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

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)**

### **PROPOSED SHARE CONSOLIDATION; CHANGE OF BOARD LOT SIZE; AND NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the SGM to be held on Thursday, 4 August 2022 at 11:00 a.m. at Floor 12 Conference Room, Block B, Building 11, Shenzhen Bay Eco Technology Park, No 16 Keji South Road, Yuehai Sub-district, Nanshan District, Shenzhen City is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for use by the Shareholders at the SGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you are able to attend the SGM, 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 SGM 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.

4 July 2022

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## DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted or “extreme conditions” caused by super typhoons as announced by the Government of Hong Kong in force in Hong Kong between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change of Board Lot Size”	the proposed change of board lot size for trading on the Stock Exchange from 3,000 Existing Shares to 6,000 Consolidated Shares upon Share Consolidation becoming effective
“Company”	China Health Group Limited (stock code: 673), a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$1.00 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.10 each in the existing share capital of the Company prior to the Share Consolidation becoming effective
“HKSCC”	Hong Kong Securities Clearing Company Limited

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	28 June 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company convened to be held for the Shareholders to consider and, if thought fit, approve, the Share Consolidation
“Share(s)”	the Existing Share(s) or the Consolidated Share(s), as the context may require
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## EXPECTED TIMETABLE

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The expected timetable for implementation of the Share Consolidation is set out below:

<b>Event</b>	<b>Date</b>
Expected effective date of the Share Consolidation .....	Monday, 8 August 2022
First day for free exchange of existing share certificates for new certificates for the Consolidated Shares .....	Monday, 8 August 2022
Commencement of dealings in Consolidated Shares .....	9:00 a.m. on Monday, 8 August 2022
Original counter for trading in the Existing Shares in board lots of 3,000 Existing Shares (in the form of existing share certificates) temporarily closes .....	9:00 a.m. on Monday, 8 August 2022
Temporary counter for trading in the Consolidated Shares in board lots of 300 Consolidated Shares (in the form of existing share certificates) opens .....	9:00 a.m. on Monday, 8 August 2022
Original counter for trading in the Consolidated Shares in board lots of 6,000 Consolidated Shares (in the form of new share certificates for Consolidated shares) re-opens .....	9:00 a.m. on Monday, 22 August 2022
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences .....	9:00 a.m. on Monday, 22 August 2022
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares .....	9:00 a.m. on Monday, 22 August 2022

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## EXPECTED TIMETABLE

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Designated broker ceases to stand in the market to  
provide matching services for odd lots of the  
Consolidated Shares ..... 4:00 p.m. on Friday,  
9 September 2022

Temporary counter for trading in the  
Consolidated Shares in board lots of 300  
Consolidated Shares (in the form of  
existing share certificates) closes ..... 4:10 p.m. on Friday,  
9 September 2022

Parallel trading in the Consolidated Shares  
(in the form of new share certificates  
and existing share certificates) ends ..... 4:10 p.m. on Friday,  
9 September 2022

Last day for free exchange of existing share  
certificates for new share certificates ..... Wednesday, 14 September 2022

All times and dates specified in the timetable above refer to Hong Kong times and dates.

The timetable is indicative only and may be extended or varied. Any change to the expected timetable above will be announced by the Company as and when appropriate.

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## LETTER FROM THE BOARD

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

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

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 673)**

*Executive Directors:*

Mr. Zhang Fan

Mr. Chung Ho

*Non-executive Directors:*

Mr. Xing Yong

Mr. Huang Lianhai

Mr. Wang Jingming

*Independent Non-executive Directors:*

Mr. Jiang Xuejun

Mr. Du Yanhua

Mr. Lai Liangquan

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Unit 801, 8/F

China Insurance Group Building

141 Des Voeux Road Central

Hong Kong

4 July 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION;  
CHANGE OF BOARD LOT SIZE;  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcements of the Company dated 10 June 2022 and 16 June 2022 in relation to the Share Consolidation and Change of Board Lot Size.

The purpose of this circular is to provide you with details of the Share Consolidation and Change of Board Lot Size, and the notice of the SGM.

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## LETTER FROM THE BOARD

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### PROPOSED SHARE CONSOLIDATION

The Board proposed to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of HK\$0.10 each will be consolidated into one (1) Consolidated Share of HK\$1.00 each.

### Effects of the Share Consolidation

As at the date of this circular, the authorized share capital in the Company is HK\$10,000,000,000 divided into 100,000,000,000 Existing Shares of par value of HK\$0.10 each, of which 4,389,947,634 Existing Shares have been issued as fully paid or credited as fully paid. Assuming that no further Existing Shares are allotted, issued or repurchased between the date of this circular and the date of the SGM, the authorized share capital of the Company shall become HK\$10,000,000,000 divided into 10,000,000,000 Consolidated Shares of par value of HK\$1.00 each, of which 438,994,763 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue upon the Share Consolidation becoming effective.

Implementation of the Share Consolidation will not, of itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses. The Share Consolidation does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid-up capital of the Company, nor will it result in any change in the relative rights of the Shareholders.

### Conditions of the Share Consolidation

The Share Consolidation is conditional on:

- (1) the passing of the necessary ordinary resolution by the Shareholders approving the Share Consolidation at the SGM;
- (2) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue upon the Share Consolidation becoming effective; and
- (3) the compliance with the relevant procedures and requirements under the laws of Bermuda and the Listing Rules to effect the Share Consolidation.

Subject to the fulfillment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on 8 August 2022, being the second Business Day after the SGM. As at the Latest Practicable Date, none of the conditions above has been fulfilled.

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## LETTER FROM THE BOARD

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### **Listing and dealings**

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued arising from the Share Consolidation.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the equity or debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Adjustments in relation to other securities of the Company**

The Company operated a share option scheme which was expired on 7 April 2012 and a new share option scheme (the “**Share Option Scheme**”) was approved by the Shareholders on 28 August 2012. As at the date of this circular, there are outstanding share options (the “**Share Options**”) entitling the holders thereof to subscribe for 203,000,000 Existing Shares under the Share Option Scheme as at the Latest Practicable Date

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## LETTER FROM THE BOARD

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Subject to the approval by the Shareholders and becoming effective, the Share Consolidation will lead to the following adjustments to the exercise prices of the Share Options and the number of Consolidated Shares to be issued upon the exercise of the outstanding Share Options, such adjustment to be made in accordance with the terms and conditions of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Supplementary Guidance on Adjustments to the Exercise Price and Number of Share Options under the Listing Rule Requirements dated 5 September 2005:

Date of Grant	Exercise Period		As at the Latest Practicable Date and before the adjustments		Immediately after the adjustments	
			Exercise price per Existing Share	Number of Existing Shares to be issued upon exercise	Exercise price per Consolidated Share	Number of Consolidated Shares to be issued upon exercise
	From	To				
26 April 2019	27 April 2020	25 April 2029	HK\$0.18	69,500,000	HK\$1.80	6,950,000
20 October 2020	21 October 2020	20 October 2030	HK\$0.18	133,500,000	HK\$1.80	13,350,000

The above adjustments in relation to the Share Options will take effect simultaneously with the coming into effect of the Share Consolidation, currently expected to take place on Monday, 8 August 2022. Save for the above adjustments, all other terms and conditions of the outstanding Share Options remain unchanged.

Under the terms of the Share Option Scheme, the Company's auditor or an independent financial adviser shall at the request of the Board provide a written certification on the adjustments of the Share Options. The Company intends to obtain such certification and notify option holders on the adjustments, closer to the time of the effective date of the Share Consolidation.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, Shares.

As at the Latest Practicable Date, the total number of securities which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme is 275,894,763 Existing Shares. Subject to the Share Consolidation becoming effective, the total number of securities which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme is 27,589,476 Consolidated Shares.

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Consolidated Shares upon Share Options being granted.

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## LETTER FROM THE BOARD

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### CHANGE OF BOARD LOT SIZE

At present, the Existing Shares are traded in board lot size of 3,000 Existing Shares. Based on the closing price of HK\$0.059 per Existing Share on the Latest Practicable Date, the board lot value of 3,000 Existing Shares is only HK\$177. The Board proposes to change the board lot size to 6,000 Consolidated Shares upon the Share Consolidation becoming effective, such that the board lot value is over HK\$2,000. Based on the closing price of HK\$0.059 per Existing Share (equivalent to the theoretical closing price of HK\$0.59 per Consolidated Share) as at the Latest Practicable Date, (i) the value of each board lot of 3,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$1,770; and (ii) the estimated market value per board lot of 6,000 Consolidated Shares would be HK\$3,540, assuming the Change of Board Lot Size had also been effective.

The Change of Board Lot Size will not result in any change in the relative rights of the Shareholders. The Directors consider that the Change of Board Lot Size is appropriate and can reduce the proportionate transaction costs and charges for securities trading in this board lot value and can improve the trading liquidity of the Consolidated Shares, thereby attracting more investors and widening the shareholder base.

### REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE OF BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Stock Exchange on 28 November 2008 and updated on 1 October 2020, market price of the securities of an issuer at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules.

In view of the recent trading prices of the Existing Shares at the level of below HK\$0.10 and board lot value of below HK\$2,000, the Share Consolidation would bring about a corresponding upward adjustment in the market price of the Consolidated Shares, which together with the Change of Board Lot Size would enable the Company to comply with the trading requirements under the Listing Rules. The Share Consolidation would reduce the overall transaction and handling costs of dealings in the Consolidated Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities transaction.

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## LETTER FROM THE BOARD

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The Board considers that the Share Consolidation would maintain the transaction amount for each board lot at a reasonable level in order to attract more investors and extend the base of the Shareholders, and thus provide flexibility for equity fund raising of the Company in the future. Accordingly, the Company considers the Share Consolidation and Change of Board Lot Size are justifiable, notwithstanding the costs incurred by the Company and the impact arising from the creation of odd lots to the Shareholders. The Board considers that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

The Company has no current plans for any other corporate actions (such as share consolidation, sub-division or change in board lot size) which may have an effect of undermining or negating the intended purpose of the Share Consolidation in the next twelve months. As at the Latest Practicable Date, the Company has no fund-raising plans other than the placing of convertible bonds as disclosed in the announcement of the Company dated 9 June 2022.

### **OTHER ARRANGEMENTS**

#### **Free exchange of share certificates**

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Monday, 8 August 2022 until Wednesday, 14 September 2022 (both days inclusive), submit share certificates for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the exchange of share certificates will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong (if the exchange of share certificates will be lodged on or after 15 August 2022), to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares, on the basis of ten (10) Existing Shares for one (1) Consolidated Share. Thereafter, certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher. After trading hours on Wednesday, 14 September 2022, existing share certificates for the Existing Shares will only remain effective as documents of legal title and may be exchanged for certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

The new share certificates for the Consolidated Shares will be issued in blue colour in order to distinguish them from the share certificates for the Existing Shares which are in red colour

#### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of existing share certificates held by such holder.

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## LETTER FROM THE BOARD

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### **Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots (if any) arising from the Share Consolidation, the Company has appointed Great Bay Securities Limited as its agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this service should contact Mr. Roxas Tsang of Great Bay Securities Limited at Room 2526-2536, 25/F, Sun Kai Centre, 30 Harbour Road, Wanchai, Hong Kong or at telephone number 2262 7213 during office hours (9:00 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) for the period from Monday, 22 August 2022 to Friday, 9 September 2022 (both days inclusive).

Shareholders with odd lot holdings of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is on a best efforts basis. Successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. In addition, odd lots might be sold below the trading price of full board lots of the Shares. Shareholders who are in any doubt about the odd lot arrangement are recommended to consult their own professional advisers.

### **SGM**

The SGM will be held at Floor 12 Conference Room, Block B, Building 11, Shenzhen Bay Eco Technology Park, No 16 Keji South Road, Yuehai Sub-district, Nanshan District, Shenzhen City on Thursday, 4 August 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, to approve the resolution regarding the Share Consolidation. To ascertain shareholders' eligibility to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 1 August 2022 to Thursday, 4 August 2022, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the SGM, all transfers 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, Hong Kong not later than 4:30 p.m. on Friday, 29 July 2022. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the SGM (i.e. by 11:00 a.m. on Tuesday, 2 August 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder would have a material interest in the Share Consolidation which is different from other Shareholders, and no Shareholder should be required to abstain from voting on the resolution approving the Share Consolidation at the SGM.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll except where the chairman, 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. Therefore the chairman of the meeting will demand a poll on the resolution regarding the Share Consolidation at the SGM. An announcement will be made by the Company on the poll results of the SGM.

### **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.

### **RECOMMENDATION**

The Board considers that the proposed resolution in relation to the Share Consolidation to be put forward at the SGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolution to be proposed at the SGM in relation to the Share Consolidation.

### **WARNING**

Shareholders should take note that the Share Consolidation and the Change of Board Lot Size are conditional upon the fulfilment of their respective conditions. Therefore, the Share Consolidation and the Change of Board Lot Size may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

Yours faithfully,  
**China Health Group Limited**  
**Zhang Fan**  
*Chairman and Executive Director*

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## NOTICE OF SPECIAL GENERAL MEETING

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

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

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 673)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of China Health Group Limited (the “Company”) will be held at Floor 12 Conference Room, Block B, Building 11, Shenzhen Bay Eco Technology Park, No 16 Keji South Road, Yuehai Sub-district, Nanshan District, Shenzhen City on Thursday, 4 August 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution:

#### ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) of the listing of, and permission to deal in, the issued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “Share Consolidation”):

- (a) with effect from the second business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
  - (i) every ten (10) issued and unissued ordinary shares of par value of HK\$0.10 each in the share capital of the Company be consolidated into one (1) consolidated share of par value of HK\$1.00 each (each a “Consolidated Share”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum of association and bye-laws of the Company; and

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## NOTICE OF SPECIAL GENERAL MEETING

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- (ii) all fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company; and
- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

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

Hong Kong, 4 July 2022

*Principal place of business in Hong Kong:*

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

*Registered Office:*

House 2 Church Street  
Hamilton HM 11  
Bermuda

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person(s) as his/her proxy to attend and vote instead of him/her. In the case of a recognized clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. by 11:00 a.m. on Tuesday, 2 August 2022) or any adjournment thereof (as the case may be).
3. Completion and return of the proxy form shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof if he so desires and, in such event, the relevant form of proxy shall be deemed to have been revoked.
4. Where there are joint holders of any share, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled to vote; but if more than one of such joint holders be present at the meeting in person or by proxy, then the one of such holders whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

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## NOTICE OF SPECIAL GENERAL MEETING

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5. The register of members of the Company will be closed from Monday, 1 August 2022 to Thursday, 4 August 2022 (both days inclusive) for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the SGM. During the closure of the register of members of the Company, no transfer of Shares will be effected. In order to be eligible to attend and vote at the SGM (or at any adjournment thereof), all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 29 July 2022.
6. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at <http://www.ch-groups.com> and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.
7. As at the date hereof, the Board comprises two executive Directors, namely, Mr. Zhang Fan (chairman) and Mr. Chung Ho; three non-executive Directors, namely, Mr. Xing Yong, Mr. Huang Lianhai and Mr. Wang Jingming; and three independent non-executive Directors, namely, Mr. Jiang Xuejun, Mr. Du Yanhua and Mr. Lai Liangquan.