
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 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;**
- (3) REFRESHMENT OF THE SCHEME MANDATE LIMIT;**
- AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of China Health Group Limited to be held at Conference Room, 12th Floor, Haiwang Xingchen Building, at the junction of Hou Hai Bin Road and Dong Bin Road, Nanshan District, Shenzhen, China at 11 a.m. on 3 September 2019 is set out on pages 21 to 25 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) 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 Level 54, Hopewell Centre, 183 Queen's Road East, 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.

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DEFINITIONS

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 Conference Room, 12th Floor, Haiwang Xingchen Building, at the junction of Hou Hai Bin Road and Dong Bin Road, Nanshan District, Shenzhen, China at 11 a.m. on 3 September 2019, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 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 People’s Republic of China

DEFINITIONS

“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
“Latest Practicable Date”	29 July 2019, 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
“Option(s)”	any option(s) to subscribe for Share(s) granted pursuant to the Share Option Scheme
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all Options to be granted under the Share Option Scheme
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Option Scheme”	the share option scheme adopted by the Company on 28 August 2012
“Share(s)”	share(s) of the Company
“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

LETTER FROM THE BOARD



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. Weng Yu
Mr. Chung Ho
Mr. Wang Jingming

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Directors:

Mr. Xing Yong
Mr. Wang Yuexiang
Mr. Huang Lianhai
Mr. Qiu Peiyuan
Mr. Zhang Dawei
Mr. Wang Yongming

*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 July 2019

Independent non-executive Directors:

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

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;
(3) REFRESHMENT OF THE SCHEME MANDATE LIMIT;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

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; (iv) refreshment of the Scheme Mandate Limit; and (v) 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 12 September 2018, general mandates were granted to the Directors to exercise the power of the Company to issue new Shares not exceeding 727,989,526 Shares and to repurchase Shares not exceeding 363,994,763 Shares respectively. As at the Latest Practicable Date, the said 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 4,093,947,634 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 818,789,526 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 409,394,763 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.

LETTER FROM THE BOARD

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 21 to 25 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 86(2), the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorization by Shareholders in general meeting, as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of a Director appointed to fill a casual vacancy) or the next following annual general meeting of the Company (in the case of a Director appointed as an addition to the Board) and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to Bye-law 87.

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-laws 86(2) and 87, Mr. Zhang Fan, Mr. Wang Yuexiang, Mr. Huang Lianhai, Mr. Zhang Dawei, Mr. Wang Yongming, Mr. Xiao Zuhe, Mr. Jiang Xuejun 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.

LETTER FROM THE BOARD

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.

Mr. Xiao Zuhe, an independent non-executive Director proposed to be re-elected at the AGM, has years of experience in accounting and corporate management and has been acting as an independent non-executive Director since 2016. Mr. Jiang Xuejun, also an independent non-executive Director proposed to be re-elected at the AGM, mainly focuses on intervention cardiology and undertakes a number of national and provincial studies and has been acting as an independent non-executive Director since 2017. Mr. Lai Liangquan, a newly appointed independent non-executive Director in 2019, has extensive experience of financial management and corporate governance. The Board is of the view that the above independent non-executive Directors have been committed to devoting time and attention to perform their duties as independent non-executive Directors. They have each demonstrated that they have the required character, integrity and experience to perform their duties by providing objective views and independent guidance to the Board and the Board is of the view that that their wide breadth of professional experience and knowledge in their respective fields have 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. Zhang Fan, Mr. Wang Yuexiang, Mr. Huang Lianhai, Mr. Zhang Dawei, Mr. Wang Yongming, Mr. Xiao Zuhe, Mr. Jiang Xuejun and Mr. Lai Liangquan are set out in Appendix II to this circular.

4. REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme on 28 August 2012. Apart from the Share Option Scheme, the Company has no other share option scheme in effect as at the Latest Practicable Date.

Pursuant to the Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other scheme(s) of the Company (if any) shall not in aggregate exceed 10% of the total number of Shares in issue as at the date of approval of the Share Option Scheme.

LETTER FROM THE BOARD

The Scheme Mandate Limit may be renewed at any time subject to prior Shareholders' approval but in any event the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed must not exceed 10% of the Shares in issue as at the date of approval of the renewal of the Scheme Mandate Limit. Options previously granted under the Share Option Scheme or any other share option schemes of the Company, including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised options, will not be counted for the purpose of calculating the refreshed Scheme Mandate Limit.

The maximum number of Shares which may be issued upon exercise of all options which then have been granted and have yet to be exercised under the Share Option Scheme and other share option schemes of the Company shall not exceed 30% of the Shares in issue from time to time.

At the annual general meeting of the Company held on 22 May 2017 (the "2017 AGM"), the Scheme Mandate Limit was refreshed to allow the Company to grant options entitling the holders thereof to subscribe for Shares not exceeding 10% of the issued Shares as at the date of approval of such refreshment, which amounted to 321,994,763 Shares. During the period from the 2017 AGM and up to the Latest Practicable Date, on 26 April 2019, 321,994,763 Options with exercise price of HK\$0.18 per Share were granted as follows (details were disclosed in the announcement of the Company dated 26 April 2019):

Name of Director/chief executive of the Company and directors of the subsidiaries of the Company	Position	Number of Options granted
Mr. Zhang Fan	executive Director	4,000,000
Mr. Chung Ho	executive Director	30,000,000
Mr. Wang Jingming	executive Director	3,000,000
Mr. Weng Yu	executive Director	3,000,000
Mr. Huang Lianhai	non-executive Director	3,000,000
Mr. Qiu Peiyuan	non-executive Director	4,000,000
Mr. Xing Yong	non-executive Director	4,000,000
Mr. Xiao Zuhe	independent non-executive Director	3,000,000
Mr. Jiang Xuejun	independent non-executive Director	4,000,000
Mr. Du Yanhua	independent non-executive Director	3,000,000
Mr. Lai Liangquan	independent non-executive Director	3,000,000
Mr. Liu Hongdi	director of the subsidiaries of the Company	2,000,000
Mr. Liao Jijiang	director of the subsidiaries of the Company	3,000,000
Ms. Tang Wenji	director of the subsidiaries of the Company	1,000,000
Subtotal		70,000,000
Employees		33,000,000
CHG Victory Limited*		218,994,763
Total		321,994,763

Note: CHG Victory Limited, a company incorporated in the British Virgin Islands with limited liability, is a company under the employee benefit trust established by the Company. None of the Options held by CHG Victory Limited has been allocated to any eligible participant and all Options granted to CHG Victory Limited were cancelled on 26 July 2019.*

LETTER FROM THE BOARD

Out of the Options granted, no Options were exercised and 218,994,763 Options were cancelled under the Share Option Scheme. The aforesaid 218,994,763 cancelled Options were originally granted to CHG Victory Limited (“CHGV”), a company whose shares are held by a trustee on trust for the benefit of the employees and consultants of the Company and its subsidiaries (the “Beneficiaries”), and CHGV had accepted the Options. Since none of the Options had been allocated to the Beneficiaries or exercised, and as the identities of the Beneficiaries have not been specified in strict compliance with the requirements under Rule 17.01(1) of the Listing Rules, the Company and CHGV mutually agreed that the aforesaid 218,994,763 Options were cancelled with effect from 26 July 2019 in accordance with the terms of the Share Option Scheme. As at the Latest Practicable Date, there were 147,200,000 outstanding Options, representing approximately 3.60% of the Shares in issue as at the Latest Practicable Date, which remain outstanding and exercisable under the Share Option Scheme.

Based on 4,093,947,634 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued and repurchased between the Latest Practicable Date and the date of the AGM, if the refreshment of the Scheme Mandate Limit is approved at the AGM, the Scheme Mandate Limit will be refreshed to 409,394,763 Shares and the Company will be allowed to grant Options under the Share Option Scheme and any other share option scheme(s) of the Company (if any) entitling holders thereof to subscribe for a maximum of 409,394,763 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

To the extent that there are any unutilised Options under the Scheme Mandate Limit, all such unutilised Options will be considered as lapsed upon the approval of the refreshment of the Scheme Mandate Limit at the AGM and the Company will not be allowed to grant any further Options pursuant thereto. No Options may be granted if it would result in the number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company (if any) exceed 30% of the Shares in issue from time to time.

The Directors consider that given the Scheme Mandate Limit has been used up to the Latest Practicable Date, the Company should refresh the Scheme Mandate Limit so that the Company will have more flexibility to provide incentives or rewards to participants for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. The Directors consider that the refreshment of the Scheme Mandate Limit is for the benefit of the Company and the Shareholders as a whole.

The refreshment of the Scheme Mandate Limit is conditional on:

- (a) the passing of the resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee granting the listing of, and permission to deal in, such number of Shares which may fall to be issued pursuant to the exercise of the Options granted under the Scheme Mandate Limit as refreshed.

An ordinary resolution will be proposed at the AGM to approve the refreshment of the Scheme Mandate Limit. Application will be made to the Listing Committee for the grant of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of Options granted under the Scheme Mandate Limit as refreshed.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 21 to 25 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, the re-election of the retiring Directors and refreshment of the Scheme Mandate Limit.

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) and the Company (<http://www.ch-groups.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 Level 54, Hopewell Centre, 183 Queen's Road East, 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.

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, 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.

6. 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.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the granting of the Issuance Mandate and the Buyback Mandate, the extension of the Issuance Mandate, the re-election of the retiring Directors and the refreshment of Scheme Mandate Limit 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.

8. 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 4,093,947,634 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 409,394,763 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 2019) 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 1,173,074,000 Shares (representing 28.65% 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 shareholding structure, an exercise of the Buyback Mandate in full would give rise to any obligation on Mr. Zhang to make a mandatory general offer under the Takeovers Code. However, 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:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
July	0.134	0.080
August	0.161	0.095
September	0.120	0.102
October	0.110	0.080
November	0.109	0.085
December	0.098	0.080
2019		
January	0.094	0.070
February	0.087	0.062
March	0.088	0.060
April	0.080	0.071
May	0.135	0.077
June	0.163	0.104
July (up to the Latest Practicable Date)	0.152	0.123

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).

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

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. ZHANG FAN

Mr. Zhang Fan, aged 54, was appointed as the executive Director on 16 December 2016. He graduated from the Engineering Department of Changsha University of Science and Technology with a Bachelor Degree in engineering, majoring in engineering machinery. From April 1989 to November 2016, he served at CSG Holding Co., Ltd. (which is listed on the Shenzhen Stock Exchange with stock code: 000012), and held a number of important positions with CSG Holding Co., Ltd. or its subsidiaries. Mr. Zhang has long been engaged in enterprise management, and in particular has accumulated extensive management experience in corporate standardization, regulation and information development. He has in-depth understanding of the relevant industries, and was president of the Guangdong Glass Association. Save as disclosed above, he has not held any other directorship in listed companies in the last three years.

Mr. Zhang has entered into a service contract with the Company with effect from 1 January 2017 for a term of three years unless terminated by three months' notice in writing served by Mr. Zhang or the Company. The annual salaries and other benefits of Mr. Zhang 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. Zhang 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. Zhang, together with Treasure Wagon Limited wholly owned by him, held 1,173,074,000 Shares and 4,000,000 Options. 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. Zhang 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. Zhang that need to be brought to the attention of the Shareholders.

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

NON-EXECUTIVE DIRECTORS

MR. WANG YUEXIANG

Mr. Wang Yuexiang, aged 57, was appointed as non-executive Director on 18 June 2016. He received a bachelor's degree from Changsha Railway University. Since the beginning of 1985, Mr. Wang engaged in financial management in the enterprise; from 2008 to 2011, he served as chief financial officer in Beijing Haixinfangzhou Properties Development Co., Ltd.; from 2011 to date, Mr. Wang serves as the chief financial officer in Beijing Dongchenheyue Investment Management Co., Ltd. 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. Wang and the Company. The annual salaries and other benefits of Mr. Wang 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. Wang 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. Wang 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. Wang 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. Wang that need to be brought to the attention of the Shareholders.

MR. HUANG LIANHAI

Mr. Huang Lianhai, aged 38, 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.

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

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 3,000,000 Options. 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.

MR. WANG YONGMING

Mr. Wang Yongming, aged 57, was appointed as non-executive Director on 4 June 2019. He obtained a bachelor's degree in journalism from Fudan University and EMBA from Eastern European Business School. He is a lawyer. He had served successively as an editor of the People's Daily Overseas Edition, a government official of the Central Committee, the deputy secretary-general of Leshan Municipal Committee of Sichuan Province, the editor-in-chief of www.ffclw.cn, the deputy secretary-general of China Integrity Law Association and the vice president of the Meilixin Holdings Co., Ltd.. Mr. Wang has extensive experience in corporate legal affairs, corporate organisation and coordination, corporate management, and corporate development planning. Save as disclosed above, he has not held any other directorship in listed companies in the last three years.

Mr. Wang has entered into a service contract with the Company with effect from 4 June 2019 for a term of three years unless terminated by three months' notice in writing served by Mr. Wang or the Company. The annual salaries and other benefits of Mr. Wang amounted to approximately HK\$680,000, 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. Wang 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. Wang 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. Wang 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. Wang that need to be brought to the attention of the Shareholders.

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

MR. ZHANG DAWEI

Mr. Zhang Dawei, aged 47, was appointed as non-executive Director on 4 June 2019. He obtained a bachelor's degree in economics from Capital University of Economics and Business. He is a senior accountant. From July 1993 to December 1994, he was engaged in secretarial work in the International Liaison Department of the Central Committee of the Communist Party of China and the fund management of the Communist Party of China in foreign aid. From January 1995 to January 1999, he worked in Zhonghua Certified Public Accountants under the Ministry of Finance as an audit manager, responsible for the audit work; from January 1999 to October 2017, he served as a director of Tibet Jinzhu Group Co., Ltd.; from August 2010 to December 2013, he served as assistant to the general manager and the deputy director of finance in China United Travel Co., Ltd., which is controlled by CITS Group Corporation; from November 2017 to date, he served as the executive director and the general manager of Zhonghe Green Energy Technology Co., Ltd.. Mr. Zhang has been mainly engaged in financial audit during the listing of large and medium-sized enterprises, and has served as a financial advisor in various listed companies. He has accumulated extensive experience in the initial public offering of companies, asset restructuring, shareholding system reform and audit in large-scale companies. Save as disclosed above, he has not held any other directorship in listed companies in the last three years.

Mr. Zhang has entered into a service contract with the Company with effect from 4 June 2019 for a term of three years unless terminated by three months' notice in writing served by Mr. Zhang or the Company. The annual salaries and other benefits of Mr. Zhang amounted to approximately HK\$400,000, 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. Zhang 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. Zhang 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. Zhang 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. Zhang that need to be brought to the attention of the Shareholders.

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

MR. XIAO ZUHE

Mr. Xiao Zuhe, aged 52, was appointed as independent non-executive Director on 18 June 2016. He graduated from Jiangxi University of Finance and Economics and the City University of Hong Kong majoring in accounting. Mr. Xiao is a Certified Public Accountant in China, certified public accountant in Hong Kong and a member of the Institute of Chartered Accountants in England and Wales. Mr. Xiao is currently the managing director of Shenzhen Qianhai Benefit Equity Investment Management Co., Ltd. and the chief executive officer of Hong Kong Benefit Capital Limited. Mr. Xiao was an independent director of Beijing Shenhua New Capital Co., Ltd (a company listed on the Shenzhen Stock Exchange with stock code of 000010) during the period from 2013 to 2015 and is currently an independent director of Shenzhen Konka Group Co., Ltd (a company listed on the Shenzhen Stock Exchange with stock code of 000016). 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. Xiao and the Company. The annual salaries and other benefits of Mr. Xiao amounted to approximately HK\$120,000, 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. Xiao 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. Xiao held 3,000,000 Options. 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. Xiao 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. Xiao that need to be brought to the attention of the Shareholders.

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

MR. JIANG XUEJUN

Mr. Jiang Xuejun, aged 51, was appointed as the independent non-executive Director on 21 February 2017. He obtained a master's degree and doctoral degree in Cardiology from Tongji Medical University Affiliated Tongji Hospital in China. He was also a post-doctoral fellow at Pennsylvania State University and New York State University from June 1998 to June 2001. He has been a professor of Cardiology, chief physician and PhD tutor at Wuhan University Renmin Hospital since October 2001. Mr. Jiang mainly focuses on interventional cardiology and his research directions are coronary heart disease intervention and biomaterial application. He undertakes a number of national and provincial studies and has published numerous medical articles. 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. Jiang and the Company. The annual salaries and other benefits of Mr. Jiang amounted to approximately HK\$120,000, 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. Jiang 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. Jiang held 4,000,000 Options. 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. Jiang 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. Jiang that need to be brought to the attention of the Shareholders.

MR. LAI LIANGQUAN

Mr. Lai Liangquan, aged 43, 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 corporate finance controller of NVC Lighting Holdings Limited (a company listed on the Stock Exchange with stock code 2222). Mr. Lai has been engaged in finance industry for 17 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.

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

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 3,000,000 Options. 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.

NOTICE OF AGM



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 Conference Room, 12th Floor, Haiwang Xingchen Building, at the junction of Hou Hai Bin Road and Dong Bin Road, Nanshan District, Shenzhen, China at 11 a.m. on 3 September 2019 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 2019;
- 2(A). To re-elect Mr. Zhang Fan as an executive director of the Company;
- 2(B). To re-elect Mr. Wang Yuexiang as a non-executive director of the Company;
- 2(C). To re-elect Mr. Huang Lianhai as a non-executive director of the Company;
- 2(D). To re-elect Mr. Wang Yongming as a non-executive director of the Company;
- 2(E). To re-elect Mr. Zhang Dawei as a non-executive director of the Company;
- 2(F). To re-elect Mr. Xiao Zuhe as an independent non-executive director of the Company;
- 2(G). To re-elect Mr. Jiang Xuejun as an independent non-executive director of the Company;
- 2(H). To re-elect Mr. Lai Liangquan as an independent non-executive director of the Company;
- 2(I). To authorize the board of directors to appoint additional directors, where necessary;

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- 2(J). 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;

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

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- (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 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;

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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; 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.”;
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 5 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 share capital of the Company as at the date of passing of this resolution.”
7. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares of the Company (representing a maximum of 10% of the shares in issue as at the date of the passing of this resolution) to be issued pursuant to the exercise of options which may be granted under the Company's share option scheme adopted on 28 August 2012 (the “Scheme”), the refreshment of the scheme limit on grant of options under the Scheme and any other scheme(s) of the Company up to 10% of the shares of the Company in issue as at the date of the passing of this resolution (the “Refreshed Mandate Limit”) be and is hereby approved and that the directors of the Company be and are hereby authorised, from time to time, to grant options under the Scheme up to the Refreshed Mandate Limit, to exercise all powers of the Company to allot, issue and deal with ordinary shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

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

Hong Kong, 31 July 2019

NOTICE OF AGM

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 Thursday, 29 August 2019 to Thursday, 3 September 2019, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 28 August 2019.
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 Level 54, Hopewell Centre, 183 Queen's Road East, 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.