u>	<u>112,070,000</u>		
Ms. Jiang Sisi (note 1)	74,070,000 (note 2)	74,070,000	HK\$0.784	1.47%
	38,000,000 (note 3)	38,000,000	HK\$0.40	0.75%
	<u>112,070,000</u>	<u>112,070,000</u>		

Note 1: Ms. Jiang Sisi is the Chief Operating Officer of the Group and also the director of certain subsidiaries of the Company. She is also the spouse of Mr. Wu. As such, Ms. Jiang Sisi and Mr. Wu were deemed or taken to be interested in the share options of each other for the purposes of the SFO. The aggregate family interest in share options is 224,140,000 as at the Latest Practicable Date.

Note 2: These share options were granted on 24 July 2015. 25% of the granted share options would vest on 16 June 2016 and be exercisable from 16 June 2016 to 15 June 2020. Another 25% of the granted share options would vest on 16 June 2017 and be exercisable from 16 June 2017 to 15 June 2020. A further 25% of the granted share options would vest on 16 June 2018 and be exercisable from 16 June 2018 to 15 June 2020. The remaining 25% of the granted share options would vest on 16 June 2019 and be exercisable from 16 June 2019 to 15 June 2020.

Note 3: These share options were granted on 12 September 2016. 30% of the granted share options would vest on 12 September 2017 and be exercisable from 12 September 2017 to 11 September 2022. Another 25% of the granted share options would vest on 12 September 2018 and be exercisable from 12 September 2018 to 11 September 2022. A further 20% of the granted share options would vest on 12 September 2019 and be exercisable from 12 September 2019 to 11 September 2022. A further 15% of the granted share options would vest on 12 September 2020 and be exercisable from 12 September 2020 to 11 September 2022. The remaining 10% of the granted share options would vest on 12 September 2021 and be exercisable from 12 September 2021 to 11 September 2022.

Save as disclosed above, Mr. Wu did not hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor did and does he hold any other positions in the Group in the past and at present. In addition, save as disclosed above, Mr. Wu does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wu was not interested or deemed to be interested in any interests in the Shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to Mr. Wu that need to be brought to the attention of the Shareholders.

Mr. Fok Hei Yu (“Mr. Fok”), aged 50, was appointed as independent non-executive Director since 5 March 2018 and is the chairman of the remuneration committee, a member of the audit committee and a member of the nomination committee of the Board, obtained a degree of bachelor of commerce from The Australian National University. Mr. Fok is an associate member of the Hong Kong Institute of Certified Public Accountants and Certified Practising Accountant (Australia) and a member of the Hong Kong Institute of Directors.

Mr. Fok is a senior managing director of FTI Consulting, Inc., a business advisory firm assisting companies to protect and enhance enterprise value. Mr. Fok has been appointed as a non-executive director of Nam Tai Property Inc., a company listed on the New York Stock Exchange (NYSE Symbol: NTP) since 1 August 2018 and is currently an independent non-executive director of Shirble Department Store Holdings (China) Limited (Stock Code: 312), a company listed on the Stock Exchange.

Mr. Fok has entered into a letter of appointment with the Company for a term of two (2) years commencing from 5 March 2018, which can be terminated by either party giving not less than one (1) month’s notice in writing. The letter of appointment has been renewed for a term of two (2) years commencing from 5 March 2020. Mr. Fok is entitled to receive a remuneration of HK\$250,000 per annum, which was determined by the Board, upon recommendation from the remuneration committee of the Board, with reference to the remuneration policy of the Company, his duties and responsibilities to the Company and the prevailing market conditions.

Save as disclosed above, Mr. Fok did not hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor did and does he hold any other positions in the Group in the past and at present. In addition, Mr. Fok does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Fok was not interested or deemed to be interested in any interests in the shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to Mr. Fok that need to be brought to the attention of the Shareholders.

Dr. Lyu Aiping (“Dr. Lyu”), aged 56, was appointed as independent non-executive Director since 5 March 2018, is the Chair Professor and Dean of School of Chinese Medicine of Hong Kong Baptist University. Dr. Lyu is also a member of the Chinese Medicine Development Committee in Hong Kong, a member of Biology and Medicine Panel of the Research Grants Council in Hong Kong and a member of the Chinese Pharmacopoeia Commission. Dr. Lyu obtained his Bachelor Degree from Jiangxi University of Traditional Chinese Medicine his Master and Ph.D. degrees in China Academy of Traditional Chinese Medicine. Dr. Lyu is focusing on the translational research in Chinese medicine and the development of new drugs based on Chinese medicine and has extensive experience in strategic planning and research for Chinese medicine development and the standardization of Chinese medicine. Dr. Lyu has been appointed as an independent non-executive director of Nam Tai Property Inc., a company listed on the New York Stock Exchange (NYSE Symbol: NTP) since 8 June 2019.

Dr. Lyu has entered into a letter of appointment with the Company for a term of two (2) years commencing from 5 March 2018, which can be terminated by either party giving not less than one (1) month’s notice in writing. The letter of appointment has been renewed for a term of two (2) years commencing from 5 March 2020. Dr. Lyu is entitled to receive a remuneration of HK\$250,000 per annum, which was determined by the Board, upon recommendation from the remuneration committee of the Board, with reference to the remuneration policy of the Company, his duties and responsibilities to the Company and the prevailing market conditions.

Save as disclosed above, Dr. Lyu did not hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor did and does he hold any other positions in the Group in the past and at present. In addition, save as disclosed above, Dr. Lyu does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Lyu was not interested or deemed to be interested in any interests in the shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to Dr. Lyu that need to be brought to the attention of the Shareholders.

Mr. Zhang Huagang (“Mr. Zhang”), aged 57, was appointed as the Chairman, an executive Director and the chairman of the nomination committee of the Board since 9 April 2020. Mr. Zhang was one of the founders, a director and president of Gemdale Corporation Co., Ltd. (金地(集團)股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600383) (the “**Gemdale Group**”) during the period from May 1993 to July 2010, leading the Gemdale Group to grow from a small-scaled company in Futian District to a national-branded and listed real estate company in the People’s Republic of China (the “**PRC**”). During his tenure as the president of the Gemdale Group, Mr. Zhang initiated many innovations ideas linking the real estate industry and finance industry in the PRC. Mr. Zhang founded the Gemdale/UBS China Real Estate Dollar Fund* (金地/UBS中國房地產美元基金), and led the Gemdale Group to enter into a numerous of equity investment cooperation with financial institutions, such as ING and Ping An Trust. During the period from August 2010 to April 2016, Mr. Zhang acted as the chief executive officer of China Tide Holdings Company Limited* (中國天地控股有限公司), led and developed an award-winning pension community project, which was recognized as one of the most innovative benchmarked project within the industry. Since May 2016, Mr. Zhang has been the chief executive officer of Beijing Zhongtianyixin Corporate Management Services Limited* (北京中天頤信企業管理服務有限公司) and the chairman of Beijing Kangyi Health Management Limited* (北京康頤健康管理有限公司). Further, since April 2017, Mr. Zhang has been acting as the chief executive officer and an executive director of Shanghai Zendai Property Limited* (上海證大地產有限公司), a company listed on the Stock Exchange (stock code: 755) and the chairman of Shanghai Xiyue Pension Services Co., Ltd.* (上海禧悅養老服務有限公司). Mr. Zhang graduated from Huazhong University of Science and Technology with a bachelor’s degree in industrial automation in 1982 and obtained a master in business administration degree from the School of Management of State University of New York at Buffalo in 1989.

Mr. Zhang has entered into a service contract with the Company for a term of three (3) years commencing from 9 April 2020, which can be terminated by either party giving not less than three (3) months’ notice in writing. The service contract was automatically renewed if no notice is given from both Mr. Zhang and the Company. Mr. Zhang’s office as an executive Director is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company.

Save as disclosed above, Mr. Zhang did not hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor did and does he hold any other positions in the Group in the past and at present. In addition, Mr. Zhang does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Zhang was not interested or deemed to be interested in any interests in the Shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to Mr. Zhang that need to be brought to the attention of the shareholders of the Company.

** For identification purposes only*

NOTICE OF 2020 AGM



Kaisa Health Group Holdings Limited
佳兆業健康集團控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 876)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Kaisa Health Group Holdings Limited 佳兆業健康集團控股有限公司 (the “**Company**”) will be held at 26/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong on Monday, 22 June 2020 at 3:00 p.m. for the following purposes:

1. To consider, adopt and receive the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “**Group**”) and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2019;
2. To re-elect Mr. Wu Tianyu as an executive director of the Company;
3. To re-elect Mr. Fok Hei Yu as an independent non-executive director of the Company;
4. To re-elect Dr. Lyu Aiping as an independent non-executive director of the Company;
5. To re-elect Mr. Zhang Huagang as an executive director of the Company;
6. To authorize the board of directors of the Company to appoint additional directors as and when the board considers necessary and appropriate;
7. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
8. To re-appoint Grant Thornton Hong Kong Limited as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration;

NOTICE OF 2020 AGM

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”;

NOTICE OF 2020 AGM

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

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of options under a share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any other eligible persons of shares or rights to acquire shares of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company,

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

NOTICE OF 2020 AGM

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

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

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

NOTICE OF 2020 AGM

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

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the additional shares of HK\$0.00125 each in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the share option scheme adopted by the Company on 8 June 2015 (the “**Share Option Scheme**”), the refreshment of the limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be and is hereby approved, provided that:

- (a) the total number of Shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (the “**Refreshed Limit**”);
- (b) options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme) will not be counted for the purpose of calculating the Refreshed Limit;
- (c) the Directors be and are hereby unconditionally authorized to offer or grant options pursuant to the Share Option Scheme to subscribe for Shares up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares upon the exercise of such options; and
- (d) such increase in the Refreshed Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company exceed 30% of the Shares in issue from time to time.”

By order of the Board
Kaisa Health Group Holdings Limited
Zhang Huagang
Chairman

Hong Kong, 11 May 2020

NOTICE OF 2020 AGM

Notes:

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- b. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Branch Share Registrar and Transfer Office in Hong Kong (i.e. Tricor Tengis Limited, at Level 54, 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 appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- c. To ascertain shareholders' eligibility to attend and vote at this meeting, the register of members of the Company will be closed from Wednesday, 17 June 2020 to Monday, 22 June 2020 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m., on Tuesday, 16 June 2020.

If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 12:00 noon on Monday, 22 June 2020, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

NOTICE OF 2020 AGM

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection: -

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at info@kaisahealth.com. If any shareholder has any question relating to the meeting, please contact Tricor Tengis Limited, the Company's Hong Kong branch share registrar as follows:—

Tricor Tengis Limited
Level 54, Hopewell Centre 183 Queen's Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
HK Tel: (852) 2980 1333
Fax: (852) 2810 8185