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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 your stockbroker or registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Health 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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**China Health Group Limited**  
**中國衛生集團有限公司**

*(Carrying on business in Hong Kong as CHG HS Limited)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 673)**

**(1) PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES  
OF THE COMPANY;**  
**(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;  
AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of China Health Group Limited to be held at Floor 12 Conference Room, Block B, Building 11, Shenzhen Bay Eco Technology Park, No 16 Keji South Road, Yuehai Sub-district, Nanshan District, Shenzhen City, China at 11:00 a.m. on 30 September 2022 is set out on pages 14 to 18 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.ch-groups.com>).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and 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 you from attending and voting in person at the meeting if you so wish.

31 August 2022

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## DEFINITIONS

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

“AGM”	an annual general meeting of the Company to be held at Floor 12 Conference Room, Block B, Building 11, Shenzhen Bay Eco Technology Park, No 16 Keji South Road, Yuehai Sub-district, Nanshan District, Shenzhen City, China at 11:00 a.m. on 30 September 2022, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 18 of this circular, or any adjournment thereof
“Board”	the board of Directors
“Buyback Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of the granting of the Buyback Mandate
“Bye-law(s)”	the bye-law(s) of the Company, as amended from time to time
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	China Health Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“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
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with new Shares and other securities of the Company not exceeding 20% of the total number of the issued Shares as at the date of granting of the Issuance Mandate and the total number of the issued Shares repurchased by the Company pursuant to the Buyback Mandate, if any

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## DEFINITIONS

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“Latest Practicable Date”	29 August 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding (except where the context requires) Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of par value of HK\$1.00 each in the share capital of the Company
“Share Consolidation”	the consolidation of every ten (10) issued and unissued shares into one (1) consolidated Share effective from 8 August 2022
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

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LETTER FROM THE BOARD

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**China Health Group Limited**  
**中國衛生集團有限公司**

*(Carrying on business in Hong Kong as CHG HS Limited)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 673)**

*Executive Directors:*

Mr. Zhang Fan  
Mr. Chung Ho

*Non-executive Directors:*

Mr. Xing Yong  
Mr. Huang Lianhai  
Mr. Wang Jingming

*Independent non-executive Directors:*

Mr. Jiang Xuejun  
Mr. Du Yanhua  
Mr. Lai Liangquan

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

Unit 801, 8/F  
China Insurance Group Building  
141 Des Voeux Road Central  
Hong Kong

31 August 2022

*To the Shareholders*

Dear Sir/Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES  
OF THE COMPANY;**
- (2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;  
AND**
- (3) NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of the Buyback Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the total number of issued Shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of the retiring Directors and to provide Shareholders with a notice of such annual general meeting at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

### 2. PROPOSED GRANTING OF THE ISSUANCE MANDATE AND THE BUYBACK MANDATE

At the annual general meeting of the Company held on 9 September 2021, general mandates were granted to the Directors to exercise the power of the Company to issue new Shares not exceeding 82,798,952 Shares (adjusted upon Share Consolidation effective from 8 August 2022) and to repurchase Shares not exceeding 41,399,476 Shares (adjusted upon Share Consolidation effective from 8 August 2022) respectively. On 5 August 2022, the Company issued convertible bonds in the aggregate principal amount of HK\$40,000,000 which can be converted into 40,000,000 Shares (adjusted upon Share Consolidation effective from 8 August 2022) at the conversion price of HK\$1 per Share under the said general mandate. As at the Latest Practicable Date, the said remaining general mandates to issue new Shares and repurchase Shares have not been used and will lapse at the conclusion of the AGM.

As at the Latest Practicable Date, there were 438,994,763 Shares in issue. Accordingly, ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with new Shares not exceeding 20% of the total number of the issued Shares as at the date of passing of such resolution (not exceeding 87,798,952 Shares) on the basis that the issued Shares remains unchanged as at the date of the AGM;
- (b) to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of the issued Shares as at the date of passing of such resolution (not exceeding 43,899,476 Shares) on the basis that the issued Shares remains unchanged as at the date of the AGM; and
- (c) to extend the Issuance Mandate by an amount representing the total number of issued Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

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## LETTER FROM THE BOARD

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The Issuance Mandate and the Buyback Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages 14 to 18 of this circular. As at the Latest Practicable Date, the Directors have no immediate plan to repurchase any Share or issue any new Share pursuant to the Buyback Mandate and the Issuance Mandate.

An explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

### **3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

Pursuant to Bye-law 87, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest but not less than one-third) shall retire from office by rotation provided that every Director (including Director(s) appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment. As between persons who became or were last re-elected Directors on the same day, the person(s) to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election by the Shareholders at the relevant annual general meeting.

According to the above Bye-law 87, Mr. Chung Ho, Mr. Huang Lianhai and Mr. Lai Liangquan shall retire by rotation at the AGM. All retiring Directors, being eligible, will offer themselves for re-election at the AGM.

#### **Nomination policy and process for the independent non-executive Directors**

In reviewing the structure of the Board, the nomination committee of the Company will consider the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. All appointments to the Board are based on meritocracy and the candidates will be assessed based on criteria such as education background and relevant skills and experience for consideration of the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

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## LETTER FROM THE BOARD

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Mr. Lai Liangquan, an independent non-executive Director to be re-elected at the AGM, is a PRC Certified Public Accountant and PRC Certified Tax Agent and has been engaged in finance industry for 18 years. He has been acting as an independent non-executive Director since 2019 and has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The nomination committee of the Company has reviewed his annual written independence confirmation and assessed the independence of Mr. Lai based on the independence guidelines as stipulated under Rule 3.13 of the Listing Rules. The Board is of the view that he has been committed to devoting time and attention to perform his duties as independent non-executive Director. He has also demonstrated that he has the required character, integrity and experience to perform his duties by providing objective views and independent guidance to the Board and the Board is of the view that that his wide breadth of professional experience and knowledge in his respective field has been and will continue to contribute greatly to the diversity of the Board.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. Chung Ho, Mr. Huang Lianhai and Mr. Lai Liangquan are set out in Appendix II to this circular.

#### **4. ANNUAL GENERAL MEETING**

The notice of the AGM is set out on pages 14 to 18 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issuance Mandate and the Buyback Mandate, the extension of the Issuance Mandate by the addition thereto of the total number of Shares repurchased by the Company pursuant to the Buyback Mandate and the re-election of the retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.chgroups.com>). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll (except where the resolution relates purely to a procedural or administrative matter which may be voted on by a show of hands) and accordingly, all resolutions proposed at the AGM will be taken by poll. To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the ordinary resolutions to be proposed at the AGM pursuant to the Listing Rules and/or the Bye-laws.

The Board confirmed that to the best of their knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he, she or it has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his, her or its Shares to a third party, either generally or on a case-by-case basis.

### **5. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **6. RECOMMENDATION**

The Directors consider that the granting of the Issuance Mandate and the Buyback Mandate, the extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### **7. GENERAL INFORMATION**

Your attention is drawn to the additional information set out in Appendix I (Explanatory statement on the Buyback Mandate) and Appendix II (Details of the retiring Directors proposed to be re-elected at the AGM) to this circular.

Yours faithfully,  
By Order of the Board  
**China Health Group Limited**  
**Zhang Fan**  
*Chairman of the Board and Executive Director*

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

## **1. REASONS FOR BUYBACK OF SHARES**

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

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued Shares comprised 438,994,763 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Buyback Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged on the date of the AGM, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, up to 43,899,476 Shares, representing 10% of the total number of the issued Shares as at the date of the AGM.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

The Company is empowered by its Memorandum of Association and the Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of the capital paid up on the relevant shares, or funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on a repurchase may only be paid out of the funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company.

#### **4. IMPACT OF REPURCHASES**

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 March 2022) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing levels of the Company.

#### **5. TAKEOVERS CODE**

If a shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Buyback Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang Fan (the executive Director, "Mr. Zhang"), together with Treasure Wagon Limited wholly owned by Mr. Zhang, held 117,307,400 Shares (representing 26.72% of the total issued Shares). Save as disclosed above, there were no other Shareholders holding 10% or more in the issued Shares. Accordingly, on the basis that no further Shares are issued or repurchased and there is no change in share holding structure, an exercise of the Buyback Mandate in full would not give rise to any obligation on Mr. Zhang to make a mandatory general offer under the Takeovers Code. The Directors have no intention to exercise the Buyback Mandate which would render any Shareholder or group of Shareholders (including Mr. Zhang) obliged to make a general mandatory offer under the Takeovers Code.

#### **6. GENERAL**

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

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

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

## 7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2021</b>		
July*	0.80	0.61
August*	0.76	0.64
September*	0.75	0.65
October*	0.74	0.65
November*	0.72	0.61
December*	0.69	0.46
<b>2022</b>		
January*	0.60	0.46
February*	0.56	0.48
March*	0.72	0.43
April*	0.78	0.48
May*	0.60	0.40
June*	0.70	0.45
July*	0.54	0.49
August* (up to the Latest Practicable Date)	1.19	0.50

\* adjusted upon Share Consolidation effective from 8 August 2022

## 8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

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## **APPENDIX II      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

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*Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the AGM according to the Bye-laws, are provided below:*

### **EXECUTIVE DIRECTOR**

#### **MR. CHUNG HO**

Mr. Chung Ho, aged 59, was appointed as the executive Director on 28 December 2012 and chief executive officer of the Company on 11 December 2017. He graduated from Shanghai Railway University with a Bachelor degree in Science and Technology and from the Central University of Finance and Economics with a Master degree in Economics. He has over 20 years of experience in investment, financing, corporate management and other areas and has worked in several investment institutions and companies in Mainland China and Hong Kong as senior manager and director. Save as disclosed above, he has not held any other directorship in listed companies in the last three years.

There is no service contract between Mr. Chung and the Company. The annual salaries and other benefits of Mr. Chung amounted to approximately HK\$1,200,000, which was determined by the Board with reference to his responsibilities. He is subject to retirement and re-election in accordance with the Bye-laws.

As far as the Directors are aware, (1) Mr. Chung does not have any relationship with any of the other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company; and (2) as at the Latest Practicable Date, Mr. Chung held 3,000,000 share options of the Company. Save as disclosed above, he was not interested or deemed to be interested in any share or underlying share of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Chung involved in any of the matters required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chung that need to be brought to the attention of the Shareholders.

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## **APPENDIX II      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

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### **NON-EXECUTIVE DIRECTOR**

#### **MR. HUANG LIANHAI**

Mr. Huang Lianhai, aged 41, was appointed as non-executive Director on 25 July 2017. He graduated from the Central South University of Forestry and Technology College of Law in 2005. Mr. Huang worked as an assistant solicitor in Guangdong Hopesun Law Firm from June 2005 to December 2007. Mr. Huang has worked in Guangdong Lawsons Law Office since August 2008 and is currently a lawyer. Save as disclosed above, he has not held any other directorship in listed companies in the last three years.

There is no service contract between Mr. Huang and the Company. The annual salaries and other benefits of Mr. Huang amounted to approximately HK\$100,000, which was determined by the Board with reference to his responsibilities. He is subject to retirement and re-election in accordance with the Bye-laws.

As far as the Directors are aware, (1) Mr. Huang does not have any relationship with any of the other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company; and (2) as at the Latest Practicable Date, Mr. Huang held 2,300,000 share options of the Company. Save as disclosed above, he was not interested or deemed to be interested in any share or underlying share of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Huang involved in any of the matters required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders.

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## **APPENDIX II      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

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### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

#### **MR. LAI LIANGQUAN**

Mr. Lai Liangquan, aged 46, was appointed as the independent non-executive Director on 5 March 2019. He graduated from Xi'an Jiaotong University with a bachelor's degree in accounting in 2001. Mr. Lai is a PRC Certified Public Accountant and PRC Certified Tax Agent. Mr. Lai is currently the chief accountant of Kimou Environmental Holding Limited (a company listed on the Stock Exchange with stock code 6805) Mr. Lai has been engaged in finance industry for 18 years. He is familiar with domestic and international accounting standards and the Listing Rules and has extensive experience in financial management and corporate governance. Save as disclosed above, he has not held any other directorship in listed companies in the last three years.

There is no service contract between Mr. Lai and the Company. The annual salaries and other benefits of Mr. Lai amounted to approximately HK\$100,000, which was determined by the Board with reference to his responsibilities. He is subject to retirement and re-election in accordance with the Bye-laws.

As far as the Directors are aware, (1) Mr. Lai does not have any relationship with any of the other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company; and (2) as at the Latest Practicable Date, Mr. Lai held 300,000 share options of the Company. Save as disclosed above, he was not interested or deemed to be interested in any share or underlying share of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Lai involved in any of the matters required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Lai that need to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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### China Health Group Limited

### 中國衛生集團有限公司

*(Carrying on business in Hong Kong as CHG HS Limited)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 673)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of China Health Group Limited (the “Company”) will be held at Floor 12 Conference Room, Block B, Building 11, Shenzhen Bay Eco Technology Park, No 16 Keji South Road, Yuehai Sub-district, Nanshan District, Shenzhen City, China at 11:00 a.m. on 30 September 2022 to transact the following ordinary businesses:

#### **ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors for the year ended 31 March 2022;
- 2(A). To re-elect Mr. Chung Ho as an executive director of the Company;
- 2(B). To re-elect Mr. Huang Lianhai as a non-executive director of the Company;
- 2(C). To re-elect Mr. Lai Liangquan as an independent non-executive director of the Company;
- 2(D). To authorize the board of directors to appoint additional directors of the Company, where necessary;
- 2(E). To authorize the board of directors to fix the respective directors’ remuneration;
3. To re-appoint Messrs. Elite Partners CPA Limited as auditors of the Company and to authorize the board of directors to fix the auditors’ remuneration;

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## NOTICE OF AGM

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To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. **“THAT:**

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

shall not exceed 20% of the total number of the issued ordinary share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; 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;

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

“Rights Issue” means an offer of ordinary shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its ordinary shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued ordinary share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”;

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6. “**THAT** conditional upon the passing of resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the total number of ordinary shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the total number of the ordinary shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued ordinary shares of the Company as at the date of passing of this resolution.”

By Order of the Board  
**China Health Group Limited**  
**Zhang Fan**  
*Chairman of the Board and Executive Director*

Hong Kong, 31 August 2022

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*Notes:*

1. In order to establish entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 27 September 2022 to Friday, 30 September 2022, both days inclusive, during which period no transfer of the shares can be registered. Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not later than 4:30 p.m. on Monday, 26 September 2022.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In orders to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
4. In relation to the ordinary resolutions set out in items 4, 5, 6 of the above notice, the directors of the Company wish to state that they have no immediate plan to issue any new Shares or repurchase any existing Shares.
5. To ensure the health and safety of the attendees at the AGM, the Company intends to implement precautionary measures at the meeting including: (a) compulsory temperature checks at the entrance of the venue of the meeting; (b) attendees are required to bring their own surgical masks and those who had high temperature or not wearing surgical masks might be denied access to the venue of the meeting; (c) no corporate gift, refreshments or drinks will be provided at the meeting; and (d) depending on circumstances, separate rooms connected by instant electronic conference facilities may be arranged at the venue of the meeting to limit the number of attendees at each room.