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NOTICE OF ANNUAL GENERAL MEETING  
股東周年大會通告

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CHINA HEALTH GROUP INC.

中國醫療集團

(Carrying on business in Hong Kong as “万全医疗集团”)

(以「萬全醫療集團」名稱在香港經營業務)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8225)

(股份代號: 8225)

NOTICE OF ANNUAL GENERAL MEETING  
股東周年大會通告

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the shareholders of **China Health Group Inc.** (the “**Company**”) will be held at Building 17, Jianwai SOHO, Chaoyang District, Beijing China at 10:00 a.m. on Thursday, 27 June 2024 to transact the following businesses:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2023;
2. To appoint KTC Partners CPA Limited as auditors of the Company and authorize the Board to fix their remuneration;

茲通告中國醫療集團有限公司(「本公司」)謹訂於二零二四年六月二十七日星期四上午十時正假座北京市朝陽區建外 SOHO17 號樓舉行股東周年大會，藉以處理下列事項：

1. 省覽及考慮截至二零二三年十二月三十一日止年度經審核綜合財務報表以及董事會報告及核數師報告；
2. 追認並重選和信會計師事務所為公司核數師並授權董事會釐定其酬金。

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3.(a) To elect Dr. Wang Dajun Denis as a non-executive director of the "Company" ; (b) to elect Mr. Wu Shuangsi as an independent non-executive director of the "Company" ; (c) to elect Ms. Liu Na as an independent non-executive director of the "Company" ; (d) to elect Mr. Guo Xia as an executive director of the "Company" ; (e) authorize the company's board of directors to determine the remuneration of the company's directors.

- 3. (a) 選舉王大軍博士為公司非執行董事；
- (b) 選舉伍霜駟先生為公司獨立非執行董事；
- (c) 選舉劉娜女士為公司獨立非執行董事；
- (d) 選舉郭夏先生為公司執行董事；
- (e) 授權公司董事會確定公司董事的薪酬；

4. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

4. 作為特別事項,考慮並酌情通過(不論是否經過修訂)下列決議案作為普通決議案:

**"THAT:**

「動議:

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with shares of HK\$0.10 each in the capital of the Company ( "Shares" ), and to issue, allot or grant securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements and options which might require the exercise of such powers, subject to and in accordance with applicable laws, be and is hereby generally and unconditionally approved;

(a) 在下文(c)段限制下,根據香港聯合交易所有限公司創業板證券上市規則,一般及無條件批准本公司董事於有關期間(定義見下文),根據適用法律,行使本公司一切權力,以配發、發行及處理本公司股本中每股面值 0.10 港元之股份(「股份」),並發行、配發或授出可轉換為股份之證券或購股權、認股權證或認購股份或該等可換股證券之類似權利及作出或授予可能須行使該等權力之建議、協議及購股權;

(b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(b) 上文(a)段之批准將授權董事於有關期間作出或授予或須於有關期間屆滿後行使該等權力之建議、協議及購股權;

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(c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company, or any securities which are convertible into shares of the Company, (iii) any employee share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, and (iv) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the approval in paragraph (a) shall be limited accordingly;

(d) the approval in paragraph (a) above shall be additional to the authority given to the directors at any time to allot and issue additional shares in the capital of the Company; and

(e) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

i. the conclusion of the next annual general meeting of the Company;

ii. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Cayman Islands or the Articles of Association of the Company to be held; and

iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

(c) 董事根據上文(a)段之批准配發或同意有條件或無條件配發(不論是否根據購股權或其他方式配發)之本公司股本面值總額不得超過於本決議案獲通過當日本公司股本面值總額之 20%,惟根據(i)供股(定義見下文),(ii)根據本公司發行之任何認股權證或任何可轉換為本公司股份之證券之條款,行使認購權或兌換權,(iii)任何當時已採納可向本公司及/或其任何附屬公司高級職員及/或僱員授予或發行股份或購買本公司股份之權利之僱員購股權計劃或類似安排,及(iv)不時根據本公司章程細則實行之任何以股代息計劃或類似安排規定配發股份代替本公司股份之全部或部分股息者除外,而(a)段之批准亦須受此數額限制;

(d) (a)段之批准乃外加於在任何時間給予董事可配發及發行本公司股本中額外股份之授權;及

(e) 就本決議案而言:

「有關期間」指由本決議案獲通過之日起至下列三者中之較早日期止之期間:

i. 本公司下屆股東週年大會結束之日;

ii. 依照開曼群島任何適用法例或本公司組織章程細則,規定本公司下屆股東週年大會須予舉行之期限屆滿之日;及

iii. 本決議案所述之授權經本公司股東於股東大會上以普通決議案予以撤銷或更改之日。

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“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors made to the holders of the Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

5. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

(a) there be granted to the Directors an unconditional general mandate to repurchase shares in the capital of the Company, and that the exercise by the Directors of all powers of the Company to purchase shares subject to and in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved, subject to the following conditions:

i. such mandate shall not extend beyond the Relevant Period;

ii. such mandate shall authorize the Directors to procure the Company to repurchase shares at such prices as the Directors may at their discretion determine;

iii. the aggregate nominal amount of the shares repurchased by the Company pursuant to this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution; and

(b) 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;

「供股」指董事於所定期間內根據於某一指定記錄日期名列本公司股東名冊之股份持有人於該日持有股份之比例向彼等提出發售股份之建議(惟董事就零碎股權或香港或香港以外區域之任何法律限制或責任或任何認可監管機構或任何證券交易所之規定,作出其認為必須或權宜之豁免或其他安排)。」

5. 作為特別事項,考慮並酌情通過(不論是否經過修訂)下列決議案作為普通決議案:

「動議:

(a) 一般及無條件批准授予董事一項無條件一般授權以購回本公司股本中之股份, 及由董事根據所有適用法律、規則及法規行使本公司所有權力購回股份,惟須受下列條件所規限:

i. 該項授權不得超過有關期間;

ii. 該項授權應授權董事促使本公司按董事酌情釐定之價格購回股份;

iii. 本公司於有關期間內根據本決議案購回之股份面值總額, 不得超過本決議案獲通過當日本公司已發行股本面值總額之 10%; 及

(b) 就本決議案而言,「有關期間」指由本決議案獲通過當日起至下列三者中之最早日期止之期間:

i. 本公司下屆股東周年大會結束之日;

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ii. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Cayman Islands or the Articles of Association of the Company to be held; and

iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

6. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

conditional upon resolutions nos. 4 and 5 above being passed, the general mandate granted to the directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution no. 4 above be and hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

By order of the Board  
**China Health Group Inc.**  
**GUO Xia**  
**Chairman**

Hong Kong, 4 J u n e 2024

**Registered office:**

Vistra (Cayman) Limited  
P.O. Box 31119 Grand  
Pavilion, Hibiscus Way, 802  
West Bay Road, Grand  
Cayman, KY1-1205,  
Cayman Islands

ii. 依照開曼群島任何適用法例或本公司組織章程細則, 規定本公司下屆股東周年大會須予舉行之期限屆滿之日; 及

iii. 本決議案所述之授權經本公司股東於股東大會上以普通決議案予以撤銷 或更改之日。

6. 作為特別事項, 考慮並酌情通過(不論是否經過修訂)下列決議案作為普通決議案:

**「動議:**

待上述第 4 及 5 項決議案獲通過後, 謹此擴大根據上述第 4 項所載決議案授予董事行使本公司之權力以配發、發行及以其他方式處理本公司股份之一般授權, 方式為於本公司董事根據有關一般授權可配發本公司已發行股本之總面值, 增加相等於本公司根據上述第 5 項所載決議案授出之授權所購回之本公司股本總面值, 惟為有關金額不得超過本公司於通過本決議案通過日期之已發行股本總面值之 10%。」

承董事會命  
中國醫療集團有限公司  
郭夏  
主席

香港, 二零二四年六月四日

*Principal place of business and head office in Hong Kong:*  
Unit B, 19/F.  
Times Media Centre  
133 Wanchai Road, Wanchai  
Hong Kong

## NOTICE OF THE AGM 股東周年大會通告

### Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his, her or its behalf in accordance with the Articles of Association of the Company. A proxy needs not be a shareholder of the Company.

2. Where there are joint registered holders of any share of the Company, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

3. To be valid, a form of proxy and, if such form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarial certified copy of such power of attorney or authority must be deposited with the Company's Registrar, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or at any adjournment thereof.

4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.

5. The transfer books and register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024 both days inclusive for the purpose of determining Shareholders' entitlements to attend and vote at the AGM. In order to qualify for the right to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar at Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 21 June 2024.

6. A circular containing, inter alia, details of the proposed general mandate to issue and repurchase shares of the Company, information of the retiring Directors who are proposed to be re-elected at the AGM, and the proposed adoption of the new share option scheme of the Company, will be dispatched to the shareholders of the Company.

As at the date hereof, the Board comprises two executive directors, being Mr. GUO Xia (Chairman), Dr. SONG Xuemei; two non-executive directors, being Dr. ZHANG Li and Dr. WANG Dajun Denis; and four independent non-executive directors, being Dr. NI Binhui, Mr. WU Shuangsi, Dr. GUO Tong and Ms. LIU Na.

This announcement, for which the directors of the Company (the "Directors") collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of securities of the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, conform that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respect and not misleading; (2) there are no other matters the omission of which would make any statement in all material respects and not misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website with the domain name of [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at [www.chgi.net](http://www.chgi.net).

### 附註:

1. 根據本公司之組織章程細則，凡有權出席上述通告召開之大會及於會上投票之任何本公司股東，均有權委任一名或以上代表出席大會，並代表其投票。受委代表毋須為本公司股東。

2. 倘為本公司任何股份之聯名登記持有人，則任何一位該等聯名持有人均可就有關股份親自或委任代表於會上投票（猶如彼為唯一有權投票者）；惟倘有多於一位該等聯名持有人親自或委派代表出席大會，則上述出席之人士中於股東名冊內就有關股份排名首位之人士方有權就有關股份投票。

3. 代表委任表格連同（倘有關表格由其他人士根據授權書或其他授權檔代表委任方簽署）經由公證人簽署證明之授權書或授權檔副本，須於大會或其任何續會指定舉行時間 48 小時前，送達本公司之股份過戶登記處卓佳標準有限公司，地址為香港夏愨道16號遠東金融中心17樓，方為有效。

4. 本公司股東或彼等之受委代表須於出席大會時出示身分證明文件。

5. 本公司將由二零二四年六月二十四日星期一至二零二四年六月二十七日星期四（包括首尾兩日）期間暫停辦理股份過戶登記，以確定股東出席上述大會及於會上投票之權利，於此期間本公司將不會辦理任何股份過戶。為合資格出席股東週年大會並於會上投票，所有過戶檔連同有關股票須於二零二四年六月二十一日星期五下午四時三十分前交回本公司的香港股份過戶登記處卓佳標準有限公司，地址為香港夏愨道16號遠東金融中心17樓。

6. 載有（其中包括）建議授出發行公司股份之一般授權之詳情、建議於股東周年大會上重選董事及建議採納新購股權計劃之資料之通函，將發送予本公司股東。

於本公佈日期，董事會執行董事兩名，分別為郭夏先生（本公司之主席）、宋雪梅博士；非執行董事兩名，為張麗博士和王大軍博士；獨立非執行董事三名，分別為倪彬暉博士、伍耀駟先生、郭彤博士及劉娜女士。

本公告乃遵照聯交所創業板證券上市規則而提供有關本公司的資料，本公司各董事（「董事」）願就本公告的資料共同及個別地承擔責任。董事在作出一切合理查詢後，就彼等所深知及確信：(1) 本公佈所載資料在各重大方面均屬準確及完整，且無誤導成份；(2) 本公佈並無遺漏其他事實，致使其所載任何陳述在各重大方面均無誤導成份；及(3) 本公佈內表達之一切意見乃經審慎周詳考慮後始行作出，並以公平合理之基準及假設為依據。

本公佈將於創業板網址 [www.hkgem.com](http://www.hkgem.com) 之「最新公司公告」網頁登出，由登出日期起計為期七日，並於本公司網址 [www.chgi.net](http://www.chgi.net) 網頁登出。