
NOTICE OF EXTRAORDINARY GENERAL MEETING



CHINA HEALTH GROUP INC.

中國醫療集團有限公司

(*Carrying on business in Hong Kong as “萬全醫療集團”*)

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

(Stock code: 8225)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of China Health Group Inc. (the “Company”) will be held at Building 17, Jianwai SOHO, Chaoyang District, Beijing, China on Tuesday, 17 October 2023 at 10:00 a.m. to consider and, if thought fit, passing (with or without amendments) the following resolution of the Company as special resolution:

SPECIAL RESOLUTION

1. “**THAT** the proposed amendments to the existing memorandum of association and articles of association of the Company (the “**Memorandum and Articles of Association**”) set out in the circular of the Company dated 21 September 2023 of which this notice forms part be and are hereby approved and the amended and restated Memorandum and Articles of Association (copies of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and are hereby approved and adopted in substitution for and to the exclusion of the existing Memorandum of Association and Articles of Association respectively immediately after the close of the EGM and that any one Director or officer of the Company be and is hereby authorised to do all things necessary to implement the adoption of the amended and restated Memorandum and Articles of Association and to attend to all necessary filings in Hong Kong and in the Cayman Islands.”

By Order of the Board
China Health Group Inc.

GUO Xia
Chairman

Hong Kong, 21 September 2023

Registered Office:

Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion
Hibiscus Way
Grand Cayman KY1-1205
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:

Unit B, 19/F, Times Media Centre,
133 Wanchai Road,
Wanchai, Hong Kong

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Notes:

1. To ascertain the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 12 October 2023 to Tuesday, 17 October 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer documents of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. (Hong Kong time) on Wednesday, 11 October 2023.
2. 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. A proxy need not be a member of the Company.
3. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and 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.
4. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrar of the Company, 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 holding the meeting or any adjourned meeting (as the case may be).
5. Completion and return of the proxy forms will not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he so wish.
6. As at the date of this notice, the executive Directors are Mr. GUO Xia (Chairman) and Dr. SONG Xue Mei, the non-executive Director is Ms. ZHANG Li; the independent non-executive Directors are Mr. QIU Rui, Dr. NI Bin Hui and Mr. GUO Tong.