
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Universal Health International Group Holding Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2211)

- (1) PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;**
- (2) PROPOSED REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT;**
- (3) PROPOSED EXTENSION OF EXERCISE PERIOD OF THE 2017 OPTIONS AND SHORTENING OF EXERCISE PERIOD OF THE 2019 OPTIONS;**
- (4) RE-ELECTION OF RETIRING DIRECTORS;**
- (5) PROPOSED SHARE CONSOLIDATION;**
- (6) PROPOSED CHANGE IN BOARD LOT SIZE;**
- AND**
- (7) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Universal Health International Group Holding Limited to be held at Conference Room, 2nd Floor, No. 14-1 Bei Yi Zhong Road, Tiexi District, Shenyang City, Liaoning Province, PRC on Thursday, 10 December 2020 at 10:00 a.m. is set out on pages 28 to 34 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.uhighl.com. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 10:00 a.m. on 8 December 2020) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish.

16 October 2020

CONTENTS

	<i>Pages</i>
Definitions	1
Expected Timetable	4
Letter from the Board	
1. Introduction	7
2. Issue Mandate	7
3. Repurchase Mandate	8
4. Proposed Refreshment of Share Option Scheme Mandate Limit	8
5. Proposed Extension of Exercise Period of the 2017 Options and Shortening of Exercise Period of the 2019 Options	10
6. Re-election of Retiring Directors	13
7. Proposed Share Consolidation	13
8. Proposed Change in Board Lot Size	14
9. Notice of Annual General Meeting	17
10. Form of Proxy	17
11. Voting by Poll	18
12. Recommendation	18
APPENDIX I – DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	19
APPENDIX II – EXPLANATORY STATEMENT	23
APPENDIX III – NOTICE OF ANNUAL GENERAL MEETING	28

Accompanying document – form of proxy

DEFINITIONS

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

“2017 Options”	the Options granted on 12 September 2017 under the Share Option Scheme with an exercise price of HK\$0.1648 per Share, all of which remain outstanding
“2019 Options”	the Options granted on 4 March 2019 under the Share Option Scheme with an exercise price of HK\$0.074 per Share, 24,700,000 of which remain outstanding
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Conference Room, 2nd Floor, No. 14-1 Bei Yi Zhong Road, Tiexi District, Shenyang City, Liaoning Province, PRC, on Thursday, 10 December 2020 at 10:00 a.m., or any adjournment thereof, the notice of which is set out on pages 28 to 34 of this circular
“Articles of Association”	the articles of association of the Company, as may be amended from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by the HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 1,000 Existing Shares to 5,000 Consolidated Shares
“Company”	Universal Health International Group Holding Limited (大健康國際集團控股有限公司), an exempted company incorporated on 12 March 2012 with limited liability under the laws of the Cayman Islands, with its Shares listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) with a par value of US\$0.01 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Existing Share(s)”	ordinary shares of US\$0.001 each in the share capital of the Company before the Share Consolidation becomes effective
“Effective Date”	the date on which the Share Consolidation shall become effective, being the second Business Day immediately after the date of the passing of the ordinary resolution approving the Share Consolidation at the AGM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares up to an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	12 October 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Option(s)”	the option(s) to subscribe for Shares on terms determined by the Directors pursuant to the Share Option Scheme and for the time being subsisting
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, Macau and Taiwan, unless otherwise specified
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit so that the Company may grant new Options to subscribe for new Shares representing in aggregate up to 10% of its issued share capital as at the date of the Annual General Meeting

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares up to an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Scheme Mandate Limit”	the maximum number of Options that may be granted by the Company pursuant to the Share Option Scheme which initially shall not in aggregate exceed 10% of the number of Shares in issue at the time of Listing of the Company’s Shares on the Listing Date and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the Refreshment of Scheme Mandate Limit by the Shareholders
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of US\$0.001 each
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share
“Share Option Scheme”	the Share Option Scheme adopted by the Company on 18 November 2013 and amended on 20 December 2018
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
“US\$”	United States dollars, the lawful currency of the United States

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

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Share Consolidation and the Change in Board Lot Size. The below expected timetable is subject to the satisfaction of all the conditions of the Share Consolidation, including without limitation, the approval of the Share Consolidation by ordinary resolution by the Shareholders at the AGM, and is therefore for indicative purpose only. Further announcement(s) (if any) will be made by the Company regarding any change to the following expected timetable as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates:

Event	Time and Date
Despatch date of circular with notice of the AGM	on or before Friday, 16 October 2020
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the AGM	4:30 p.m. on Friday, 4 December 2020
Closure of the register of members for the entitlement to attend and vote at the AGM (both days inclusive)	Monday, 7 December 2020 to Thursday, 10 December 2020
Latest date and time for lodging the proxy forms for the AGM	10:00 a.m. on Tuesday, 8 December 2020
Date and time of the AGM	10:00 a.m. on Thursday, 10 December 2020
Publication of announcement of voting results of the AGM	Thursday, 10 December 2020
Effective date of the Share Consolidation	Monday, 14 December 2020
Dealing in the Consolidated Shares commences	9:00 a.m. on Monday, 14 December 2020
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Monday, 14 December 2020
Original counter for trading in the Existing Shares in board lots of 1,000 Existing Shares temporarily closes	9:00 a.m. on Monday, 14 December 2020
Temporary counter for trading in the Consolidated Shares in board lots of 100 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 14 December 2020

EXPECTED TIMETABLE

Original counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates) re-opens 9:00 a.m. on Tuesday, 29 December 2020

Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences 9:00 a.m. on Tuesday, 29 December 2020

Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares 9:00 a.m. on Tuesday, 29 December 2020

Temporary counter for trading in the Consolidated Shares in board lots of 100 Consolidated Shares (in the form of existing share certificates) closes 4:10 p.m. on Tuesday, 19 January 2021

Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends 4:10 p.m. on Tuesday, 19 January 2021

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares 4:10 p.m. on Tuesday, 19 January 2021

Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares Thursday, 21 January 2021

All times and dates in this circular refer to Hong Kong local times and dates. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and, if they are in any doubt about their position, they should consult their professional advisor(s).

LETTER FROM THE BOARD



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2211)

Executive Directors:

Mr. JIN Dongtao (*Chairman & Chief Executive Officer*)
Mr. JIN Dongkun (*Vice Chairman*)
Mr. ZHAO Zehua
Mr. SUN Libo

Registered office:

P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Independent Non-executive Directors:

Mr. CHENG Sheung Hing
Ms. CHIANG Su Hui Susie
Mr. ZOU Haiyan

*Principal place of business in
Hong Kong:*

2404, 24th Floor
World-Wide House
19 Des Voeux Road Central
Central, Hong Kong

16 October 2020

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;**
- (2) PROPOSED REFRESHMENT OF SHARE OPTION SCHEME MANDATE
LIMIT;**
- (3) PROPOSED EXTENSION OF EXERCISE PERIOD OF THE 2017 OPTIONS
AND SHORTENING OF EXERCISE PERIOD OF THE 2019 OPTIONS;**
- (4) RE-ELECTION OF RETIRING DIRECTORS;**
- (5) PROPOSED SHARE CONSOLIDATION;**
- (6) PROPOSED CHANGE IN BOARD LOT SIZE;**
- AND**
- (7) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; (b) the Refreshment of Scheme Mandate Limit; (c) the extension of exercise period of the 2017 Options and the shortening of exercise period of the 2019 Options; (d) the re-election of the retiring Directors; (e) the Share Consolidation; and (f) the Change in Board Lot Size.

2. ISSUE MANDATE

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

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

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

The Issue Mandate will continue to be in force from the passing of the said resolution until whichever the following first occurs: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association or to be held; and (iii) the revocation or variation of the authority given under such ordinary resolution by an ordinary resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

3. REPURCHASE MANDATE

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

The Repurchase Mandate, if approved, will continue in force until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

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

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

4. PROPOSED REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT

The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution to the Group. Pursuant to Chapter 17 of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

Pursuant to the terms of the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the maximum number of Shares that may be issued upon exercise of all the Options which may be granted under the Share Option Scheme shall not exceed 304,053,767 Shares, being 10% of the Shares in issue as at the date of approval of the refreshment of the Scheme Mandate Limit on 20 December 2018.

LETTER FROM THE BOARD

During the period from 20 December 2018 (the date of approval of the refreshment of the Scheme Mandate Limit) to the Latest Practicable Date, (i) 300,000,000 Options had been granted to the eligible participants under the Share Option Scheme; (ii) 275,300,000 Options had been exercised; and (iii) none of the remaining balance of 24,700,000 Options had been lapsed or exercised or cancelled.

The 300,000,000 Options granted to the eligible participants under the Scheme Mandate Limit represents (i) 98.67% of the Scheme Mandate Limit; and (ii) 7.77% of the number of Shares in issue of the Company as at the Latest Practicable Date. Unless the Scheme Mandate Limit is refreshed, the Company may only grant Options to subscribe for up to 4,053,767 Shares, representing approximately 0.105% of the number of Shares in issue of the Company, pursuant to the Share Option Scheme.

As at the Latest Practicable Date, there were totally 3,863,134,451 Shares in issue. Assuming no further Shares are to be issued or repurchased during the period from the Latest Practicable Date to the Annual General Meeting, subject to the approval of the Refreshment of Scheme Mandate Limit at the Annual General Meeting, the number of Shares in issue as at the date of passing of the ordinary resolution granting the Refreshment of Scheme Mandate Limit will be 386,313,445 and therefore, the refreshed Scheme Mandate Limit under the Annual General Meeting would be 386,313,445 Shares, representing 10% of the number of Shares in issue at the time of passing the ordinary resolution.

In order to provide the Company with greater flexibility in granting Options to eligible participants under the Share Option Scheme as incentives or rewards for their contributions to the Group, an ordinary resolution as set out in the notice of Annual General Meeting will be proposed to seek Shareholders' approval at the Annual General Meeting to refresh the Scheme Mandate Limit to 10% of the Shares in issue as at the date of passing of the resolution.

Pursuant to the terms of the Share Option Scheme and in accordance with Chapter 17 of the Listing Rules, the 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 share options scheme(s) of the Company shall not exceed 30% of the Shares in issue from time to time. No share options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

As at the Latest Practicable Date, there were 3,863,134,451 Shares in issue. Assuming that no further Share will be issued prior to the Annual General Meeting and the said refreshment is approved at the Annual General Meeting, then the maximum number of Shares that can be allotted and issued upon the exercise of Options which may be granted by the Company pursuant to the Share Option Scheme under the proposed Refreshment of Scheme Mandate Limit would be 386,313,445, being 10% of the total number of issued Shares as at the date of passing of the resolution approving the said refreshment at the Annual General Meeting. Together with the total of 224,700,000 outstanding Options as at the Latest Practicable Date, representing approximately 5.82% of the total number of issued Shares, the Company will be allowed to allot and issue a maximum of 611,013,445 Shares (representing approximately 15.82% of the issued Shares as at the Latest Practicable Date) upon the exercise of Option which may be/have been granted by the Company under the Share Option Scheme, which will not exceed the overall limit 30% of the issued Shares.

The Directors consider that it is in the best interest of the Company to refresh the Scheme Mandate Limit to permit the grant of further Options under the Share Option Scheme so as to provide incentives to, and recognise the contributions of, the eligible participants under the Share Options Scheme.

LETTER FROM THE BOARD

Proposal

It is therefore proposed that subject to (i) the approval of the Shareholders at the Annual General Meeting; and (ii) such other requirements as prescribed under the Listing Rules being fulfilled, the general limit on the grant of Options under the Share Option Scheme will be refreshed to 10% of the Shares in issue as at the date of the approval by the Shareholders at the Annual General Meeting (i.e. the Refreshment of Scheme Mandate Limit), and the Options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with such scheme(s) or exercised share options) will not be counted for the purpose of calculating the scheme limit as refreshed.

Conditions

As required by the Share Option Scheme and the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to approve the Refreshment of Scheme Mandate Limit.

The Refreshment of Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution at the Annual General Meeting to approve the said refreshment; and
- (ii) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be allotted and issued upon exercise of any share options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the issued Shares as at the date of passing the relevant ordinary resolution of the Annual General Meeting.

Application for Listing

Application will be made to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in, new Shares which may fall to be allotted and issued upon exercise of any share options that may be granted under the refreshed limit of the Share Option Scheme.

As at the Latest Practicable Date, the Company does not have any current plan to grant any Share Options. Further announcement(s) will be made by the Company in compliance with the Listing Rules regarding grant of Options.

5. PROPOSED EXTENSION OF EXERCISE PERIOD OF THE 2017 OPTIONS AND SHORTENING OF EXERCISE PERIOD OF THE 2019 OPTIONS

The purpose of the Share Option Scheme is to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the eligible participants and for such other purposes as the Board may approve from time to time. Further, pursuant to Rule 17.03(5) of the Listing Rules, the exercise period of share options must not be more than 10 years from the date of grant of the share options.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Board had granted Options to the Directors and certain employees of the Company to subscribe for a total of 500,000,000 Shares pursuant to the Share Option Scheme, out of which (i) 275,300,000 Options have been exercised; and (ii) 200,000,000 Options under the 2017 Options and 24,700,000 Options under the 2019 Options remain outstanding (together representing approximately 5.82% of the total number of issued Shares). Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

The 2019 Options were granted to 50 eligible participants which include 7 Directors and an associate (as defined in the Listing Rules) of an executive Director on 4 March 2019 exercisable from 4 April 2019 to 3 April 2029. 275,300,000 Options under the 2019 Options have been exercised remaining 24,700,000 Options outstanding. As Rule 17.03(5) of the Listing Rules requires that the exercise period of option must not be more than 10 years from the date of the grant instead of the commencement date of the exercise period, the Board proposes to shorten the expiry date of exercise period of all outstanding 2019 Options from 3 April 2029 to 3 March 2029, such that the term of the 2019 Options complies with the Listing Rules.

Besides, in order to encourage long-term commitment to the Company and to align the interests of Directors and certain employees with the Company's development, the Board proposes to extend the expiry date of exercise period of all outstanding 2017 Options from 11 October 2020 to 11 September 2027, such that the term of the 2017 Options aligns with that of the 2019 Options.

As at the Latest Practicable Date, there were 224,700,000 Options remaining outstanding, details of which are set out below:

Date of grant	Exercise price per Share <i>HK\$</i>	Existing exercise period		Proposed expiry date	No. of outstanding Options
		<i>From</i>	<i>To</i>		
12 September 2017	0.1648	12 October 2017	11 October 2020	11 September 2027	200,000,000
4 March 2019	0.074	4 April 2019	3 April 2029	3 March 2029	24,700,000
				<i>Total:</i>	224,700,000

Among the 224,700,000 outstanding Options, a total of 15,000,000 Options were granted to the Directors and an associate (as defined under the Listing Rules) of an executive Director, with details as follows:

LETTER FROM THE BOARD

Name of Director/ Associate	Position(s) held with the Company	Exercise price per Share <i>HK\$</i>	No. of outstanding Options
Mr. Jin Dongtao	Executive Director and Chief Executive Officer	0.1648	2,800,000
Ms. Chen Xiaoyan	Assistant General Manager and spouse of Mr. Jin Dongtao	0.1648	2,800,000
Mr. Jin Dongkun	Executive Director and brother of Mr. Jin Dongtao	0.1648	2,800,000
Mr. Zhao Zehua	Executive Director and General Manager of Finance	0.1648	2,800,000
Mr. Sun Libo	Executive Director and Deputy General Manager	0.1648	2,800,000
Mr. Cheng Sheung Hing	Independent non-executive Director	0.074	500,000
Ms. Chiang Su Hui Susie	Independent non-executive Director	0.074	500,000
		<i>Total:</i>	15,000,000

Save for Mr. Jin Dongtao and his associates (holding 635,316,953 Shares in aggregate as at the Latest Practicable Date, representing 16.44% of the total issued Shares); Mr. Zhao Zehua (holding 4,434,000 Shares as at the Latest Practicable Date, representing 0.11% of the total issued Shares); Mr. Jin Dongkun and Mr. Sun Libo (each holding 3,000,000 Shares as at the Latest Practicable Date and representing 0.08% of the total issued Shares); and Mr. Zou Haiyan (holding 500,000 Shares as at the Latest Practicable Date, representing 0.01% of the total issued Shares), none of the above Directors held any Shares as at the Latest Practicable Date.

To the best of the Directors' knowledge, information and belief, each of Mr. Jin Dongtao, Ms. Chen Xiaoyan, Mr. Jin Dongkun, Mr. Zhao Zehua, Mr. Sun Libo, Mr. Cheng Sheung Hing and Ms. Chiang Su Hui Susie is required to abstain from voting on the resolution to be proposed at the Annual General Meeting relating to the proposed amendment of terms of the 2017 Options and each of Mr. Cheng Sheung Hing and Ms. Chiang Su Hui Susie is also required to abstain from voting on the resolution relating to the proposed amendment of terms of the 2019 Options.

The proposed extension and shortening of exercise periods comply with the requirement under Rule 17.03(5) of the Listing Rules. Save as stated above, there is no other proposed amendment to the terms of the 2017 Options and the 2019 Options.

As it is expected that the proposed extension of exercise periods would induce and incentivise the holders of the outstanding 2017 Options to contribute to the growth, development and success of the Company and encourage their long-term commitment to the Company, the Board considers that the proposed

LETTER FROM THE BOARD

extension of exercise periods is in line with the objective of the Share Option Scheme, which also closely aligns the interests of such holders with that of the Shareholders to promote the long-term development and financial performance of the Company.

Listing Rules Implications

Pursuant to the terms of the Share Option Scheme and Rule 17.03 of the Listing Rules, any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of the Options granted must be approved by the Shareholders.

6. RE-ELECTION OF RETIRING DIRECTORS

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

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

7. PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation pursuant to which every ten (10) Existing Shares will be consolidated into one (1) Consolidated Share.

Conditions of the proposed Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution to approve the Share Consolidation by the Shareholders at the AGM;
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares; and
- (iii) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Listing Rules to effect the Share Consolidation.

Subject to the satisfaction of all the above conditions, it is expected that the Share Consolidation will become effective on the Effective Date, i.e. being the second Business Day immediately after the date of passing of the ordinary resolution approving the Share Consolidation at the AGM.

LETTER FROM THE BOARD

Listing Application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective. Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation becoming effective, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Effects of the proposed Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is US\$10,000,000 divided into 10,000,000,000 Existing Shares with par value of US\$0.001 each.

Upon the Share Consolidation becoming effective and assuming that no changes on the authorized share capital of the Company from the date of this circular until the Effective Date, the authorised share capital of the Company will become US\$10,000,000 divided into 1,000,000,000 Consolidated Shares with par value of US\$0.01 each.

As at the Latest Practicable Date, 3,863,134,451 Existing Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming that no new Existing Shares will be issued or repurchased from the date hereof until the Effective Date, 386,313,445 Consolidated Shares will be in issue.

8. PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lot size of 1,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 1,000 Existing Shares to 5,000 Consolidated Shares conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.047 per Existing Share (equivalent to the theoretical closing price of HK\$0.47 per Consolidated Share) as at the Latest Practicable Date, (i) the value of each existing board lot of Existing Shares is HK\$47; (ii) the estimated value of each existing board lot of Consolidated Shares

LETTER FROM THE BOARD

would be HK\$470 assuming the Share Consolidation has become effective; and (iii) the estimated value per board lot of 5,000 Consolidated Shares would be HK\$2,350 assuming that the Change in Board Lot Size had also been effective.

The Change in Board Lot Size will not result in change in the relative rights of the Shareholders.

Shareholders should note that Shareholders' approval is not required for the Change in Board Lot Size. However, the Change in Board Lot Size is conditional on the Share Consolidation having become effective. Therefore, the Company will not proceed with the Change in Board Lot Size if the Share Consolidation is voted down.

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of existing share certificates held by such holder.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots, if any, of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Computershare Hong Kong Investor Services Limited as an agent to provide a matching service, on a best efforts basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this facility should contact Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (telephone number: (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 4:30 p.m.)). Please refer to the section headed "Expected Timetable" of this Circular for the period during which the Company will provide matching service for the sale and purchase of odd lots of the Consolidated Shares.

Holders of odd lots of the Consolidated Shares should note that the successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Monday, 14 December 2020, being the second Business Day immediately after the date of the AGM, the Shareholders may during the period from Monday, 14 December 2020 to Thursday, 21 January 2021 (both days inclusive) from 9:00 a.m. to 4:30 p.m. on any business day submit existing share certificates for the Existing Shares (in the colour of blue) to the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-

LETTER FROM THE BOARD

1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, to exchange for new share certificates for the Consolidated Shares (in the colour of green) at the expense of the Company.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever is higher.

After 4:00 p.m. on Thursday, 21 January 2021, trading will only be in Consolidated Shares. Share certificates for the Existing Shares will continue to remain good evidence of legal title and may be exchanged for share certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

Adjustments In Relation To Other Securities Of The Company

As at the Latest Practicable Date, there are outstanding Options for subscription of an aggregate of 224,700,000 Shares under the 2017 Options and the 2019 Options. The Share Consolidation may lead to adjustments to the exercise price and/or the number of Consolidated Shares falling to be issued upon exercise of the outstanding Options pursuant to the terms and conditions of the Share Option Scheme and the Listing Rules. Upon the Share Consolidation becoming effective, all the outstanding Options will entitle the holders thereof to subscribe for up to 22,470,000 Consolidated Share of US\$0.01 each.

Reasons For The Proposed Share Consolidation And The Change In Board Lot Size

According to rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 30 August 2019 (the "**Guide**") has further stated that (i) market price of the shares at a level less than HK\$0.1 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

The share price of the Company has been below HK\$0.10 and the existing board lot value of Existing Shares has been below HK\$2,000 for most of the time during the past 12 months. The Board considers that the proposed Share Consolidation and the proposed Change in Board Lot Size, resulting in HK\$0.47 per Consolidated Share and HK\$2,350 per board lot of Consolidated Shares (based on the current closing price of HK\$0.047 per Existing Share as at the Latest Practicable Date), would enable the Company to comply with the trading requirements under the Listing Rules and fulfill the pre-requisite requirement imposed by the Stock Exchange that the Company may be required to implement share consolidation before conducting fund raising activity involving new issue of Shares. When considering the scale of the Share Consolidation and the size of the board lot of the Shares, the Board has also taken into account the possible impact on the liquidity of trading in the

LETTER FROM THE BOARD

Shares. The Board is of the view that if the Share Consolidation is in a smaller scale, the board lot of the Shares is required to be in a larger size so as to comply with the Guide. However, large size of board lot of Shares may repeal potential investors from purchasing the Shares as they are required to pay more for each board lot, and may further lead to less attractive if the price of the Share rises. As such, the Board considered that the proposed Share Consolidation with the proposed board lot of 5,000 Consolidated Shares is a moderate approach.

The Board believes the Share Consolidation will not have any material adverse effect on the financial position of the Company nor result in change in the relative rights of the Shareholders and are in the interests of the Company and the Shareholders as a whole.

As at the date of this circular, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation. At present, the Company is considering certain methods of fund raising activity for its business operation, which may involve issue of new Shares, including but not limited to rights issue and share placing. However, as at the date of this announcement, there is no concrete plan for any fund raising activity. The Company will update its Shareholders by way of announcement as and when required in accordance with the Listing Rules.

Shareholders or potential investors should note that (i) significant number of odd lots will be created after the Share Consolidation and the Change in Board Lot Size; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.

9. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 28 to 34 of this circular is the notice of the Annual General Meeting containing, inter alia, ordinary resolutions in relation to (a) granting the Directors the Issue Mandate and the Repurchase Mandate; and (b) the re-election of the retiring Directors.

10. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.uhighl.com. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. before 10:00 a.m. on 8 December 2020) or at any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish.

LETTER FROM THE BOARD

11. VOTING BY POLL

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

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

Responsibility Statement

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

12. RECOMMENDATION

The Directors, including the independent non-executive Directors, consider that the proposed resolutions for (a) granting to the Directors of the Issue Mandate and the Repurchase Mandate; (b) the Refreshment of Scheme Mandate Limit; (c) the extension of exercise period of the 2017 Options and the shortening of exercise period of the 2019 Options; (d) the re-election of the retiring Directors; (e) the Share Consolidation; and (f) the Change in Board Lot Size are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

General Information

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

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

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

Mr. JIN Dongkun (金東昆), aged 47, was appointed as the Vice Chairman of the Board and an executive Director on 12 March 2012. He is one of the co-founders of the Group and has served as business manager, general manager and vice president of the Group since June 1998. He is responsible for overseeing the Group's external affairs and relationships.

Mr. Jin Dongkun has over 21 years of experience in the pharmaceutical distribution industry and in marketing.

Other experience:

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

Education:

- December 1994: graduated from Harbin Engineering University (哈爾濱工程大學) with a major in Electric Technology
- July 2013: obtained a Master's degree in Business Management in a programme run by the Scandinavian Art and Business Institute

Mr. Jin Dongkun is qualified as a practising pharmacist and a senior economist in China.

Mr. Jin Dongkun is Mr. Jin Dongtao's brother. Mr. Jin Dongtao is the executive Director, Chairman of the Board and Chief Executive Officer of the Company.

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

As at the Latest Practicable Date, Mr. Jin Dongkun beneficially owns 3,000,000 Shares and 2,800,000 outstanding Options granted under the Share Option Scheme pursuant to which 2,800,000 Shares will be issued upon exercise of such Options. Save as disclosed herein, Mr. Jin Dongkun does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

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

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

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

Mr. ZHAO Zehua (趙澤華), aged 52, was appointed as the general manager of finance of the Group in October 2011 and was appointed as an executive Director on 16 June 2015. He joined the Group in January 2005 as financial controller and was promoted to his current position in October 2011. He is responsible for financial control and management. He has over 31 years of experience in financial management, with particular expertise in financial accounting, treasury and internal control.

Other experience:

- August 1989 – May 2001: head of finance at Hebei Chengde Tianyuan Pharmaceutical Co., Ltd. (河北省承德天原藥業有限公司)
- June 2001 – December 2004: manager of finance and deputy general manager of Hebei Chengde Tianyuan Pharmaceutical Co., Ltd. (河北省承德天原藥業有限公司)
- January 2003 – December 2004: manager of finance and deputy general manager of Chengde Pharmaceutical Group Liuhe Pharmaceutical Co., Ltd. (承德藥業集團六合製藥有限責任公司)

Education:

- July 1992: graduated from Hebei Radio and Television University (河北廣播電視大學) with a major in Finance and Accounting

Mr. Zhao is a qualified accountant in China.

Mr. Zhao has entered into a service agreement with the Company without a fixed term and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under Mr. Zhao's service agreement, Mr. Zhao is entitled to a monthly remuneration of HK\$22,000, which was determined by reference to his duties and responsibilities and the prevailing market

conditions. Mr. Zhao may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to Mr. Zhao's performance and the Group's performance for the financial year concerned.

As at the Latest Practicable Date, Mr. Zhao beneficially owns 4,434,000 Shares and 2,800,000 outstanding Options granted under the Share Option Scheme pursuant to which 2,800,000 Shares will be issued upon exercise of such Options. Save as disclosed herein, Mr. Zhao does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

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

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

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

Mr. ZOU Haiyan (鄒海燕), aged 55, was appointed as an independent non-executive Director on 20 July 2017. He has over 33 years of experience in the financial services industry. He has been a training instructor and guest lecturer of the Association of Chartered Certified Accountants Hong Kong, International Institute of Certified Public Accountants Hong Kong, Hong Kong Chinese Accountants Association, school of continuing education of Shanghai University of Finance and Economics Institute, Hainan Local Taxation Bureau, Huangshan Local Taxation Bureau, Qingdao Provincial SAT Office and Shenzhen Municipal SAT Office; and an associate professor of The Hong Kong Polytechnic University.

Other experience:

- July 2001 – November 2003: certified public accountant of Guangdong Kangyuan Certified Public Accountants (廣東康元會計師事務所)
- December 2003 – August 2009: chief partner of Guangdong Gaowick Certified Public Accountants (廣東高域會計師事務所)
- March 2001 – August 2018: managing director of China Tax and Business Consultants Company Limited (中國稅務商務顧問有限公司) (the company ceased business due to the overlapping of business)

Current positions:

- managing director of Kaowick Listing and Financial Services Company Limited (嘉域上市融資服務有限公司)
- partner of Shenzhen Guangshen Certified Public Accountants (深圳廣深會計師事務所)
- independent non-executive director of Shenzhen Asia Electricity Co., Ltd., a company listed on National Equities Exchange and Quotations in China (深圳亞洲電力股份有限公司)

Education:

- July 1985: graduated from Guangdong Provincial Finance School in Taxation (廣東省財政學校)
- January 2015: graduated from University of Electronic Science and Technology in Human Resources Management (電子科技大學)

Mr. Zou has entered into a letter of appointment with the Company with a fixed term of service for 3 years commencing 20 July 2020, subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under Mr. Zou's letter of appointment, Mr. Zou is entitled to a monthly remuneration of HK\$15,000, which was determined by reference to his duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Zou beneficially owns 500,000 Shares. Save as disclosed herein, Mr. Zou does not have any interests in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

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

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

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

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

1. LISTING RULES

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

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

2. SHARE CAPITAL

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

3. REASONS FOR THE REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

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

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full, it may have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 30 June 2020, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If as a result of a repurchase of the Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

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

Name	Capacity/Nature of Interest	Number of Shares	Approximate percentage of shareholding as at the Latest Practicable Date (Note 1)	Approximate percentage of shareholding if the Company exercises in full the power to repurchase (Note 2)
Jin Dongtao	Founder of a discretionary trust (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%
	Beneficial owner (Note 5)	71,668,000 (Long Position)	1.86%	2.06%
	Interest of spouse (Note 5)	7,234,000 (Long Position)	0.19%	0.21%
Chen Xiaoyan	Interest of spouse (Notes 3 to 4)	633,682,953 (Long Position)	16.40%	18.23%
	Beneficial owner	7,234,000 (Long Position)	0.19%	0.21%
Asia Health Century International Inc.	Beneficial owner (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%

Name	Capacity/Nature of Interest	Number of Shares	Approximate percentage of shareholding as at the Latest Practicable Date (Note 1)	Approximate percentage of shareholding if the Company exercises in full the power to repurchase (Note 2)
Global Health Century International Group Limited	Interest of corporation controlled by the substantial shareholder (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%
1969 JT Limited	Interest of corporation controlled by the substantial shareholder (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%
Tenby Nominees Limited	Nominee (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%
Brock Nominees Limited	Nominee (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%
Credit Suisse Trust Limited	Trustee (Notes 3 to 4)	562,014,953 (Long Position)	14.55%	16.16%
Huang Yauling	Interest of corporation controlled by the substantial shareholder (Note 6)	547,296,781 (Long Position)	14.17%	15.74%
Harbin Tada Investment Management Limited* (哈爾濱拓達投資管理有限公司)	Beneficial owner (Note 6)	547,296,781 (Long Position)	14.17%	15.74%
Integrity Stars Limited	Trustee (Note 6)	547,296,781 (Long Position)	14.17%	15.74%
Lee Funlung	Beneficial owner (Note 7)	242,405,182 (Long Position)	6.27%	6.97%

Notes:

* For identification purpose only

- 1) The percentages were calculated based on the Company's issued share capital of 3,863,134,451 Shares as at Latest Practicable Date and on the assumption that there is no other change in the issued share capital of the Company.
- 2) The percentages were calculated based on the Company's issued share capital of 3,476,821,006 Shares after exercising the power of repurchase Shares pursuant to the Repurchase Mandate in full and on the assumption that there is no other change in the issued share capital of the Company.

- 3) Mr. Jin Dongtao is the settlor, protector and a beneficiary of the Family Trust, which holds the entire issued share capital of Global Health through 1969 JT Limited. Ms. Chen Xiaoyan, who is Mr. Jin Dongtao's spouse, is also a beneficiary of the Family Trust. Global Health holds the entire issued share capital of Asia Health, which holds 562,014,953 Shares in the Company.
- 4) These 562,014,953 Shares belong to the same group of shares.
- 5) Ms. Chen Xiaoyan, the spouse of Mr. Jin Dongtao, beneficially owned 4,434,000 Shares and was the grantee of 2,800,000 Options. Pursuant to the Share Option Scheme, 2,800,000 Shares will be issued upon exercise of such Options. Accordingly, Mr. Jin Dongtao was deemed to be interested in such 7,234,000 Shares.
- 6) Integrity Stars Limited, which holds 547,296,781 Shares in the Company on trust for and on behalf of Harbin Tada Investment Management Limited* (哈爾濱拓達投資管理有限公司), which is beneficially owned as to 71.7% by Ms. Huang Yauling.
- 7) As confirmed by Mr. Lee Funlung, the 242,405,182 Shares in the Company held by him was bought from Zhongrong International Alternative Asset Management Limited on 26 February 2019.

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

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

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

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

7. UNDERTAKING OF THE DIRECTORS

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

8. SHARE REPURCHASE MADE BY THE COMPANY

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

9. SHARE PRICES

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

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2019		
October	0.121	0.081
November	0.118	0.083
December	0.169	0.040
2020		
January	0.155	0.035
February	0.138	0.053
March	0.074	0.043
April	0.060	0.046
May	0.068	0.045
June	0.050	0.043
July	0.058	0.043
August	0.065	0.050
September	0.075	0.051
October (up to the Latest Practicable Date)	0.051	0.045



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2211)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of Universal Health International Group Holding Limited (the “**Company**”) will be held at Conference Room, 2nd Floor, No. 14-1 Bei Yi Zhong Road, Tiexi District, Shenyang City, Liaoning Province, PRC on Thursday, 10 December 2020 at 10:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 30 June 2020.
2. (a) To re-elect the following retiring directors of the Company:
 - (i) Mr. Jin Dongkun, executive director
 - (ii) Mr. Zhao Zehua, executive director
 - (iii) Mr. Zou Haiyan, independent non-executive director(b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Mazars CPA Limited as auditors of the Company and authorise the Board to fix its remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar

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

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

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

(B) “**That:**

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

- (v) for the purpose of this resolution:

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

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

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

“**That** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares to be issued upon exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below) under the share option scheme adopted by the Company on 18 November 2013 and amended on 20 December 2018 (the “**Share Option Scheme**”), the existing scheme mandate limit on the grant of share options under the Share Option Scheme be refreshed provided that the total number of Shares which may be allotted and issued upon exercise of any options to be granted under the Share Option Scheme (excluding share options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme(s) of the Company) shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Scheme Mandate Limit**”) and that the Directors be and are hereby authorised to do such acts and things and execute such documents, including under seal where

applicable, as they consider necessary or expedient to give effect to the Refreshed Scheme Mandate Limit and to grant share options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such share options.”

6. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“That:

- (a) the extension of the expiry date of exercise period of all of the outstanding share options granted on 12 September 2017 (the “**2017 Options**”) by the Company under the Share Option Scheme and having an exercise price of HK\$0.1648 per ordinary share of the Company from 11 October 2020 to 11 September 2027 be and is hereby approved; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign, execute, perform and deliver all such other instruments, deeds, documents and agreements and do such acts or things and take all such steps as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the extension of the exercise periods of the 2017 Options and all matters incidental to, ancillary to or in connection with the matters contemplated therein.”

7. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“That:

- (a) the shortening of the expiry date of exercise period of all of the outstanding share options granted on 4 March 2019 (the “**2019 Options**”) by the Company under the Share Option Scheme and having an exercise price of HK\$0.074 per ordinary share of the Company from 3 April 2029 to 3 March 2029 be and is hereby approved; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign, execute, perform and deliver all such other instruments, deeds, documents and agreements and do such acts or things and take all such steps as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the extension of the exercise periods of the 2019 Options and all matters incidental to, ancillary to or in connection with the matters contemplated therein.”

8. To consider as special business and if thought fit, to pass with or without modification, the following resolutions as an ordinary resolutions:

“That:

- (a) Subject to and conditional upon, among others, the granting by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Consolidated Shares (as herein defined in this resolution) to be in issue upon the Share Consolidation with effect from the second business day immediately after the date on which this resolution is passed, being a day on which Shares are traded on the Stock Exchange, every ten (10) existing issued and unissued shares of the par value of US\$0.001 each in the share capital of the Company be consolidated into one (1) consolidated ordinary share of a par value of US\$0.01 (each a **“Consolidated Share”**) (the **“Share Consolidation”**);
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will not be given to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner on such terms as the Directors may think fit; and
- (c) the Directors be and is hereby authorized to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.”

By Order of the Board

Universal Health International Group Holding Limited

Jin Dongtao

Chairman

Hong Kong, 16 October 2020

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in Hong Kong:

2404, 24th Floor
World-Wide House
19 Des Voeux Road Central
Central, Hong Kong

Notes:

- (i) Ordinary resolution numbered 4(C) will be proposed to the shareholders of the Company for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. On a poll, votes may be given either personally or by proxy.
- (iii) In the case of joint holders, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Hong Kong registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Meeting (i.e. before 10:00 a.m. on 8 December 2020) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Meeting (or any adjournment thereof) if they so wish.
- (v) The transfer books and register of members of the Company will be closed from Monday, 7 December 2020 to Thursday, 10 December 2020, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 4 December 2020.
- (vi) In respect of ordinary resolutions numbered 2 above, Mr. Jin Dongkun, Mr. Zhao Zehua, and Mr. Zou Haiyan, shall retire at the Meeting and being eligible, have offered themselves for re-election as directors of the Company at the Meeting. Details of the above retiring directors are set out in Appendix I to the accompanied circular dated 16 October 2020.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 4(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 16 October 2020