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## TOWN HEALTH INTERNATIONAL HOLDINGS COMPANY LIMITED

### 康健國際控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8138)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Town Health International Holdings Company Limited (the “**Company**”) will be held at Shop 1A-1C, Level 1, Hilton Plaza Commercial Centre, 3-9 Shatin Centre Street, Shatin, New Territories, Hong Kong immediately after the conclusion of its annual general meeting to be held on Friday, 27 July 2007 at 9:00 a.m. to transact the following business and, if thought fit, passing the following resolution as ordinary resolution:

1. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in the new shares of the Company (the “**Shares**”) to be issued pursuant to this resolution:
  - (a) upon the recommendation of the directors of the Company (the “**Directors**”) desirable to capitalise approximately the sum of HK\$111,739,638 being part of the amount standing to the credit of the share premium account of the Company and accordingly, the Directors be and are authorised and directed to appropriate the said sum in paying up in full at par 11,173,963,816 new Shares (the “**Bonus Shares**”) of the unissued Shares, such Bonus Shares to be allotted, issued and distributed, credited as fully paid up, to and among holders of Shares standing in the register of members of the Company at close of business on 27 July 2007 in the proportion of two new Bonus Shares for every existing one issued Share held on that date (the “**Bonus Share Issue**”) and that such Shares shall rank for all purposes *pari passu* with the existing issued Shares except that they will not be eligible for the Bonus Share Issue mentioned on this resolution and provided that in the case where the address of any shareholder as shown on the register of members of the Company at the close of business on 27 July 2007 is outside Hong Kong (the “**Overseas Shareholders**”), and upon enquiry pursuant to Rule 17.41 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange the Directors are of the view that it is necessary and expedient to exclude these Overseas Shareholders, the Bonus Shares shall not be issued to such Overseas Shareholders (the “**Excepted Shareholders**”) but shall be aggregated and issued to a nominee to be named by the Directors and such Bonus Shares shall be sold as soon as practicable after dealing in the Bonus Shares commences and the net proceeds of sale, after deduction of expenses, shall be distributed *pro rata* to the relevant Excepted Shareholders unless the amount falling to be distributed to any such Excepted Shareholders is less than HK\$100, in which case such amount shall be retained for the benefit of the Company; and

- (b) the Directors be and are authorised to do all acts and things as may be necessary and expedient in connection with the Bonus Share Issue including but not limited to the issue of the Bonus Shares, adjusting the amount to be capitalised out of the share premium account and the number of unissued Shares to be allotted, issued and distributed in the manner referred to in paragraph (a) of this resolution.”

By order of the Board  
**Town Health International Holdings Company Limited**  
**Choi Ka Yee, Crystal**  
*Chairman*

Hong Kong, 10 July 2007

*Registered office:*  
Ugland House  
P.O. Box 309  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

*Head office and principal place  
of business in Hong Kong:*  
Shop No. 37, Level 3  
Hilton Plaza Commercial Centre  
3-9 Shatin Centre Street, Shatin  
New Territories  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general meeting to represent the member. 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.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch registrar and transfer office in Hong Kong, Tengis Limited, at 26th, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the extraordinary general meeting or any adjournment thereof, should he so wish.

*As at the date of this announcement, the executive directors of the Company are Miss Choi Ka Yee, Crystal, Dr. Cho Kwai Chee, Mr. Cho Kwai Yee, Kevin and Dr. Fung Yiu Tong, Bennet, the non-executive director of the Company is Dr. Francis Choi Chee Ming JP, and the independent non-executive directors of the Company are Mr. Chan Kam Chiu, Mr. Wai Kwok Hung JP and Mr. Ho Kwok Wah, George.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement 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 at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the day of its publication and on the website of Town Health International Holdings Company Limited at <http://www.townhealth.com>.*