



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 on Monday, 3 December, 2007 at 9:00 a.m. for the following purposes:

- (1) To consider and approve the re-election of Dr. Hui Ka Wah Ronnie *JP* as executive director of the Company; and
- (2) To consider and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution:

“**THAT** the terms of the Acquisition Agreement (as defined in the circular of the Company dated 15 November 2007, a copy of which is tabled before the meeting marked “A” for identification purpose) and a copy of which is tabled before the meeting marked “B” for identification purpose, and the transactions contemplated thereunder, which constitute a discloseable and connected transaction under the Rules Governing the Listing of the Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, and the execution of any ancillary documents (the “Ancillary Documents”), including but not limited to, the Shareholders’ Agreement, Loan Agreement, Share Option Agreement and the Management Services Agreement (each as defined in the Acquisition Agreement), be and are hereby approved by the shareholders of the Company, and any director of the Company be and is hereby authorized, on behalf of the Company, to execute the Acquisition Agreement and the Ancillary Documents and amend the terms of the Acquisition Agreement and the Ancillary Documents as he/she deems appropriate and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient to give effect to the Acquisition Agreement and the transactions contemplated therein.”

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

Hong Kong, 15 November 2007

Principal Place of Business and Head Office:

Shop No. 37, Level 3
Hilton Plaza Commercial Centre
3-9 Shatin Centre Street, Shatin
New Territories
Hong Kong

Registered Office:

Ugland House
P.O. Box 309
George Town
Grand Cayman
Cayman Islands
British West Indies

Notes:

1. A form of proxy for use at the meeting is enclosed herewith. A member, who is the holder of two or more shares, entitled to attend and vote at the meeting, is entitled to appoint more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. 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. The form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney authorised to sign the same.
3. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy which must be completed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged at the branch share registrar of the Company in Hong Kong Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share(s), any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share(s) as if he/she is solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding of the share(s).

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, Dr. Fung Yiu Tong, Bennet and Dr. Hui Ka Wah, Ronnie JP, 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 will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the website of Town Health International Holdings Company Limited at <http://www.townhealth.com>.