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## **China Medical & HealthCare Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 383)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of China Medical & HealthCare Group Limited (the “**Company**”) will be held at Plaza 1–2, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 1 March 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following special resolutions:-

#### **SPECIAL RESOLUTIONS**

**“THAT:**

- (1) subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “China Medical & HealthCare Group Limited” to “Tian An Medicare Limited” and the dual foreign name in Chinese of the Company be changed from “中國醫療網絡有限公司” to “天安卓健有限公司” (the “**Proposed Change of Company Name**”), and any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts and things and execute such further documents and take all steps which, in his/her opinion, may be necessary, appropriate, desirable or expedient, including under seal where appropriate, to give effect to or to implement the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company; and
- (2) the second amended and restated bye-laws of the Company (the “**New Bye-Laws**”), incorporating all the proposed amendments to the existing bye-laws of the Company (the “**Bye-laws**”) set out in Appendix I to the circular of the Company dated 8 February 2024, be and is hereby approved and adopted as the New Bye-Laws in substitution for, and to the exclusion of, the Bye-Laws with immediate effect after the close of this meeting, and any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts and things and execute such further documents and take all steps which, in his/her opinion, may be necessary, appropriate, desirable or

expedient, including under seal where appropriate, to give effect to the amendment of the Bye-Laws and the adoption of the New Bye-Laws and to attend to any necessary registration and/or filing for and on behalf of the Company”.

By Order of the Board  
**China Medical & HealthCare Group Limited**  
**Kong Muk Yin**  
*Executive Director*

Hong Kong, 8 February 2024

*Notes:*

- (a) For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 27 February 2024 to Friday, 1 March 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong (the “**Share Registrar**”), Tricor Tengis Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 26 February 2024.
- (b) Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (c) In order 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, shall be deposited at the Share Registrar, Tricor Tengis Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be). 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 proxy form shall be deemed to be revoked.
- (d) Pursuant to Rule 13.39(4) of the Listing Rules, the chairman of the SGM will exercise his right to demand a poll on the special resolutions to be proposed at the SGM except where the chairman of the SGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the special resolutions will be put to vote by way of poll at the SGM. After the SGM, an announcement on the poll results will be published by the Company on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cmhg.com.hk](http://www.cmhg.com.hk) and [www.irasia.com/listco/hk/cmhg/](http://www.irasia.com/listco/hk/cmhg/)) in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.
- (e) In the case of joint holders of shares of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- (f) All references to times and dates in this notice are to Hong Kong times and dates.

*As at the date of this notice, the Board comprises Mr. Kong Muk Yin, Mr. Guo Meibao and Mr. Zhou Haiying being Executive Directors; Mr. Lee Seng Hui (Chairman), Mr. Mark Wong Tai Chun and Mr. Gao Zhaoyuan being Non-Executive Directors; and Mr. Zhang Jian, Dr. Xia Xiaoning, Dr. Wong Wing Kuen, Albert and Ms. Yang Lai Sum, Lisa being Independent Non-Executive Directors.*