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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.

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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 APPOINTMENT OF AUDITOR  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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Capitalised terms used in this cover shall have the same meanings as those defined in this circular.

A notice convening the SGM to be held at Unit 801, 8/F., China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong at 11:00 a.m. on 25 November 2024 is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ch-groups.com](http://www.ch-groups.com)).

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 SGM if you so wish.

5 November 2024

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 12 September 2024
“Beijing Xinghua”	Beijing Xinghua Caplegend CPA Limited
“Board”	the board of Directors
“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
“Director(s)”	the director(s) of the Company, from time to time
“Elite Partners”	Elite Partners CPA Limited
“Group”	the Company and its subsidiaries from time to time
“Proposed Appointment”	the proposed appointment of Beijing Xinghua as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, upon the approval of the Shareholders by an ordinary resolution at the SGM
“SGM”	the special general meeting of the Company to be convened and held to consider and, if thought fit, to approve the Proposed Appointment
“Share(s)”	ordinary share(s) of par value HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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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 (*Chairman*)

Mr. Chung Ho

Mr. Xing Yong

*Non-executive Directors:*

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

5 November 2024

*To the Shareholders*

Dear Sir/Madam,

### **PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolution to be proposed at the SGM regarding the proposed appointment of auditor, and to give the Shareholders notice of the SGM at which the resolution as set out in the notice convening the SGM will be proposed.

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## LETTER FROM THE BOARD

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### PROPOSED APPOINTMENT OF AUDITOR

Reference is made to (i) the announcement of the Company dated 19 August 2024 in relation to the retirement of Elite Partners as the auditor of the Company; and (ii) the announcements of the Company dated 19 September 2024 and 18 October 2024 in relation to the proposed appointment of Beijing Xinghua as the auditor of the Company (the “**Appointment Announcements**”).

It was disclosed in the Appointment Announcements that Elite Partners had notified the Company that they would not seek re-appointment as auditor of the Company at the AGM, and the Board, with the recommendation of the audit committee of the Company, has proposed to appoint Beijing Xinghua as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

The audit committee of the Company has considered a number of factors in assessing the appointment of Beijing Xinghua as the new auditor of the Company, including but not limited to (i) the audit proposal of Beijing Xinghua; (ii) its reputable standing in the market; (iii) the experiences and capabilities of the team members, including their industry knowledge and technical competence in providing audit work for companies listed on the Stock Exchange; (iv) its resources and capabilities, including the size and structure of the proposed audit team; (v) its independence from the Group and objectivity; (vi) its historical compliance record; and (vii) the guidelines issued by the Accounting and Financial Reporting Council.

On the basis of the foregoing and after careful consideration, the Board and the audit committee of the Company are of the view that (i) Beijing Xinghua is eligible and suitable to act as the new auditor of the Company; (ii) the audit fee agreed with Beijing Xinghua is commensurate with the extent of audit work required by the Group with reference to the size of the Group’s business operations; and (iii) the appointment of Beijing Xinghua is in the interest of the Company and the Shareholders as a whole.

Accordingly, the Board decides to seek the approval of the Shareholders of the Proposed Appointment at the SGM. The Proposed Appointment will take effect upon the passing of the relevant resolution approving the Proposed Appointment at the SGM.

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## LETTER FROM THE BOARD

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### SGM

The SGM will be convened and held to consider and, if thought fit, to approve the Proposed Appointment.

The notice convening the SGM to be held at Unit 801, 8/F., China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong at 11:00 a.m. on 25 November 2024 is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM (or any adjourned meeting thereof) in person should you so desire.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder or any of their respective close associates is required to abstain from voting on the resolution proposed to be approved at the SGM.

### RECOMMENDATION

The Board is of the opinion that the Proposed Appointment is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the SGM to approve the Proposed Appointment.

### 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.

Yours faithfully  
For and on behalf of the Board  
**China Health Group Limited**  
**Chung Ho**  
*Chief Executive Officer and Executive Director*

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## NOTICE OF SGM

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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** the special general meeting (the “SGM”) of China Health Group Limited (the “**Company**”) will be held at Unit 801, 8/F., China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong at 11:00 a.m. on 25 November 2024, for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolution.

#### **ORDINARY RESOLUTION**

“To appoint Beijing Xinghua Caplegend CPA Limited as the auditor of the Company and to authorise the board of directors to fix the auditor’s remuneration.”

By order of the Board

**China Health Group Limited**

**Chung Ho**

*Chief Executive Officer and Executive Director*

Hong Kong, 5 November 2024

*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

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## NOTICE OF SGM

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*Notes:*

1. All resolution at the SGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any Shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote in his stead. A Shareholder who is the holder of two or more Shares in the Company may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a Shareholder of the Company.
3. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, 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 SGM or any adjournment thereof. Delivery of any instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the SGM or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In order to establish entitlements to attend and vote at the SGM, the register of members of the Company will be closed from Wednesday, 20 November 2024 to Monday, 25 November 2024, both days inclusive, during which period no transfer of the shares of the Company can be registered. Shareholders whose names appear on the register of members of the Company on Monday, 25 November 2024 shall be entitled to attend the SGM to vote thereat. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 19 November 2024.

*As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Zhang Fan (Chairman), Mr. Chung Ho and Mr. Xing Yong; two non-executive Directors, namely, Mr. Huang Lianhai and Mr. Wang Jingming; and three independent non-executive Directors, namely, Mr. Jiang Xuejun, Mr. Du Yanhua and Mr. Lai Liangquan.*