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

If you have sold or transferred all your shares in Beijing Enterprises Medical and Health Industry Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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北控醫療健康產業集團有限公司
Beijing Enterprises Medical And Health Industry Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2389)

**(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSED GRANT OF GENERAL MANDATES
TO BUYBACK SHARES AND
TO ISSUE SHARES;
(3) CHANGE OF COMPANY NAME;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page of this circular shall have the respective meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the Annual General Meeting of Beijing Enterprises Medical and Health Industry Group Limited to be held at Unit 2704, 27/F., 909 Cheung Sha Wan Road, Cheung Sha Wan, Kowloon, Hong Kong on Monday, 24 May 2021 at 11:00 a.m. is set out on pages 16 to 20 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 websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.bemh.com.hk>).

Whether or not you are able to attend the Annual General Meeting, you should complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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 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 if they so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of the attendees who will attend the Annual General Meeting and to prevent the spreading of the coronavirus (COVID-19) pandemic, the following measures will be implemented at the Annual General Meeting:

- mandatory body temperature check;
- mandatory wearing of surgical face masks; and
- no refreshments for attendees.

The Company reserves the right to deny entry into or require any person to leave the Annual General Meeting venue if such person: (i) refuses to comply with any of the above precautionary measures; (ii) is having a body temperature of over 37.4 degree Celsius; and/or (iii) has any flu-like symptoms. For the health and safety of shareholders of the Company, the Company would like to encourage shareholders of the Company to appoint the chairman of the Annual General Meeting as their proxy to vote on the proposed resolutions at the Annual General Meeting, instead of attending the Annual General Meeting in person.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Unit 2704, 27/F., 909 Cheung Sha Wan Road, Cheung Sha Wan, Kowloon, Hong Kong on Monday, 24 May 2021 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Beijing Enterprises Medical and Health Industry Group Limited” to “Beijing Health (Holdings) Limited” and the Chinese name of the Company from “北控醫療健康產業集團有限公司” to “北京健康(控股)有限公司”
“Company”	Beijing Enterprises Medical and Health Industry Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular, and by an additional number representing the total number of Shares bought back by the Company pursuant to the Share Buy-back Mandate, if any

DEFINITIONS

“Latest Practicable Date”	12 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.20 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buyback Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

LETTER FROM THE BOARD



北控醫療健康產業集團有限公司
Beijing Enterprises Medical And Health Industry Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2389)

Executive Directors:

Mr. Zhu Shi Xing (*Chairman*)
Mr. Liu Xue Heng (*Joint Chief Executive Officer*)
Mr. Zhang Jing Ming (*Joint Chief Executive Officer*)
Mr. Gu Shan Chao
Mr. Siu Kin Wai
Mr. Wang Zheng Chun
Mr. Hu Shiang Chi

Independent Non-executive Directors:

Mr. Gary Zhao
Mr. Robert Winslow Koepf
Mr. Tse Man Kit, Keith
Mr. Wu Yong Xin
Mr. Zhang Yun Zhou

Registered Office:

Cricket Square Hutchins Drive
P.O. Box 2681 KY1-1111
Grand Cayman
Cayman Islands

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

Unit 2704, 27/F
909 Cheung Sha Wan Road
Cheung Sha Wan
Kowloon, Hong Kong

16 April 2021

To the Shareholders

Dear Sir/Madam,

**(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSED GRANT OF GENERAL MANDATES
TO BUYBACK SHARES AND
TO ISSUE SHARES;
(3) CHANGE OF COMPANY NAME;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Monday, 24 May 2021 for (i) the re-election of the retiring Directors; (ii) the grant of the Share Buy-back Mandate and Issue Mandate; and (iii) the Change of Company Name.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108 of the Articles of Association, Mr. Zhu Shi Xing, Mr. Gu Shan Chao, Mr. Wang Zheng Chun and Mr. Zhang Yun Zhou shall retire by rotation at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GRANT OF GENERAL MANDATE TO BUYBACK SHARES

At the annual general meeting of the Company held on 19 June 2020, a general mandate was granted to the Directors to buyback Shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting. In order to give the Company the flexibility to buyback Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to exercise the power of the Company and to buyback Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular. Based on the 6,078,944,027 Shares in issue at the Latest Practicable Date and assuming no further Shares will be issued or bought back by the Company prior to the Annual General Meeting, the maximum number of Shares which can be bought back under the Share Buy-back Mandate will be up to 607,894,402 Shares. The Directors wish to state that they have no immediate plan to buyback any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 19 June 2020, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to exercise the power of the Company and to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular. Based on the 6,078,944,027 Shares in issue at the Latest Practicable Date and assuming no further Shares will be issued or bought back by the Company prior to the Annual General Meeting, the maximum number of Shares which can be allotted and issued under the Issue Mandate will be up to 1,215,788,805 Shares. Further, subject to the passing of the aforesaid resolutions of the Issue Mandate and the Share Buy-back Mandate, an ordinary resolution

LETTER FROM THE BOARD

to extend the number of Shares to be allotted and issued under the Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to allot and issue any new Shares pursuant to the Issue Mandate.

5. CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 15 March 2021 in relation to the proposed Change of Company Name. The Board proposes to change the English name of the Company from “Beijing Enterprises Medical and Health Industry Group Limited” to “Beijing Health (Holdings) Limited” and the Chinese name of the Company from “北控醫療健康產業集團有限公司” to “北京健康(控股)有限公司”.

Conditions for the Change of Company Name

The Change of Company Name is subject to the passing of a special resolution by the Shareholders at the Annual General Meeting approving the Change of Company Name and the approval by the Registrar of Companies in the Cayman Islands by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name shall take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Company is an investment holding company and the Group is principally engaged in provision of medical care, health care and geriatric care related services and products.

The Board evaluates from time to time the business strategies of the Group. It is not only dedicated to develop the Group’s existing core businesses but is also dynamic in value creation through diversification and expansion into new business area. The Board considers that the Proposed Change of Company Name will reflect more accurately the nature of business of the Group and the business focus and strategy of the Group in the future. The Board believes the new name can provide the Company with a more defined corporate image and identity which will benefit the Company’s business development and is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders. All existing securities certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be effective and as valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates under the new name of the Company. Should the Change of Company Name become effective, any further issue of securities certificates thereafter will bear the new name of the Company and the securities of the Company will be traded on the Stock Exchange under the new name.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Further announcement(s) relating to the effective date of the Change of Company Name and the corresponding change in, among others, the stock short names of the Company will be made by the Company as and when appropriate.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.bemh.com.hk>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Share Buy-back Mandate and the Issue Mandate as well as the Change of Company Name are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Zhu Shi Xing
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Zhu Shi Xing

Mr. Zhu Shi Xing (“**Mr. Zhu**”), aged 50, was appointed as an executive Director of the Company in September 2014. He is currently the Chairman of the Board and a member of the Nomination Committee and the Investment and Risk Management Committee of the Company. Mr. Zhu graduated from the Central University of Finance and Economics with a bachelor’s degree in finance and obtained his master degree in software engineering from Beihang University. In addition, Mr. Zhu obtained a bachelor degree in sport management from Beijing Sport University in July 1994. Mr. Zhu started his career as an assistant in the investment department of the China Xinxing Corporation (Group) Ltd. in 1994. During the period from 2004 to 2015, he joined the Beijing Holdings Limited (“**BHL**”), an affiliate of Beijing Properties (Holdings) Limited (“**BPHL**”, HKEX Stock Code: 925), and had been nominated the vice general manager of various subsidiaries of BHL involving in industries of tourism, logistics, property development and the executive vice president of BPHL. Mr. Zhu was also an executive director of Beijing Sports and Entertainment Industry Group Limited (“**Beijing Sports and Entertainment**”, HKEX Stock Code: 1803), an associate of the Company during the period from 24 December 2015 to 25 February 2021. Mr. Zhu has extensive experience in investment, financial management and property development.

Mr. Zhu holds directorship in a number of subsidiaries of the Group. Save as disclosed above, Mr. Zhu did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

The Company and Mr. Zhu have entered into a letter of appointment for a term of 3 years and subject to re-election at the forthcoming Annual General Meeting and retirement by rotation in accordance with the Articles of Association. Mr. Zhu is entitled to an annual remuneration of HK\$2,314,000 and discretionary bonus which is determined by the Board with reference to the Company’s standard scale of emoluments for executive Directors, his experience, duties and responsibilities.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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As at the Latest Practicable Date, Mr. Zhu had the following interests in Shares/ underlying Shares within the meaning of Part XV of the SFO:

	Capacity	No. of share options to be subscribed for Shares	Approx. % of the issued share capital of the Company
Mr. Zhu	Beneficial owner	30,000,000	0.49%

Save as disclosed above, Mr. Zhu did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Zhu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhu that need to be brought to the attention of the Shareholders in relation to his re-election.

(2) Mr. Gu Shan Chao

Mr. Gu Shan Chao (“**Mr. Gu**”), aged 51, was appointed as an executive Director of the Company in September 2014. He is currently the chairman of the investment and risk management committee of the Company and the President of the Group. Mr. Gu obtained his bachelor’s degree in electronic engineering from the Beijing Institute of Technology and a master’s degree in property from the Tsinghua University. Mr. Gu participated in the property industry since 1999 who had been sales director and general manager of various property developers in Beijing.

Mr. Gu holds directorship in a number of subsidiaries of the Group. Save as disclosed above, Mr. Gu did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

The Company and Mr. Gu have entered into a letter of appointment for a term of 3 years and subject to re-election at the forthcoming Annual General Meeting and retirement by rotation in accordance with the Articles of Association. Mr. Gu is entitled to an annual remuneration of HK\$1,880,000 and discretionary bonus which is determined by the Board with reference to the Company’s standard scale of emoluments for executive Directors, his experience, duties and responsibilities.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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As at the Latest Practicable Date, Mr. Gu had the following interests in Shares/underlying Shares within the meaning of Part XV of the SFO:

	Capacity	No. of share options to be subscribed for Shares	Approx. % of the issued share capital of the Company
Mr. Gu	Beneficial owner	30,000,000	0.49%

Save as disclosed above, Mr. Gu did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Gu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Gu that need to be brought to the attention of the Shareholders in relation to his re-election.

(3) Mr. Wang Zheng Chun

Mr. Wang Zheng Chun (“**Mr. Wang**”), aged 56, was appointed as an Executive Director of the Company in June 2008. He was the Chairman of the Company during the period from October 2008 to February 2015. He has over twenty years of experience in property development and management. Mr. Wang has substantial experience in developing and constructing villas, residential units and commercial buildings in the PRC.

Save as disclosed above, Mr. Wang did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

The Company and Mr. Wang have entered into a letter of appointment for a term of 3 years and subject to re-election at the forthcoming Annual General Meeting and retirement by rotation in accordance with the Articles of Association. Mr. Wang is entitled to an annual remuneration of HK\$60,000 and discretionary bonus which is determined by the Board with reference to the Company’s standard scale of emoluments for executive Directors, his experience, duties and responsibilities.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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As at the Latest Practicable Date, Mr. Wang had the following interests in Shares/ underlying Shares within the meaning of Part XV of the SFO:

		Interest in	No. of share options to be subscribed for Shares	Total interests in Shares	Approximate % of the issued capital of the Company
	Capacity	shares			
Mr. Wang	Held by spouse	35,074,000 (Note i)	—	35,074,000	0.58%
	Held by controlled corporation	64,811,000 (Note ii)	—	64,811,000	1.07%
	Beneficial owner	5,468,750	30,000,000	35,468,750	0.58%
		<u>105,353,750</u>	<u>30,000,000</u>	<u>135,353,750</u>	<u>2.23%</u>

Notes:

- i. Mr. Wang is deemed to be interest in 35,074,000 Shares beneficially held by his spouse, Ms. Shen Ling Zhao.
- ii. The 64,811,000 Shares are held by Hillfame Holdings Limited, a company incorporated in the British Virgin Islands and the entire issued share capital of which is beneficially owned by Mr. Wang.

Save as disclosed above, Mr. Wang did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders in relation to his re-election.

(4) Mr. Zhang Yun Zhou

Mr. Zhang Yun Zhou (“**Mr. Zhang**”), aged 54, was appointed as an independent non-executive Director of the Company in May 2015. Mr. Zhang has engaged in clinical work of internal medicine and neurology for 25 years. He possesses knowledge in relation to neuroanatomy, neuropathology, electroneurophysiology, neuroimaging and knowledge in relation to other disciplines.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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After finishing his first doctorate degree in Nanfang Hospital of First Military Medical University in Guangzhou and second doctorate degree in Xuanwu Hospital of Capital Medical University in Beijing, Mr. Zhang obtained his qualification of PhD candidate in Neurology from PLA Military Medical School (PLA General Hospital) (解放軍醫進修學院(解放軍總醫院)) in Beijing, a master candidate in Neurology from Zhujiang Hospital of First Military Medical University in Guangzhou and a bachelor degree in Clinical Medicine from The Fourth Military Medical University in Xian, respectively.

Mr. Zhang obtained the professional qualification of chief physician in Neurology (神經內科主任醫師) in 2016. He is currently the medical group leader of emergency neurology (神經內科重症病房), and a chief physician, associate professor and postgraduate tutor in Xuanwu Hospital of Capital Medical University in Beijing.

Save as disclosed above, Mr. Zhang did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

The Company and Mr. Zhang have entered into a letter of appointment for a term of 3 years and subject to re-election at the forthcoming Annual General Meeting and retirement by rotation in accordance with the Articles of Association. Mr. Zhang is entitled to an annual remuneration of HK\$60,000 and discretionary bonus which is determined by the Board with reference to the Company's standard scale of emoluments for independent non-executive Directors, his experience, duties and responsibilities.

As at the Latest Practicable Date, Mr. Zhang had the following interests in Shares/underlying Shares within the meaning of Part XV of the SFO:

		No. of share options to be subscribed for Shares	Approx. % of the issued share capital of the Company
	Capacity		
Mr. Zhang	Beneficial owner	2,000,000	0.03%

Save as disclosed above, Mr. Zhang did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders in relation to his re-election.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARES IN ISSUE

As at the Latest Practicable Date, the Company had a total of 6,078,944,027 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the total number of issued Shares remains unchanged on the date of the Annual General Meeting, i.e. being 6,078,944,027 Shares, the Directors would be authorized under the Share Buy-back Mandate to buyback, during the period in which the Share Buy-back Mandate remains in force, a total of 607,894,402 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

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

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

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

Month	Highest HK\$	Lowest HK\$
2020		
April	0.153	0.139
May	0.143	0.074
June	0.135	0.062
July	0.141	0.100
August	0.117	0.100
September	0.124	0.094
October	0.121	0.105
November	0.132	0.106
December	0.144	0.118
2021		
January	0.143	0.120
February	0.128	0.109
March	0.124	0.102
April (up to the Latest Practicable Date)	0.106	0.095

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

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

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Cosmic Stand International Limited, a substantial shareholder of the Company, and held 945,000,000 Shares or approximately 15.55% of the issued Shares of the Company. In the event that the Directors exercise in full the Share Buy-back Mandate, the shareholdings of Cosmic Stand International Limited in the Company would be increased to approximately 17.27% of the issued Shares of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. The Company currently has no intention to exercise the Share Buy-back Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of shares held by the public being reduced to less than 25% of the shares of the Company in issue. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the six months preceding to the Latest Practicable Date, the Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING

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北控醫療健康產業集團有限公司
Beijing Enterprises Medical And Health Industry Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2389)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) of Beijing Enterprises Medical and Health Industry Group Limited (the “**Company**”) will be held at Unit 2704, 27/F., 909 Cheung Sha Wan Road, Cheung Sha Wan, Kowloon, Hong Kong on Monday, 24 May 2021 at 11 : 00 a.m. for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and of the auditors of the Company for the year ended 31 December 2020.
2. To re-elect Mr. Zhu Shi Xing as an executive Director.
3. To re-elect Mr. Gu Shan Chao as an executive Director.
4. To re-elect Mr. Wang Zheng Chun as an executive Director.
5. To re-elect Mr. Zhang Yun Zhou as an independent non-executive Director.
6. To consider and authorise the board (the “**Board**”) of the directors of the Company (or, if so delegated by the Board, its remuneration committee) to determine the remuneration of the directors.
7. To re-appoint Ernst & Young as auditors of the Company and to authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

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

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buyback its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

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

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

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

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

“THAT conditional upon the passing of the resolutions set out in items 8 and 9 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution.”

SPECIAL RESOLUTION

11. **“THAT** subject to and conditional upon the approval by the Registrar of Companies in the Cayman Islands having been obtained by way of issue of a certificate of incorporation on change of name, (i) the existing English name of the Company be changed from “Beijing Enterprises Medical and Health Industry Group Limited” to “Beijing Health (Holdings) Limited”, and the existing Chinese name of the Company from “北控醫療健康產業集團有限公司” to “北京健康(控股)有限公司” with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands, and that any one or more of the Directors or the company secretary of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the proposed change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board of
Beijing Enterprises Medical and Health Industry Group Limited
Zhu Shi Xing
Chairman

Hong Kong, 16 April 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy (or more than one proxy if he holds two or more shares of the Company) to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, 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 of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 19 May 2021 to Monday, 24 May 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, for registration not later than 4 : 00 p.m. on Tuesday, 18 May 2021.
5. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.