
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Town Health International Medical Group Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Town Health International Medical Group Limited 康健國際醫療集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 3886)

(1) REQUISITION FOR A SPECIAL GENERAL MEETING TO REMOVE DIRECTORS AND APPOINT NEW DIRECTORS; AND (2) NOTICE OF SPECIAL GENERAL MEETING

A notice convening a special general meeting of the Company to be held at 11:00 a.m. on Friday, 12 January 2024 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong is set out on pages 13 to 15 of this circular. Whether or not you are able to attend the special general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon by 11:00 a.m. on Wednesday, 10 January 2024 or not less than 48 hours before the time appointed for holding the adjourned meeting or postponed meeting (as the case may be) to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Delivery of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment or postponement thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

4 December 2023

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DEFINITIONS

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

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Company”	Town Health International Medical Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Dr. Edmund Wong”	Dr. Wong Chun Wa
“Dr. Nelson Wong”	Dr. Wong Chi Kit Nelson
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Ng”	Mr. Ng Ting Chi
“Ms. Susanna Lau”	Ms. Lau Wai Yee, Susanna
“Ms. Yao”	Ms. Yao Yuan
“Nominated Directors”	collectively, Mr. Liu Yang, Ms. Zhang Xiaoxue and Mr. Liu Shiying
“PRC”	the People’s Republic of China excluding, for the purpose of this circular only, Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“Proposed Appointment”	the proposed appointment of Mr. Liu Yang as a non-executive Director and Ms. Zhang Xiaoxue and Mr. Liu Shiyong as executive Directors pursuant to the Requisition Notice
“Proposed Removal”	the proposed removal of (a) Dr. Nelson Wong, Dr. Edmund Wong, Mr. Ng, Ms. Yao, Ms. Susanna Lau as executive Directors; and (b) Mr. Ho Kwok Wah, George, <i>MH</i> , Mr. Chui Tsan Kit, Mr. Hung Hing Man and Mr. Tang Chi Kong as independent non-executive Directors; and the proposed removal of Dr. Nelson Wong as the chief executive officer of the Company, pursuant to the Requisition Notice
“Requisition Notice”	the requisition notice dated 13 November 2023 from the Requisitioning Shareholder to the Company, requesting the Company to convene a special general meeting to consider the Proposed Appointment and the Proposed Removal, and containing, among other information, the details of the Nominated Directors and the written notice signed by each of the Nominated Directors confirming his/her willingness to be elected and to act as a Director
“Requisitioning Shareholder” or “CLIG”	中國人壽保險(集團)公司 (in English, for identification purpose only, China Life Insurance (Group) Company)
“SGM”	the special general meeting of the Company convened to be held at 11:00 a.m. on Friday, 12 January 2024 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong, the notice of which is set out on pages 13 to 15 of this circular, or any adjournment or postponement thereof
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



Town Health International Medical Group Limited 康健國際醫療集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 3886)

Executive Directors:

Dr. Wong Chi Kit Nelson (*Chief Executive Officer*)
Dr. Wong Chun Wa (*Chairman*)
Mr. Ng Ting Chi
Ms. Yao Yuan
Ms. Lau Wai Yee, Susanna

Non-executive Director:

Mr. Hou Jun

Independent Non-executive Directors:

Mr. Ho Kwok Wah, George, *MH*
Mr. Yu Xuezhong
Dr. Xu Weiguo
Mr. Chui Tsan Kit
Mr. Han Wenxin
Mr. Hung Hing Man
Mr. Tang Chi Kong

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

*Head office and principal place
of business in Hong Kong:*

6th Floor
Town Health Technology Centre
10-12 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

4 December 2023

To the Shareholders

Dear Sir or Madam,

REQUISITION FOR A SPECIAL GENERAL MEETING TO REMOVE DIRECTORS AND APPOINT NEW DIRECTORS

INTRODUCTION

Reference is made to the announcement of the Company dated 20 November 2023 in relation to the Requisition Notice. The purpose of this circular is to provide you with information on the Proposed Removal and the Proposed Appointment, and to give you notice of the SGM at which resolutions will be proposed to consider and, if thought fit, approve the Proposed Removal and the Proposed Appointment.

LETTER FROM THE BOARD

REQUISITION NOTICE

On 13 November 2023, the Company received the Requisition Notice from the Requisitioning Shareholder. Pursuant to the Requisition Notice, the Requisitioning Shareholder requisitioned for a special general meeting of the Company to be convened pursuant to Bye-law 62 of the Bye-laws, at which resolutions shall be proposed to approve the Proposed Removal and the Proposed Appointment.

As at the date of deposit of the Requisition Notice, the Requisitioning Shareholder was the registered holder of 1,785,098,644 Shares, representing approximately 26.35% of the total issued share capital of the Company and having the right to vote at a general meeting of the Company.

Pursuant to Bye-law 62 of the Bye-laws, Shareholders holding as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held in the form of a physical meeting only and within two months after the deposit of such requisition.

PROPOSED REMOVAL

Pursuant to the Requisition Notice, the Requisitioning Shareholder requested that ordinary resolutions be proposed at the SGM to remove nine Directors as follows:

- (a) Dr. Nelson Wong as an executive Director and the chief executive officer of the Company;
- (b) Dr. Edmund Wong as an executive Director;
- (c) Mr. Ng as an executive Director;
- (d) Ms. Yao as an executive Director;
- (e) Ms. Susanna Lau as an executive Director;
- (f) Mr. Ho Kwok Wah, George, *MH* as an independent non-executive Director;
- (g) Mr. Chui Tsan Kit as an independent non-executive Director;
- (h) Mr. Hung Hing Man as an independent non-executive Director; and
- (i) Mr. Tang Chi Kong as an independent non-executive Director.

LETTER FROM THE BOARD

Pursuant to section 93(1) of the Companies Act, subject to the Bye-laws, the Shareholders may at a special general meeting called for that purpose remove a Director provided that notice of any such meeting shall be served on the Director concerned not less than 14 days before the meeting and he shall be entitled to be heard at such meeting.

Further, pursuant to Bye-law 104 of the Bye-laws, the Company may by ordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in the Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) provided that the notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director 14 days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.

In accordance with the above, the notice of the SGM, which contains a statement of the intention of the Proposed Removal, will be served on each of Dr. Nelson Wong, Dr. Edmund Wong, Mr. Ng, Ms. Yao, Ms. Susanna Lau, Mr. Ho Kwok Wah, George, *MH*, Mr. Chui Tsan Kit, Mr. Hung Hing Man and Mr. Tang Chi Kong, and each of them shall be entitled to be heard on the motion for his/her removal at the SGM.

PROPOSED APPOINTMENT

Pursuant to the Requisition Notice, the Requisitioning Shareholder also requested that ordinary resolutions be proposed at the SGM to appoint the Nominated Directors as follows:

- (a) Mr. Liu Yang as a non-executive Director;
- (b) Ms. Zhang Xiaoxue as an executive Director; and
- (c) Mr. Liu Shiyin as an executive Director.

The Requisitioning Shareholder had, by the Requisition Notice, given notice of its intention to propose the Nominated Directors for election as Directors. Together with the Requisition Notice, the Company also received notice signed by each of the Nominated Directors of his/her willingness to be elected as Directors. 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 directors 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 details of the Nominated Directors are set out in the Appendix I to this circular. Shareholders should note that such details have been reproduced from the Requisition Notice and have not been independently verified by the Company or the Board.

LETTER FROM THE BOARD

Accordingly, no recommendation has been made by the Board or the nomination committee of the Board with regard to the Proposed Appointment. Further, the Board is not in a position to comment on whether there is any matter regarding the Proposed Appointment that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules. In addition, the Requisition Notice did not set out any reasons and/or grounds for the Proposed Removal and the Proposed Appointment. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Removal and the Proposed Appointment for consideration. The letter from the five incumbent executive Directors in relation to their opinion on the matter are set out in Appendix II to this circular.

SGM

The notice convening the SGM is set out on pages 13 to 15 of this circular. At the SGM, ordinary resolutions will be proposed to consider and, if thought fit, approve the Proposed Removal and the Proposed Appointment. As required under the Listing Rules, all resolutions put to vote at the SGM will be decided by way of poll.

To ascertain the Shareholders' entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 9 January 2024 to Friday, 12 January 2024, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the SGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Monday, 8 January 2024.

Form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon by 11:00 a.m. on Wednesday, 10 January 2024 or not less than 48 hours before the time appointed for holding the adjourned meeting or postponed meeting (as the case may be) to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Delivery of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment or postponement thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

FURTHER INFORMATION

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

On behalf of the Board
Town Health International Medical Group Limited
Wong Chi Kit Nelson
Chief Executive Officer and Executive Director

APPENDIX I INFORMATION ON THE NOMINATED DIRECTORS

The following information on the Nominated Directors are reproduced from the Requisition Notice and have not been independently verified by the Company or the Board:

(A) MR. LIU YANG

Mr. Liu Yang (劉陽), aged 44. Mr. Liu obtained a bachelor's degree in economics from University of International Business and Economics (對外經濟貿易大學) in July 2002. Mr. Liu is a non-practicing member of the Chinese Institute of Certified Public Accountants, a member of Certified Practicing Accountant Australia and a member of Institute of Internal Auditors.

Mr. Liu has over 20 years of experience in equity investment, financial management and risk management. Mr. Liu currently is the vice president of China Life Private Equity Investment Company Limited (國壽股權投資有限公司) (“**China Life Private Equity Investment**”), and serves as director and/or supervisor in several subsidiaries of China Life Private Equity Investment. As of the date of this requisition, China Life Private Equity Investment is a wholly owned subsidiary of China Life Insurance (Group) Company (中國人壽保險(集團)公司), a substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company.

Mr. Liu worked in the audit department of KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合夥)) from August 2002 (*sic*) to March 2011, where he successively worked as auditor, assistant manager, manager, and senior manager. From March 2011 to May 2011, Mr. Liu served as the chief financial officer in Beijing Yuanjing Haotai Sports Development Co., Ltd. (北京遠景浩泰體育發展有限公司). From May 2011 to February 2017, Mr. Liu worked in China Mobile Finance Company Limited (中國移動通信集團財務有限公司), where he successively held various positions including project manager in the special project preparatory group, project manager in the risk management department, deputy general manager, general manager, deputy general manager of the audit and compliance department and supervisor. Since February 2017, Mr. Liu worked in China Life Private Equity Investment, successively working as the chief director and the person in charge of investment management center, the person in charge of financial management center, management committee member, and deputy general manager.

From January 2021 to October 2022, Mr. Liu served as a director in Goodwill E-Health Info Co., Ltd. (嘉和美康(北京)科技股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688246)); and from December 2020 to January 2022, Mr. Liu served as a director in Dareway Software Co., Ltd. (山大地緯軟件股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688579)).

APPENDIX I INFORMATION ON THE NOMINATED DIRECTORS

Save as disclosed herein, as of the date of this submission, Mr. Liu (i) does not hold any other positions in the Company or any subsidiaries of the Company; (ii) has not held any directorships in other listed public companies in Hong Kong or overseas in the past three years; (iii) does not have any other major appointments or professional qualifications; (iv) does not have any relationship with any directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (v) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (vi) there is no other information in relation to the appointment of Mr. Liu that is required to be disclosed in accordance with Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters in relation to the appointment of Mr. Liu that need to be brought to the attention of the shareholders of the Company.

(B) MS. ZHANG XIAOXUE

Ms. Zhang Xiaoxue (張霄雪), aged 33. Ms. Zhang obtained a master's degree in science from Durham University in the United Kingdom in January 2014.

Ms. Zhang has approximately 9 years of experience in equity investment, financial management and risk management. Ms. Zhang is currently a senior manager of the investment management center in China Life Private Equity Investment Company Limited (國壽股權投資有限公司) (“**China Life Private Equity Investment**”). As of the date of this requisition, China Life Private Equity Investment is a wholly-owned subsidiary of China Life Insurance (Group) Company (中國人壽保險(集團)公司), a substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company.

Ms. Zhang worked as an auditor in the audit department of KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合夥)) from October 2014 to October 2016; from October 2016 to August 2021, Ms. Zhang worked in the transaction advisory department of KPMG Advisory (China) Limited (畢馬威企業諮詢(中國)有限公司), successively serving as assistant manager and manager. Since August 2021, Ms. Zhang worked in China Life Private Equity Investment as a senior manager of the investment management center.

Save as disclosed herein, as of the date of this requisition, Ms. Zhang (i) does not hold any other positions in the Company or any subsidiaries of the Company; (ii) has not held any directorships in other listed public companies in Hong Kong or overseas in the past three years; (iii) does not have any other major appointments or professional qualifications; (iv) does not have any relationship with any directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (v) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (vi) there is no other information in relation to the appointment of Ms. Zhang that is required to be disclosed in accordance with Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters in relation to the appointment of Ms. Zhang that need to be brought to the attention of the shareholders of the Company.

APPENDIX I INFORMATION ON THE NOMINATED DIRECTORS

(C) MR. LIU SHIYIN

Mr. Liu Shiyin (劉詩音), aged 39, holds a master's degree in business administration from Tsinghua University (清華大學) and a doctoral degree in law from Minzu University of China (中央民族大學). Mr. Liu passed the securities practitioner qualification exam (證券從業人員資格考試) of the Securities Association of China (中國證券業協會).

Mr. Liu has approximately 11 years of experience in equity investment. Mr. Liu is currently a director of investment business in the healthcare investment department in China Life Healthcare Investment Company Limited (國壽健康產業投資有限公司) (“**China Life Healthcare**”). As of the date of this requisition, China Life Healthcare is a wholly owned subsidiary of China Life Insurance (Group) Company (中國人壽保險(集團)公司), a substantial shareholder (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company. From 2012 to 2022, Mr. Liu worked in CCB International (China) Limited (建銀國際(中國)有限公司) and successively served as investment manager in the investment banking department, assistant vice president in the business innovation department, and general manager of the strategic investment department. Since March 2022, Mr. Liu worked in China Life Healthcare, successively working as senior investment vice president and a director of investment business in the healthcare investment department.

Save as disclosed herein, as of the date of this requisition, Mr. Liu (i) does not hold any other positions in the Company or any subsidiaries of the Company; (ii) has not held any directorships in other listed public companies in Hong Kong or overseas in the past three years; (iii) does not have any other major appointments or professional qualifications; (iv) does not have any relationship with any directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (v) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (vi) there is no other information in relation to the appointment of Mr. Liu that is required to be disclosed in accordance with Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters in relation to the appointment of Mr. Liu that need to be brought to the attention of the shareholders of the Company.

APPENDIX II LETTER FROM EXECUTIVE DIRECTORS TO SHAREHOLDERS

In response to the above drastic proposed wholesale removal of Hong Kong based Directors in the absence of wrongdoing, the five incumbent executive Directors would like to bring to the attention of shareholders and potential investors of the Company of their opinion in this matter as follows: –

20 November 2023

Dear shareholders,

We, the incumbent executive Directors, express deep concerns regarding the Requisition Notice requesting a special general meeting to remove all executive Directors and all independent non-executive Directors other than those residing in Mainland China. Such an overt power struggle by way of a formal requisition would be damaging to any listed company, create substantial disruptions to its development and business operations, undermine shareholder value and might even attract unnecessary scrutiny. It has to be stressed that all five executive Directors have important business management functions.

Shareholders should value the successes and contributions of the incumbent executive Directors. In the first half of 2023, our Hong Kong based healthcare businesses accounted for over two thirds of the Group's overall revenue and operating profit.

Under the leadership of our group CEO, Dr. Nelson Wong, the Vio network has become one of the largest corporate medical scheme operators in Hong Kong and it is the most consistently profitable unit of the Group in Hong Kong. Vio is also the only medical network with ISO 9001:2015 Quality Management System certification. Dr. Nelson Wong has worked in this field for 40 years and is the only doctor who has personal experience of managing all the large medical networks in Hong Kong either directly or indirectly under corporate clients' instruction as a third-party administrator. He was formerly a part-time medical consultant to several major insurers. He subsequently embarked on a self-study course in insurance operations and was awarded the Fellowship Diploma of the Life Management Institute (FLMI) with Distinction in 1987. He is a serial entrepreneur, having built and sold 3 successful medical firms to 3 listed companies. In 1982, he co-founded Allied Medical Practices Guild with an innovative structure and a disruptive business model. He pioneered a unique intranet Point-of-Sale system to facilitate front-line eligibility checking and back-office electronic data interchange in 1998, before e-commerce became fashionable. He has also developed an effective pharmacy benefit management system.

APPENDIX II LETTER FROM EXECUTIVE DIRECTORS TO SHAREHOLDERS

Widely recognised as an expert in corporate medical schemes, he had served on relevant professional committees and written an Editorial in the Hong Kong Medical Association Newsletter. He was also the invited author of a book chapter on Managed Care in The University of Hong Kong position book on Hong Kong's Health System in 2006. He served on the Working Group on Primary Care under the HKSAR Government's Health and Medical Development Advisory Committee from 2008-2016. He is a Vice-Chairman of the Business and Professionals Federation of Hong Kong. Above all, he is a respected and well-liked leader with colleagues loyally following him for decades.

Our Chairman, Dr. Edmund Wong, leads one of the largest orthopaedic teams in Hong Kong, which has also produced outstanding financial performance for shareholders. He has the clear strategic vision to expand orthopaedic service from urban centres to populous towns like Tsuen Wan and Shatin and is tirelessly implementing expansion plan to establish new sports trauma physical therapy sub-brand "Elite Physiotherapy and Sports Rehabilitation" for professional athletes and those suffering from sports injuries through the provision of one-stop centre for trauma treatment, rehabilitation training and sports performance improvement in Hong Kong.

Please take note that despite their many good qualities, neither the Chairman nor the CEO receives any additional remuneration for these roles!

Ms. Yao, who has served the Company in different capacities for over 13 years, leads the medical and dental subsidiary. She has efficiently and patiently dealt with some independent-minded professionals, stabilized and expanded the medical team and spearheaded the remarkable return to profitability from multimillion dollars' loss of yesteryears to many millions of profits in the first half of 2023! She also has extensive knowledge of the Company's operations, and her mainland background has helped the Company established communication channels and collaborations with provincial and municipal governments and large institutions in Mainland China, opening up new opportunities for cross-border medical businesses and greatly raised the Company's profile in the Mainland China market, particularly in the Greater Bay Area, building a solid foundation for the Company's prospects in the future integrated Greater Bay Area.

Ms. Susanna Lau, who is an experienced chief executive in holistic health care beauty management and various other fields, is responsible for overseeing the Group's human resources and strengthening the overall administration management of the Company toward its subsidiaries.

Mr. Ng, who is an experienced investment banking, corporate financing, accounting and compliance professional, is responsible for advising on the Group's corporate governance, structuring strategic partnership investments in health care sector and overseeing the asset management function of the Group.

APPENDIX II LETTER FROM EXECUTIVE DIRECTORS TO SHAREHOLDERS

It is easy for independent shareholders to see that if the proposed resolutions were to be passed at the special general meeting, the removal of all Directors residing in Hong Kong in such a short period will cause a huge shock to the Company's business, which will destroy the foundation of its business, harm the interests of the Company, shareholders and all stakeholders. We feel duty bound to ask shareholders to take note of the qualifications and management experience of the 3 new Directors proposed by the Requisitioning Shareholder, when such information become available to you, so you can assess for yourself if they have hands-on experience of managing Hong Kong clinic chains or managed care network, or indeed Hong Kong listed companies. It is also a fact that the local talent pool has been greatly reduced due to emigration while competition for good healthcare management executives is intense, it will be very hard to recruit replacements of similar calibre to manage the Hong Kong operations of the Group.

Another point worth mentioning is that all the independent non-executive Directors (INEDs) proposed to be removed by the Requisitioning Shareholder are qualified certified public accountants. Without them, the remaining INEDs will not be eligible to serve as the chairman of the audit committee of the Board according to the Listing Rules.

Your wise decision will guide you to casting the correct vote in your own best interest as shareholders. Meanwhile, we are worried for shareholders that such a radical wholesale removal of Hong Kong based Directors will severely destabilize the team and harm the foundation of the Group's 34-year development, causing significant disruptions, and decimate staff morale because the incumbent executive Directors are popular leaders.

As executive Directors, we assure shareholders that we will continue to fulfil our fiduciary duties as well as proactively manage ongoing business operations as long as we are in post. We will soon have the added headache of calming the team who will likely be worried by the turmoil caused by such an incomprehensible move of the Requisitioning Shareholder. In closing, we would ask for neutral shareholders' support, and we have confidence that you will make the correct choice to keep the winning team together and in so doing, also protect your own interest.

Yours sincerely,

Wong Chi Kit Nelson
Wong Chun Wa
Ng Ting Chi
Yao Yuan
Lau Wai Yee, Susanna

NOTICE OF SPECIAL GENERAL MEETING



Town Health International Medical Group Limited 康健國際醫療集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 3886)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of Town Health International Medical Group Limited (“**Company**”) will be held at 11:00 a.m. on Friday, 12 January 2024 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** Dr. Wong Chi Kit Nelson be and is hereby removed as executive director and chief executive officer of the Company with immediate effect upon passing of this resolution.”
2. “**THAT** Ms. Lau Wai Yee, Susanna be and is hereby removed as executive director of the Company with immediate effect upon passing of this resolution.”
3. “**THAT** Dr. Wong Chun Wa be and is hereby removed as executive director of the Company with immediate effect upon passing of this resolution.”
4. “**THAT** Ms. Yao Yuan be and is hereby removed as executive director of the Company with immediate effect upon passing of this resolution.”
5. “**THAT** Mr. Ng Ting Chi be and is hereby removed as executive director of the Company with immediate effect upon passing of this resolution.”
6. “**THAT** Mr. Ho Kwok Wah, George be and is hereby removed as independent non-executive director of the Company with immediate effect upon passing of this resolution.”
7. “**THAT** Mr. Chui Tsan Kit be and is hereby removed as independent non-executive director of the Company with immediate effect upon passing of this resolution.”

NOTICE OF SPECIAL GENERAL MEETING

8. “**THAT** Mr. Tang Chi Kong be and is hereby removed as independent non-executive director of the Company with immediate effect upon passing of this resolution.”
9. “**THAT** Mr. Hung Hing Man be and is hereby removed as independent non-executive director of the Company with immediate effect upon passing of this resolution.”
10. “**THAT** Mr. Liu Yang be and is hereby appointed as non-executive director of the Company with immediate effect upon passing of this resolution.”
11. “**THAT** Ms. Zhang Xiaoxue be and is hereby appointed as executive director of the Company with immediate effect upon passing of this resolution.”
12. “**THAT** Mr. Liu Shiyin be and is hereby appointed as executive director of the Company with immediate effect upon passing of this resolution.”

On behalf of the Board
Town Health International Medical Group Limited
Wong Chi Kit Nelson
Chief Executive Officer and Executive Director

Hong Kong, 4 December 2023

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

*Head office and principal place
of business in Hong Kong:*

6th Floor
Town Health Technology Centre
10-12 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. Votes may be given either personally or by proxy. A shareholder of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. 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.
2. In the case of joint registered holders of any shares of the Company, the form of proxy may be signed by any one of the joint holders, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share of the Company stands shall be deemed joint holders thereof.

NOTICE OF SPECIAL GENERAL MEETING

3. To ascertain the entitlement of the shareholders of the Company to attend and vote at the meeting convened by the above notice, the register of members of the Company will be closed from Tuesday, 9 January 2024 to Friday, 12 January 2024, both days inclusive, during which no transfer of shares will be effected. In order to qualify for the entitlement to attend and vote at the Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Monday, 8 January 2024.
4. 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 certified copy thereof), must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 11:00 a.m. on Wednesday, 10 January 2024 or not less than 48 hours before the time appointed for holding the adjourned meeting or postponed meeting (as the case may be) .
5. Delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment or postponement thereof and, in such event, the form of a proxy shall be deemed to be revoked.
6. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all the above resolutions will be decided by way of poll.
7. If a number 8 or higher typhoon signal or black rainstorm warning is in force at or at any time after 9:00 a.m. on the date of the Meeting, the Meeting will be postponed or adjourned. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited (<https://www.hkexnews.hk>) and the Company (<https://townhealth.com/>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
8. The Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.
9. References to time and dates in this notice are to Hong Kong time and dates.