



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”)

(以「萬全醫療集團」名稱在香港經營業務)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 08225)

(股份代號: 08225)

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
提議一般授權進行發行和回購股票

RE-ELECTION OF RETIRING DIRECTORS,
重新選舉退任董事

AND
和

NOTICE OF ANNUAL GENERAL MEETING
股東周年大會通告

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
此乃要件請即處理

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

If you have sold or transferred all your shares in **China Health Group Inc.**, 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 or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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, (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement herein misleading; and (iii) all opinions expressed herein have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

閣下如對本通函任何方面或應採取的行動有任何疑問，應諮詢閣下的持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

閣下如已售出或轉讓名下所有**中國醫療集團有限公司**股份，應立即將本通函連同隨附代表委任表格交予買主或承讓人，或經手買賣或轉讓的銀行、持牌證券交易商或其他代理商，以便轉交買主或承讓人。

香港交易及結算所有限公司及香港聯合交易所有限公司對本通函的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本通函全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本通函（本公司各董事願共同及個別對此負全責）乃遵照香港聯合交易所有限公司創業板證券上市規則的規定而提供有關本公司的資料。各董事經作出一切合理查詢後確認，就彼等所深知及確信：(i)本通函所載資料在各重大方面均屬準確及完整，且無誤導成分；(ii)並無遺漏任何其他事實致使本通函所載任何內容產生誤導；及(iii)本通函內表達的一切意見乃經審慎周詳考慮後方作出，並以公平合理的基準和假設為依據。

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
此乃要件請即處理

A letter from the board of directors of the Company is set out on pages 3 to 8 of this circular. A notice convening the annual general meeting of the shareholders of the Company to be held at Boda Building, 28 Beiqing Road, Life Science Park, Zhongguancun, Changping District, Beijing, China at 10 a.m. on 18 June 2020 is set out on pages 15 to 21 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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, as soon as possible but in any event not later than 48 hours before the time appointed for holding AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

This circular will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com and on the Company's website at www.chgi.net for at least 7 days from the date of its publication.

本公司董事會函件載於本通函第3至8頁。本公司謹訂於二零二零年六月十八日星期四上午十時正假座北京市昌平區中關村生命科學園北清路28號博達大廈舉行股東周年大會，召開大會之通告載於本通函第15至21頁。亦隨函附奉股東周年大會適用之代表委任表格。

無論閣下是否打算親身出席股東周年大會並於會上投票，務請盡快根據隨附代表委任表格上印備之指示將其填妥，並將表格送達本公司之股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東183號合和中心54樓，惟無論如何須於股東周年大會或其任何續會指定舉行時間48小時前交回。填妥及交回代表委任表格後，閣下仍可親身出席股東周年大會及於會上投票。

本通函將由刊登日期起計最少七天刊載於GEM網站www.hkgem.com「最新公司信息」一頁及本公司網站www.chgi.net內。

18 May 2020

二零二零年五月十八日

CHARACTERISTICS OF GEM
香港聯合交易所有限公司創業板的特色

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

創業板被定位為一個旨在容納中小企業的市場，與在交易所上市的其他公司相比，中小企業的投資風險可能更高。潛在投資者應意識到投資此類公司的潛在風險，並應在適當和仔細考慮後才作出投資決定。

考慮到在創業板上市的公司一般都是中小企業，創業板上市的證券可能比主機板上市的證券更容易受到市場高波動性的影響，而且不能保證創業板上市的證券會有流動性市場。

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DEFINITIONS

釋義

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

於本通函內，除文義另有所指外，下列詞彙具有以下涵義：

"AGM" 「股東週年大會」	the annual general meeting of the Company to be convened and held at Boda Building, 28 Beiqing Road, Life Science Park, Zhongguancun, Changping District, Beijing, China at 10 a.m. on 18 June 2020 本公司謹訂於二零二零年六月十八日星期四上午十時正假座北京市昌平區中關村生命科學園北清路28號博達大廈召開及舉行之股東周年大會
"AGM Notice" 「股東周年大會通告」	the notice of the AGM set out on pages 15 to 21 of this circular 本通函第15至21頁所載股東周年大會通告
"Articles of Association" 「公司章程」	the articles of association of the Company (as amended from time to time) 本公司章程（不時修訂）
"Board" 「董事會」	the board of Directors 董事會
"Business Day" 「營業日」	a day on which the Stock Exchange is open for the business of dealing in securities 聯交所開業買賣證券之日
"close associate(s)" 「核心關連人士」	has the meaning ascribed to it under the GEM Listing Rules 具有創業板上市規則賦予該詞的涵義
"Companies Law" 「公司法」	The Company law, Cap.22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands 開曼群島公司法（二零零四年修訂本）
"Company" 「本公司」	China Health Group Inc., a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM with stock code: 8225 中國醫療集團有限公司（前稱「萬全科技藥業有限公司」），一家於開曼群島成立之有限公司，其股份於聯交所創業板上市，股份代號：08225
"controlling shareholder(s)" 「控股股東」	has the meaning ascribed thereto in the GEM Listing Rules 具GEM上市規則所賦予之涵義
"core connected person" 「緊密聯繫人」	has the same meaning ascribed to this term under the GEM Listing Rules 具有創業板上市規則賦予該詞的涵義
"Director(s)" 「董事」	the director(s) of the Company 本公司董事
"Extension Mandate" 「擴大授權」	a general and unconditional mandate proposed to be granted by the Company to the Directors to the effect that the aggregate number of Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of the aggregate number of Shares repurchased under the Repurchase Mandate 本公司擬向董事授出之一般及無條件授權，以可能擴大根據發行授權可能配發及發行股份之總數，擴大金額相當於根據購回授權所購回股份之總數
"GEM" 「GEM」	GEM operated by the Stock Exchange 聯交所發佈的GEM
"GEM Listing Rules" 「GEM上市規則」	The Rules Governing the Listing of Securities on GEM GEM證券上市規則
"Group" 「本集團」	the Company and its subsidiaries from time to time 本公司及其不時之附屬公司
"HK\$" 「港元」	Hong Kong Dollars, the lawful currency of Hong Kong 港元，香港之法定貨幣

DEFINITIONS

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“Hong Kong” [香港]	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Issue Mandate” [發行授權]	a general and unconditional mandate proposed to be granted by the Company to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM 本公司擬授予董事之一般及無條件授權，以配發、發行及處理總數不超過本公司於股東周年大會通過相關決議案日期已發行股本總數20%之股份
“Latest Practicable Date” [最後可行日期]	11 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein 二零二零年五月十一日，即刊印本通函前就確認當中所載若干資料之最後實際可行日期
“PRC” [中國]	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan 以本通函中的中華人民共和國，不包括香港、中華人民共和國澳門特別行政區以及臺灣
“Repurchase Mandate” [回購授權]	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the ordinary resolution granting such mandate 在年度股東大會上向董事授予的一般授權，以行使公司回購股份的權力，回購股份的權力不超過授予該授權的普通決議通過之日已發行股份總數的10%
“SFO” [證券及期貨條例]	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 香港法例第571章證券及期貨條例
“Share(s)” [股份]	the ordinary share(s) of HK\$0.10 each in the share capital of the Company of the Company 本公司股本中每股面值0.10港元之普通股
“Shareholder(s)” [股東]	holder(s) of Share(s) 股份持有人
“Stock Exchange” [聯交所]	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Takeovers Code” [收購守則]	The Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong 香港公司收購及合併守則
“%” [%]	per cent. 百分比



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(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
(Stock Code: 08225)
(股份代號: 08225)

Executive Directors:

Mr. GUO Xia (Chairman)
Dr. SONG Xuemei

執行董事:

郭夏先生
宋雪梅博士

Non-executive Director:

Mr. SU Yi

非執行董事:

蘇毅先生

Independent Non-executive Directors:

Mr. QIU Rui
Dr. NI Binhui
Mr. ZHEN Ling

獨立非執行董事:

仇銳先生
倪彬暉博士
甄嶺先生

LETTER FROM THE BOARD
董事會函件

Registered office:

Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion, Hibiscus Way,
802 West Bay Road, Grand Cayman, KY1 - 1205
Cayman Island

註冊辦事處:

開曼群島大開曼島西灣道802號芙蓉路宏閣
郵箱31119
KY1-1205 Vistra (Cayman) Limited

Head office:

Boda Building, 28 Beiqing Road Life Science
Park, Zhongguancun, Changping District,
Beijing, China, 102200

總辦事處:

中國北京
昌平區中關村生命科學園
北清路28號博達大廈

***Principal place of business and head office
in Hong Kong:***

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

香港主要營業地點及總辦事處:

香港灣仔灣仔道133號
卓凌中心
19樓B室

LETTER FROM THE BOARD
董事會函件

Dear Sir or Madam,

PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,

AND

RE-ELECTION OF RETIRING DIRECTORS

敬啟者：

建議發行及購回股份之一般授權

及

重選退任董事

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the (i) the proposed general mandates for the issue and repurchase of shares to be granted to the Directors; (ii) the proposed re-election of the retiring Directors; and (iii) other information required under the GEM Listing Rules, to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM.

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 28 June 2019, general mandates were given by the Company to the Directors (a) to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of the resolution; (b) to repurchase the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the total number of issued Shares as at the date of passing of the resolution; and (c) to the effect that the aggregate nominal value of the Shares which may be allotted and issued under the issue mandate may be extended by an addition of an amount representing the aggregate nominal value of Shares repurchased under the repurchase mandate. Such general mandates will lapse at the conclusion of the AGM.

At the AGM, the following resolutions, among other matters, will be proposed:

(a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing of such resolution;

(b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the the total number of issued Shares as at the date of passing of such resolution; and

緒言

本通函旨在向閣下提供有關：(i)建議授予董事發行及購回股份之一般授權；(ii)建議重選退任董事；及(iii)GEM上市規則規定之其他資料，以便閣下就投票贊成或反對將於股東周年大會上提呈之決議案作出知情決定。

建議授予發行授權、回購授權和擴額授權

於本公司在二零一九年六月二十八日舉行之上屆股東周年大會上，本公司授予董事一般授權以(a)配發、發行及處理不超過於決議案通過當日本公司已發行股本總數20%之股份；(b)在聯交所購回面值總額不超過於決議案通過當日本公司已發行股本總數10%之股份；及(c)透過增加相當於購回授權項下購回股份之面值總額之金額，將可能根據發行授權配發及發行之股份之面值總額擴大。該等一般授權將在股東周年大會結束時失效。

下列決議案（其中包括）將在股東周年大會上提呈：

(a) 授予董事發行授權以行使本公司之權力，配發、發行及處理最多為通過有關決議案當日本公司已發行股本總數20%之股份；

(b) 授予董事購回授權，以令彼等購回最多為通過該決議案當日本公司已發行股本總數10%之股份；及

LETTER FROM THE BOARD

董事會函件

(c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 992,771,660 Shares. Subject to the passing of the resolutions approving the Issue Mandate and the Repurchase Mandate at the AGM and assuming that there is no change in the total number of issued shares of the Company between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 198,554,332 Shares (representing 20% of the total number of issued Shares as at the date of passing of the relevant resolution) and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 99,277,166 Shares (representing 10% of the total number of issued Shares as at the date of passing of the relevant resolution).

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by any applicable law of the Cayman Islands or the Articles of Association to be held; or (c) when the mandates are revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company following the AGM.

Under the GEM Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement on the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

By virtue of article 112 of the Articles, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

(c)-授予董事擴大授權，以透過增加相當於購回授權項下購回股份數目之數額增加可能根據發行授權配發及發行之股份總數。

於最後可行日期，本公司已發行股本包括992,771,660股股份。待批准發行授權及購回授權之決議案於股東周年大會通過後，並假設本公司已發行股本於最後可行日期至股東周年大會日期期間概無變動，根據發行授權可能發行之最高股份數目將為198,554,332股（相當於有關決議案通過當日已發行股份總數20%）及根據購回授權可能購回之最高股份數目將為99,277,166股（相當於有關決議案通過當日已發行股份總數10%）。

發行授權、購回授權及擴大授權將於下列日期（以最早者為準）屆滿：(a)本公司下屆股東周年大會結束之時；(b)任何開曼群島適用法例或組織章程細則規定本公司須舉行下屆股東周年大會之日；或(c)股東於下屆股東周年大會之前在本公司股東大會上透過普通決議案撤銷或更改該等授權之時。

根據創業板上市規則，本公司須向股東提供一切合理所需資料，以便股東就在股東周年大會上投票贊成或反對有關購回授權之決議案作出知情決定。購回授權說明函件載於本通函附錄一。

重選退任董事

根據《公司章程》第112條，在每次年度股東大會上，三分之一的現任董事應輪流退職，但每名董事應至少每三年在年度股東大會上退職一次。

LETTER FROM THE BOARD

董事會函件

Accordingly, Mr. GUO Xia and Dr. SONG Xuemei will retire and, being eligible, offer themselves for re-election at the AGM.

THE AGM

A notice of convening the AGM to be held at Boda Building, 28 Beiqing Road, Life Science Park, Zhongguancun, Changping District, Beijing, China at 10 a.m. on 18 June 2020 is set out on pages 15 to 21 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Of proxy in accordance with the instructions printed thereon to 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, as soon as possible but in any event not later than 48 hours before the time appointed for holding AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

VOTING BY POLL

According to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands). The chairman of the AGM will therefore demand a poll for all the resolutions put to the vote at the AGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

The Company will publish an announcement on the poll results of the AGM after the conclusion of the AGM.

RECOMMENDATION

The Board is of the view that the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the proposed re-election of Directors are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all resolutions as set out in the AGM Notice.

因此，郭夏先生和宋雪梅博士將退休，並有資格在年度股東大會上提出連任。

股東周年大會

本公司謹訂於二零二零年六月十八日星期四上午十時正假座中國北京市昌平區中關村生命科學園北清路28號博達大廈召開股東周年大會，大會通告載於本通函第15至21頁。本通函亦附奉股東周年大會適用之代表委任表格。

無論閣下能否親身出席股東周年大會並於會上投票，務請盡快根據隨附代表委任表格上印備之指示將其填妥，並將表格送達本公司之股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東183號合和中心54樓，惟無論如何須於股東周年大會或其任何續會指定舉行時間48小時前交回，方為有效。填妥及交回代表委任表格後，閣下仍可親身出席股東周年大會並於會上投票。

投票表決

根據GEM上市規則第17.47(4)條，股東於股東大會上所作任何表決均須以投票表決方式進行（惟主席以誠實信用原則作出決定，容許純粹關於程式或行政事宜之決議案以舉手方式表決除外）。因此，股東周年大會主席要求所有於股東周年大會提呈之決議案將以投票表決方式進行表決。

據董事作出一切合理查詢後所深知、全悉及確信，概無股東須就將於股東周年大會上提呈之決議案放棄投票。

本公司將於股東周年大會結束後就股東周年大會投票表決結果刊登公佈。

推薦意見

董事會認為，發行授權、購回授權及擴大授權，建議重選董事以及建議採納新購股權計劃符合本公司及其股東之整體最佳利益。因此，董事會建議股東投票贊成股東周年大會通告所載之所有決議案。

LETTER FROM THE BOARD 董事會函件

CLOSURE OF REGISTER OF MEMBERS

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.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

COMPETING INTERESTS

To the best knowledge of the Directors, as at the Latest Practicable Date, none of the Directors or their respective close associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules, as if the Directors were controlling shareholders.

The English texts of this circular and the accompanying proxy form shall prevail over the Chinese texts in case of inconsistency.

Yours faithfully,
For and on behalf of the Board
China Health Group Inc.
GUO Xia
Chairman

Hong Kong, 18 May 2020

暫停辦理股份過戶登記

本公司將由二零二零年六月十一日至二零二零年六月十八日（包括首尾兩日）期間暫停辦理股份過戶登記，以確定股東出席股東周年大會及於會上投票之權利。為合資格出席股東周年大會並於會上投票，所有過戶檔連同有關股票須於二零二零年六月十日下午四時三十分前交回本公司之香港股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東183號合和中心54樓。

責任聲明

本通函乃遵照創業板上市規則之規定而提供有關本公司之資料，各董事願就此共同及個別承擔全部責任。各董事經作出一切合理查詢後確認，就彼等所深知及確信，本通函所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分，亦無遺漏任何其他事實致使本通函所載任何聲明或本通函有所誤導。

競爭性權益

就董事所深知，於最後可行日期，概無董事或彼等各自之聯繫人士在與本集團業務直接或間接構成競爭或可能構成競爭之業務中擁有須根據創業板上市規則第11.04條規定披露之任何權益，猶如董事為控股股東。

本通函及隨附代表委任表格之中英文版本如有差異，概以英文版本為準。

代表董事會
中國醫療集團有限公司
主席
郭夏

香港，二零二零年五月十八日

APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

附錄一 — 購回之說明文件

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to approve the grant of the Repurchase Mandate.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their shares on GEM or any other stock exchange on which the securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong and GEM subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such companies must be fully paid up and all repurchase of shares by such companies must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

Exercise in full of the Repurchase Mandate (on the basis of 992,771,660 Shares in issue as at the Latest Practicable Date) would result in up to 99,277,166 Shares (representing 10% of the total number of issued Shares as at the date of passing of the relevant resolution) being repurchased by the Company during the Relevant Period (as defined in the relevant resolution), assuming no Shares are issued or repurchased between the Latest Practicable Date and the date of AGM.

3. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement in the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

根據GEM上市規則規定，作為說明函件，本附錄提供所需資料以使股東可就投票贊成或反對有關批准授出購回授權之決議案作出知情決定。

1. 有關購回股份之GEM上市規則

GEM上市規則允許以創業板為第一上市地之公司於創業板或公司證券上市並獲香港證券及期貨事務監察委員會及創業板認可的任何其他證券交易所購回本身之股份，惟受若干限制所限。在該等限制中，創業板上市規則規定，該等公司之股份須為已繳足股份，該等公司購回股份均須事先經股東以普通決議案（無論以一般購回授權或以某一特定交易的特定批准）批准。

2. 股本

按最後可行日期已發行股份992,771,660股計算並假設於最後可行日期至股東周年大會日期並無發行或購回股份，全面行使購回授權將使本公司於有關期間（定義見有關決議案）購回最多99,277,166股股份（相當於本公司於有關決議案獲通過當日已發行股本之10%）。

3. 購回理由

董事相信，向股東徵求一般授權使董事可購回股份，符合本公司及股東之最佳利益。視乎當時市況及資金安排而定，有關購回可能會提升每股股份之資產淨值及／或盈利，並僅會於董事認為有關購回將對本公司及股東有利之情況下方會進行。

APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

附錄一 — 購回之說明文件

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles of Association, the Companies Law and other applicable laws of the Cayman Islands. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, out of capital if so authorized by the Articles of Association and subject to and in accordance with the Companies Law.

Any premium payable on repurchase must be paid out of profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased in the manner provided in the Companies Law.

5. EFFECT OF EXERCISING THE REPURCHASE MANDATE

Taking into account of the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in the most recent published audited accounts.

The Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. DIRECTORS' UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association, the Companies Law and any other applicable laws of the Cayman Islands.

4. 購回資金

根據本公司組織章程細則、公司法及開曼群島其他適用法例，根據購回授權購回股份將由合法可作此用途之資金撥付。根據公司法規定，本公司進行購回所用資金只可來源於本公司利潤或就此新發行股份之所得款項，或組織章程細則批准及公司法所規定之資金。

購回產生的任何應付溢價必須在按照公司法規定之方式購回股份之前或之時，以本公司利潤或本公司股份溢價賬進行支付。

5. 行使購回授權之影響

考慮到本公司現時之營運資金狀況，董事認為，倘購回授權獲全面行使，與最近期刊發之經審核賬目所披露之狀況相比，其可能對本公司之營運資金及資本負債狀況造成重大不利影響。

倘於若干情況下行使購回授權將會對董事認為本公司宜不時具備的營運資金需要或資產負債狀況構成重大不利影響，則董事擬不行使購回授權。

6. 董事承諾

目前，概無董事或（經彼等作出一切合理查詢後所深知）彼等之任何聯繫人士，有意在購回授權獲股東批准之情況下根據購回授權向本公司或其附屬公司出售任何股份。

董事已向聯交所承諾，於適當情況下，彼等將根據GEM上市規則、組織章程細則、公司法及開曼群島之任何其他適用法例進行購回。

APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

附錄一 — 購回之說明文件

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, nor has any such connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

7. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) 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, to the best of the knowledge and belief of the Directors, the following Shareholders are interested in 5% or more of the Company's total number of issued shares. Based on the disclosure of interest filings as at the Latest Practicable Date, Mr. Guo Xia and its controlled corporations, Winsland Agents Limited, Venturepharm Holdings Inc. and Bright Excel Assets Limited respectively controlled approximately 11.55%, 35.19%, 15.05% and 9.26% voting rights in the Company (or 71.06% voting rights in aggregate). In the event the Directors exercise in full the Repurchase Mandate to repurchase Shares, subject to the relevant shareholder's consultation with the Executive, Winsland Agents Limited may or may not be regarded as have triggered the mandatory offer obligation under Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Repurchase Mandate to such an extent as would trigger the mandatory offer obligation of any shareholder under the Takeovers Code.

The GEM 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 percentages determined by the Stock Exchange) of the total number of issued Shares would be in public hands. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

概無本公司關連人士知會本公司，其現時有意在購回授權獲授予之情況下，向本公司出售任何股份，或承諾不會向本公司出售其持有之任何股份。

7. 收購守則之影響及公眾持股量

倘本公司購回股份後股東所佔本公司投票權權益比例有所增加，則就收購守則規則32而言，有關增加將被視為一項收購。因此，一名或一群一致行動之股東（定義見收購守則）可取得或整合本公司控制權，且須根據收購守則規則26及32提出強制收購要約。

於最後可行日期，就董事所深知及確信，下列股東擁有本公司已發行股本5%或以上權益。根據最後可行日期存檔之權益披露，郭夏先生及其受控法團、Winsland Agents Limited、Venturepharm Holdings Inc及Bright Excel Assets Limited分別控制本公司約11.55%、35.19%、15.05%及9.26%之投票權（或合共控制71.06%之投票權）。倘董事全面行使購回股份之購回授權，Winsland Agents Limited或不會被視為已觸發須根據收購守則規則26提出強制收購要約之責任，惟待有關股東向執行人員作出諮詢後方可作實。董事現時無意行使購回授權以致觸發任何股東須根據收購守則提出強制收購要約之責任。

根據創業板上市規則規定，倘若購回會導致公眾持股量少於已發行股本之25%（或聯交所釐定之其他指定最低百分比），則公司不得在聯交所購回股份。董事無意行使購回授權以致公眾人士所持股份數目跌至低於所規定之最低百分比25%。

APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE
附錄一 — 購回之說明文件

8. SHARE REPURCHASE MADE BY THE COMPANY 8. 本公司購回股份

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

截至最後實際可行日期止六個月，本公司並無購回股份（不論於聯交所或其他交易所）。

9. SHARE PRICES

9. 股份價格

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date are as follows:

截至最後實際可行日期止十二個月期間，股份於聯交所的每月最高及最低成交價如下：

Month	月份	Highest HK\$ 最高價 HK\$	Lowest HK\$ 最低價 HK\$
2019	2019		
May*	五月	-	-
June	六月	0.183	0.154
July	七月	0.149	0.111
August	八月	0.135	0.107
September	九月	0.118	0.105
October	十月	0.120	0.075
November	十一月	0.114	0.078
December	十二月	0.133	0.079
2020	2020		
January	一月	3.910	0.090
February	二月	2.040	0.900
March	三月	1.720	0.640
April	四月	1.080	0.800
May (up to the Latest Practicable Date)	五月(截止最後實際可行權日)	0.980	0.830

*No deals of the Shares have been made in May 2019. *二零一九年五月份沒有股票交易。

APPENDIX II – BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED 附錄二—建議重選連任董事之履歷詳情

The biographical information of the retiring Directors proposed for re-election at the AGM is set out as follow :

Executive Directors

Mr. GUO Xia ("Mr. GUO"), aged 54, is the Chairman and an executive Director of the company. He is also a member of the nomination committee and remuneration committee of the Company. Mr. GUO is responsible for strategic planning and development, overall management of the Group. Mr. GUO obtained with a Master degree in science from University of Toronto in March 1997. Mr. GUO has also completed various approved courses for the degree of Master of Business Administration in Heriot-Watt University and the Judge institute EMBA in University of Cambridge. Before establishing the Group in December 1998, Mr. GUO had worked for two pharmaceutical companies in Canada, namely Ortho-McNeil Inc. under Johnson & Johnson and Novopharm Limited under Teva Pharmaceutical Industries Ltd as research scientist and process development manager, respectively. Mr. GUO used to be the director and CEO of Common Wealth Technology Inc listed on NSDAQ and vice president of All-China Federation of Industry and Commerce Medical Pharmaceutical Chamber, he also got National model worker title and The National May 1 Labour Medal, and was prized as '2005 Excellent creative enterpriser' in 2005 by BCCC (got the scholarship for EMBA study in University of Cambridge).

Mr. Guo has entered into a service agreement with the Company for a term of 3 years commencing on 30 June 2018. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the terms of his service agreement, Mr. Guo is not entitled to any director's fee.

As at the Latest Practicable Date, Mr. GUO beneficially owns 123,851,941 Shares, among which 9,150,000 Shares are the share options granted to him by the Company under the share option scheme of the Company adopted on 30 June 2015.

擬在年度股東大會上連任的退休董事的簡歷如下：

執行董事

郭夏先生，54歲，本集團主席、執行董事，也是公司提名委員會以及薪酬委員會的一員。郭先生負責本集團之策略規劃及發展、整體管理。郭先生畢業於多倫多大學藥學院研究生院獲碩士學位，博士（肄業），亦在Heriot-Watt University完成工商管理碩士學位和英國劍橋大學Judge institute EMBA之多個認可課程。於一九九八年十二月成立本集團之前，郭先生曾於美國強生公司旗下之Ortho-McNeil Inc.及Teva Pharmaceutical Industries Ltd旗下Novopharm Limited分別擔任研究科學家及工序開發經理。郭先生還曾經擔任過美國NSDAQ上市公司Common Wealth Technology INC公司的董事長和CEO。郭先生擔任中華全國工商聯醫藥副會長並獲得中國國務院授予全國勞動模範稱號，全國五一勞動獎章。2005並被英國商會（BCCC）授予“2005優秀創新企業家”（並資助劍橋大學EMBA學習）。

郭先生已與本公司簽訂服務協定，自2018年6月30日起，為期3年。根據公司章程的規定，在公司年度股東大會上輪換和連任退休。根據其服務協定的條款，郭先生無權收取任何董事費用。

截至最遲可行日期，郭先生實益擁有123,851,941股，其中9,150,000股是公司根據2015年6月30日通過的公司股票期權計畫授予他的股票期權。

APPENDIX II – BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED 附錄二—建議重選連任董事之履歷詳情

349,368,873 Shares are beneficially owned by Winsland Agents Limited, a company wholly owned by Mr. GUO. 91,915,181 Shares are beneficially owned by Bright Excel Assets Limited, a company wholly owned by Venturepharm Holdings Inc., approximately 49.00% of its shares are held Winsland Agents Limited and approximately 47.63% are held by Mr. GUO. 149,432,583 Shares are beneficially owned by Venturepharm Holdings Inc. As such, Mr. GUO is deemed to be interested in the above companies under the SFO.

Dr. SONG Xuemei (“Dr. SONG”), aged 51, is an executive Director and the compliance officer the Company. Dr. SONG is responsible for Clinical Research. Dr. SONG graduated from China Concord Medical University with a Doctorate degree in clinical medicine in July 1995. She is also a Registered Pharmacist in the PRC. Prior to joining the Group in February 2000, Dr. SONG had served as general manager of Beijing Tiancifu Biopharmaceutical Co. Ltd.

As at the Latest Practicable Date, Dr. SONG is interested in 1,136,500 Shares, among which 500,000 Shares are the share options granted to her by the Company under the share option scheme of the Company adopted on 30 June 2015.

Dr. Song has entered into a service agreement with the Company for a term of 3 years commencing on 30 June 2018. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the terms of her service agreement, Dr. Song is not entitled to any director’s fee.

Save as disclosed above, Mr. GUO and Dr. SONG (i) do not hold any other position with the Company or any of its subsidiaries; (ii) did not hold any other directorships in any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the three years prior to the date hereof; (iii) do not hold any other major appointment or professional qualification; and (iv) do not have any relationship with other Directors, senior management or substantial or controlling Shareholders (as defined under the GEM Listing Rules).

Save as disclosed above, there are no other matters concerning Mr. GUO and Dr. SONG that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

349,368,873股由郭先生全資擁有的Winsland Agents Limited 實益擁有。91,915,181股為Venturepharm Holdings Inc.全資子公司Bright Excel Assets Limited實益持有，約49.00%的股份為Venturepharm Holdings Inc.持有，約47.63%的股份為郭先生持有。149,432,583股為Venturepharm Holdings Inc.實益擁有。因此，郭先生被視為在證券及期貨條例下對上述公司擁有權益。

宋雪梅博士（以下簡稱“宋博士”）現年51歲，為執行董事。她也是公司的合規官。宋博士負責臨床研究。宋博士於1995年7月畢業於中國協和醫科大學，獲臨床醫學博士學位。她也是中國註冊藥劑師。2000年2月加入本集團前，宋博士曾任北京天賜福生物製藥有限公司總經理。

截至最遲可行日期，宋博士持有1,136,500股股份，其中500,000股是公司根據2015年6月30日通過的公司股票期權計畫授予她的股票期權。

宋博士已與本公司簽訂服務協定，自2018年6月30日起，為期3年。根據公司章程的規定，她將在公司年度股東大會上輪換退休並連任。根據服務協定的條款，宋博士無權收取任何董事費用。

除上文披露外，郭先生和宋博士 (i) 不與本公司或其任何子公司保持任何其他職位；(ii) 在本日期之前三年內在香港或海外證券市場上市的任何其他上市公司，不持有任何其他董事；(iii) 不擔任其他重大職務或者專業資格；(iv) 與其他董事、高級管理人員或者大股東、控股股東（創業板上市規則定義）不存在任何關係。

除上述披露外，不存在其他需要提請股東注意的有關郭先生、宋博士和甄先生的事項，也不存在根據《創業板上市規則》第17.50 (2) (h) 至 (v) 條規定需要披露的資訊。

NOTICE OF THE AGM 股東週年大會通告

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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”)

(以「萬全醫療集團」名稱在香港經營業務)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 08225)

(股份代號: 08225)

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

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:

茲通告中國醫療集團有限公司(「本公司」)謹訂於二零二零年六月十八日星期四上午十時正假座北京市昌平區中關村生命科學園北清路28號博達大廈舉行股東周年大會，藉以處理下列事項：

- | | |
|--|--|
| <p>1. To receive and adopt the audited consolidated financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2019;</p> <p>2. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and authorize the Board to fix its remuneration;</p> <p>3.(a) To re-elect Mr. GUO Xia as an executive director of the Company;</p> <p>(b) To re-elect Dr. SONG Xuemei as an executive director of the Company;</p> | <p>1. 省覽及考慮截至二零一九年十二月三十一日止年度之經審核綜合財務報表以及董事會報告及核數師報告;</p> <p>2. 重選中匯安達會計師事務所為公司核數師並授權董事會釐定其酬金;</p> <p>3.(a) 重新選舉郭夏先生為公司執行董事;</p> <p>(b) 重新選舉宋雪梅博士為公司執行董事;</p> |
|--|--|

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(c) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;

(c) 授權公司董事會確定公司董事的薪酬;

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

4. 作為特別事項,考慮並酌情通過(不論是否經過修訂)下列決議案作為普通決議案:

“THAT:

「動議:

(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;

(a) 在下文(c)段限制下,根據香港聯合交易所有限公司創業板證券上市規則,一般及無條件批准本公司董事於有關期間(定義見下文),根據適用法律,行使本公司一切權力,以配發、發行及處理本公司股本中每股面值0.10港元之股份(「股份」),並發行、配發或授出可轉換為股份之證券或購股權、認股權證或認購股份或該等可換股證券之類似權利及作出或授予可能須行使該等權力之建議、協議及購股權;

(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;

(b) 上文(a)段之批准將授權董事於有關期間作出或授予或須於有關期間屆滿後行使該等權力之建議、協議及購股權;

(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;

(c) 董事根據上文(a)段之批准配發或同意有條件或無條件配發(不論是否根據購股權或其他方式配發)之本公司股數不得超過於本決議案獲通過當日本公司已發行股份總數之20%,惟根據(i)供股(定義見下文),(ii)根據本公司發行之任何認股權證或任何可轉換為本公司股份之證券之條款,行使認購權或兌換權,(iii)任何當時已採納可向本公司及/或其任何附屬公司高級職員及/或僱員授予或發行股份或購買本公司股份之權利之僱員購股權計劃或類似安排,及(iv)不時根據本公司章程細則實行之任何以股代息計劃或類似安排規定配發股份代替本公司股份之全部或部份股息者除外,而(a)段之批准亦須受此數額限制;

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(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 (d)(a)段之批准乃外加於在任何時間給予董事可配發及發行本公司股本中額外股份之授權;及

(e) for the purpose of this resolution:

(e) --就本決議案而言:

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

「**有關期間**」指由本決議案獲通過之日起至下列三者中之較早日期止之期間:

i. the conclusion of the next annual general meeting of the Company;

i. 本公司下屆股東週年大會結束之日;

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

ii. 依照開曼群島任何適用法例或本公司組織章程細則,規定本公司下屆股東週年大會須予舉行之期限屆滿之日;及

iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

iii. 本決議案所述之授權經本公司股東於股東大會上以普通決議案予以撤銷或更改之日。

“**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).”

「**供股**」指董事於所定期間內根據於某一指定記錄日期名列本公司股東名冊之股份持有人於該日持有股份之比例向彼等提出發售股份之建議(惟董事就零碎股權或香港或香港以外區域之任何法律限制或責任或任何認可監管機構或任何證券交易所之規定,作出其認為必須或權宜之豁免或其他安排)。」

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

5. 作為特別事項,考慮並酌情通過(不論是否經過修訂)下列決議案作為普通決議案:

“**THAT:**

「**動議:**

(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:

(a) 一般及無條件批准授予董事一項無條件一般授權以購回本公司股本中之股份,及由董事根據所有適用法律、規則及法規行使本公司所有權力購回股份,惟須受下列條件所規限:

i. such mandate shall not extend beyond the Relevant Period;

i. 該項授權不得超過有關期間;

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- 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.”
- ii. 該項授權應授權董事促使本公司按董事酌情釐定之價格購回股份;
- iii. 本公司於有關期間內根據本決議案購回之股份總數,不得超過本決議案獲通過當日本公司已發行股本面值總額之10%;及
- (b) 就本決議案而言,「**有關期間**」指由本決議案獲通過當日起至下列三者中之最早日期止之期間:
- i. 本公司下屆股東周年大會結束之日;
- ii. 依照開曼群島任何適用法例或本公司組織章程細則,規定本公司下屆股東周年大會須予舉行之期限屆滿之日;及
- iii. 本決議案所述之授權經本公司股東於股東大會上以普通決議案予以撤銷或更改之日。
6. 作為特別事項,考慮並酌情通過(不論是否經過修訂)下列決議案作為普通決議案:
- 「**動議**: 待上述第4及5項決議案獲通過後,謹此擴大根據上述第5項所載決議案授予董事行使本公司之權力以配發、發行及以其他方式處理本公司股份之一般授權,方式為於本公司董事根據有關一般授權可配發本公司已發行股份總數,增加相等於本公司根據上述第5項所載決議案授出之授權所購回之本公司股數,惟為有關金額不得超過本公司於通過本決議案通過日期之已發行股份總數之10%。」

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

承董事會命
中國醫療集團有限公司
主席
郭夏

Hong Kong, 18 May 2020

香港, 二零二零年五月十八日

NOTICE OF THE AGM
股東週年大會通告

Registered office:

Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion,
Hibiscus Way, 802 West Bay Road,
Grand Cayman, KY1-1205
Cayman Island

註冊辦事處:

開曼群島大開曼島
西灣道802號芙蓉路宏閣
郵箱31119
KY1-1205 Vistra (Cayman) Limited

Principal place of business and head office in Hong Kong:

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

香港主要營業地點及總辦事處:

香港灣仔灣仔道133號
卓凌中心
19樓B室

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.

附註:

1. 根據本公司之組織章程細則，凡有權出席上述通告召開之大會及於會上投票之任何本公司股東，均有權委任一名或以上代表出席大會，並代表其投票。受委代表毋須為本公司股東。
2. 倘為本公司任何股份之聯名登記持有人，則任何一位該等聯名持有人均可就有關股份親自或委任代表於會上投票（猶如彼為唯一有權投票者）；惟倘有多於一位該等聯名持有人親自或委派代表出席大會，則上述出席之人士中於股東名冊內就有關股份排名首位之人士方有權就有關股份投票。
3. 代表委任表格連同（倘有關表格由其他人士根據授權書或其他授權檔代表委任方簽署）經由公證人簽署證明之授權書或授權檔副本，須於大會或其任何續會指定舉行時間 48 小時前，送達本公司之股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東 183 號合和中心54樓，方為有效。
4. 本公司股東或彼等之受委代表須于出席大會時出示身分證明文件。

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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.
5. 本公司將由二零二零年六月十一日至二零二零年六月十八日（包括首尾兩日）期間暫停辦理股份過戶登記，以確定股東出席上述大會及於會上投票之權利，於此期間本公司將不會辦理任何股份過戶。為合資格出席股東週年大會並於會上投票，所有過戶檔連同有關股票須於二零二零年六月十日下午四時三十分前交回本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心54樓。
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.
6. 載有（其中包括）建議授出發行公司股份之一般授權之詳情、建議於股東周年大會上重選董事及建議採納新購股權計劃之資料之通函，將發送予本公司股東。
- 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")).
- 7 公司年度股東大會日期與下次股東大會日期之間的間隔不得超過15個月（或由香港證券交易所有限公司（“證券交易所”）授權的較長期限。

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.

截至本協定簽訂之日，董事會由兩名執行董事組成，分別為郭夏先生和宋雪梅博士；一名非執行董事為蘇毅先生；三名獨立非執行董事分別為仇銳先生、倪彬暉博士和甄嶺先生。

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.

本公佈由各董事共同及個別對此負全責，乃遵照聯交所《創業板證券上市規則》之規定而提供有關本公司之資料。本公司各董事經作出一切合理查詢後，確認就彼等所知並所信：（1）本公佈所載資料在各重大方面均屬準確及完整，且無誤導成分；（2）並無遺漏任何其他事實致使本公佈所載任何內容產生誤導；及（3）本公佈內表達之一切意見乃經審慎周詳之考慮方作出，並以公平合理基準和假設為依據。

NOTICE OF THE AGM 股東週年大會通告

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.

本公佈將於創業板網址 www.hkgem.com 之「最新公司信息」網頁登出，由登出日期起計為期七日，並於本公司網址 www.chgi.net 網頁登出。