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CHINA HEALTH GROUP INC.

(中國醫療集團有限公司)

(Carrying on business in Hong Kong as “萬全醫療集團”)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 08225)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of **China Health Group Inc.** (the “Company”) will be held at Boda building, 28 Beiqing Road, Life Science Park, Zhongguancun, Changping District, Beijing, China at 10 a.m. on 18 June 2020 to transact the following businesses:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2019;
2. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and authorize the Board to fix its remuneration;
3. (a) To re-elect Mr. GUO Xia as an executive director of the Company;
(b) To re-elect Dr. SONG Xuemei as an executive director of the Company;
(c) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
4. As special business 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, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with shares of HK\$0.10 each in the capital of the Company (“Shares”), and to issue, allot or grant securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements and options which might require the exercise of such powers, subject to and in accordance with applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorize the directors of the Company (the “Directors”) during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of issued shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued 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 rights of subscription or conversion under the terms of any warrants issued by the Company, or any securities which are convertible into shares of the Company, (iii) any employee share option scheme 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 of shares or rights to acquire shares of the Company, and (iv) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the total number of issued shares of the Company at the date of passing of this resolution and the approval in paragraph (a) shall be limited accordingly;

(d) the approval in paragraph (a) above shall be additional to the authority given to the directors at any time to allot and issue additional shares in the capital of the Company; and

(e) 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 expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Cayman Islands or the articles of association of the Company to be held; and
- iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors made to the holders of the Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

5. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

(a) there be granted to the Directors an unconditional general mandate to repurchase shares in the capital of the Company, and that the exercise by the Directors of all powers of the Company to purchase shares subject to and in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved, subject to the following conditions:

- i. such mandate shall not extend beyond the Relevant Period;
- ii. such mandate shall authorize the Directors to procure the Company to repurchase shares at such prices as the Directors may at their discretion determine;
- iii. the aggregate nominal amount of the shares repurchased by the Company pursuant to this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company at the date of passing of this resolution; and

(b) 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 expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Cayman Islands or the Articles of Association of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.
6. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions nos.4 and 5 above being passed, the general mandate granted to the directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution no.4 above be and is hereby extended by the addition to the total number of shares which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the total number of shares repurchased by the Company under the authority granted pursuant to resolution no 5 above, provided that such amount shall not exceed 10% of the total number of issued shares of the Company at the date of passing of this resolution.”

By order of the Board
China Health Group Inc.
GUO Xia
Chairman

Hong Kong, 18 May 2020

Registered office:

Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion,
Hibiscus Way, 802 West Bay Road,
Grand Cayman, KY1-120
Cayman Island

Principal place of business and head office in

Hong Kong:

Unit B, 19/F.
Times Media Centre
133 Wanchai Road, Wanchai
Hong Kong

NOTES:

1. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his, her or its behalf in accordance with the Articles of Association of the Company. A proxy needs not be a shareholder of the Company.
2. Where there are joint registered holders of any share of the Company, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy and, if such form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of such power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or at any adjournment thereof.
4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
5. The transfer books and register of members of the Company will be closed from 11 June 2020 to 18 June 2020, both days inclusive, for the purpose of determining Shareholders' entitlements to attend and vote at the AGM. In order to qualify for the right to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office at Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 10 June 2020 .
6. A circular containing, inter alia, details of the proposed general mandate to issue and repurchase shares of the Company, information of the retiring Directors who are proposed to be re-elected at the AGM, and the proposed adoption of the new share option scheme of the Company, will be dispatched to the shareholders of the Company.
7. The interval between the date of the company's annual general meeting and the date for the next annual general meeting must not exceed 15 months (or a longer period authorized by The Stock Exchange of Hong Kong Limited (the "Stock Exchange")).

As at the date hereof, the Board comprises two executive Directors, being Mr. GUO Xia and Dr. SONG Xuemei; one non-executive Director, being Mr. SU Yi; and three independent non-executive Directors, being Mr. QIU Rui, Dr. NI Binhui and Mr. ZHEN Ling.

This announcement, for which the directors of the Company (the "Directors") collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of securities of the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, conform that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respect and not misleading; (2) there are no other matters the omission of which would make any statement in all material respects and not misleading; and (3) all opinions

expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website with the domain name of www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the Company’s website at www.chgi.net.