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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 other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sanai Health Industry Group Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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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Sanai Health Industry Group Company Limited

三愛健康產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1889)

**GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Conference Room, 63/F, Jingji Binhe Shidai Plaza, Binhe Dadao South, Futian Road, Futian District, Shenzhen, the People's Republic of China on Monday, 17 June 2019 at 4:00 p.m. (Hong Kong time) is set out on pages 17 to 21 of this circular.

Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for the Annual General Meeting (i.e. before Saturday, 15 June 2019 at 4:00 p.m. (Hong Kong time)) or any adjournment thereof. Completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

16 May 2019

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room, 63/F, Jingji Binhe Shidai Plaza, Binhe Dadao South, Futian Road, Futian District, Shenzhen, the People’s Republic of China on Monday, 17 June 2019 at 4:00 p.m. (Hong Kong time), the notice of which is set out on pages 17 to 21 of this circular
“Articles of Association”	the articles of association of the Company as altered from time to time
“associate(s)”	shall have the meaning ascribed under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for the business of trading in securities
“Close Associate(s)”	has the meanings ascribed to it under the Listing Rules
“Company”	Sanai Health Industry Group Company Limited, a company incorporated in the Cayman Islands and whose shares are listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Core Connected Person(s)”	has the meanings ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the general mandate proposed to be granted to the Directors to allot, issue and deal with the aggregate number of Shares not exceeding 20% of the number of issued Shares as at the date of passing Resolution No. 4A
“Latest Practicable Date”	9 May 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice”	the notice convening the Annual General Meeting which is set out on pages 17 to 21 of this circular
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the number of issued Shares as at the date of passing Resolution No. 4B
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of par value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

LETTER FROM THE BOARD



Sanai Health Industry Group Company Limited

三愛健康產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1889)

Executive Directors:

Chen Chengqing (*Chairman*)
Hung Hoi Lan
Professor Zhang Rongqing
Cheng Hok Kai Frederick

Registered Office:

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

Non-executive Director:

Xiu Yuan

*Head Office and Principal Place
of Business in Hong Kong:*

Unit 1309, 13th Floor
West Tower, Shun Tak Centre
Sheung Wan
Hong Kong

Independent Non-executive Directors:

Long Jun
Tu Fangkui
Wang Zihao

16 May 2019

To Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting. These include the ordinary resolutions for: (i) the granting the Directors the Issue Mandate and the extension of the Issue Mandate; (ii) the granting the Directors the Repurchase Mandate; and (iii) the re-election of retiring Directors.

LETTER FROM THE BOARD

1. GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution, as set out as Resolution No. 4A, will be proposed for the Shareholders to consider and, if thought fit, to grant the Issue Mandate to the Directors to allot, issue and deal with the aggregate number of Shares not exceeding 20% of the number of issued Shares as at the date of passing of such resolution, i.e. 613,444,500 Shares (based on the total number of issued Shares of 3,067,222,500 as at the Latest Practicable Date and assuming no further issue or repurchase of any Share before the Annual General Meeting). The full text of the ordinary resolution to be proposed at the Annual General Meeting in relation to the Issue Mandate is set out in Resolution No. 4A in the Notice.

The Issue Mandate will remain in effect 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 the Articles of Association or any applicable law to be held; and (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

2. GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution, as set out as Resolution No. 4B, will be proposed for the Shareholders to consider and, if thought fit, to grant the Repurchase Mandate to enable the Directors to exercise all the powers of the Company to repurchase Shares subject to the criteria set out in this circular. The maximum number of Shares that may be repurchased will be 10% of the number of issued Shares as at the date of passing of such resolution. The full text of the ordinary resolution to be proposed at the Annual General Meeting in relation to the Repurchase Mandate is set out in Resolution No. 4B in the Notice.

An explanatory statement containing all relevant information relating to the Repurchase Mandate and as required pursuant to the Listing Rules is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

LETTER FROM THE BOARD

3. EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution, as set out as Resolution No. 5, will be proposed for the Shareholders to consider and, if thought fit, to extend the Issue Mandate by adding an amount representing the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate being approved to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate provided that such extended amount in aggregate will not exceed 10% of the number of issued Shares on the date of the resolution approving the Issue Mandate. The full text of the ordinary resolution to be proposed at the Annual General Meeting in relation to the extension of the Issue Mandate is set out in Resolution No. 5 in the Notice.

4. RE-ELECTION OF RETIRING DIRECTORS

Mr. Xiu Yuan (appointed as a non-executive Director on 5 November 2018) and Mr. Cheng Hok Kai Frederick (appointed as an executive Director on 9 May 2019) will retire at the Annual General Meeting in accordance with Article 86(3) of the Articles of Association and have, being eligible, offered themselves for re-election at the Annual General Meeting. Their particulars are set out in Appendix II to this circular.

Ms. Hung Hoi Lan and Mr. Wang Zihao will retire at the Annual General Meeting by rotation in accordance with Article 87(1) of Articles of Association and have, being eligible, offered themselves for re-election at the Annual General Meeting. Their particulars are set out in Appendix II to this circular.

Under Resolution No. 2, the re-election of retiring Directors will be individually voted on by the Shareholders.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting is set out on pages 17 to 21 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of Issue Mandate and the Repurchase Mandate, the extension of Issue Mandate and the re-election of retiring Directors.

A form of proxy for the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy to the Company's share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for the Annual General Meeting (i.e. before Saturday, 15 June 2019 at 4:00 p.m. (Hong Kong time)) or any adjournment thereof. Completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

6. LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the Annual General Meeting will be taken by way of poll.

7. 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 enquires, 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.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors believe that the proposals mentioned above, including the proposals for the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all of the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
Sanai Health Industry Group Company Limited
Chen Chengqing
Chairman

The following explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the Annual General Meeting authorising the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

It is proposed that up to 10% of the Shares in issue at the date of the passing of the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, the number of Shares in issue was 3,067,222,500. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares would be issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 306,722,250 Shares (being 10% of the Shares in issue) during the period up to (a) the conclusion of the next annual general meeting of the Company or (b) the expiration of the period within which the next annual general meeting of the Company is required by law or its Articles of Association to be held or (c) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will benefit the Company and provide the Company the flexibility to make such repurchase when appropriate. Such repurchases may, depending on market conditions and funding arrangements at the time, enhance the net assets value of the Company and/or earnings per Share.

3. IMPACT ON WORKING CAPITAL AND GEARING LEVEL

As compared with the financial position of the Company as at 31 December 2018 (being the date of its latest published audited financial statements), the Directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. The Directors confirm that no repurchase would be made to such extent which would have a material adverse impact on the working capital or gearing position of the Company.

4. FUNDING OF REPURCHASES

The Company is empowered by its memorandum of association, the Articles of Association and the applicable laws of the Cayman Islands to repurchase its Shares. The Cayman Islands law provides that repurchase may be made out of profits of the Company, out of the Company's share premium account, out of proceeds of a fresh issue of Shares made for such purpose of the repurchase, or, if so authorised by the Articles of Association and subject to the provisions of the Cayman Islands law, out of capital. The amount of premium payable on repurchase may only be paid out of profits of the Company or the share premium account of the Company before or at the time the Shares are repurchased or, if so authorised by the Articles of Association and subject to the provisions of the Cayman Islands law, out of capital. Under the Cayman Islands law, unless otherwise provided, the Shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced so that the Shares may be subsequently re-issued.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

To the best of the knowledge and belief of the Directors having made all reasonable enquiries, none of the Directors nor any of the Close Associates of any Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by Shareholders, to sell any Shares held by him/her/it to the Company.

As at the Latest Practicable Date, no Core Connected Person has notified the Company that he/she/it has a present intention to sell any Shares held by him/her/it to the Company nor has he/she undertaken not to sell any Shares held by him/her to the Company in the event that the Repurchase Mandate is granted.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

7. EFFECT OF TAKEOVERS CODE

If as a result of a share repurchase exercised pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Cyber Success Global Investments Limited ("Cyber Success") and Mr. Chen Chengqing are the only substantial Shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Cyber Success held 836,753,000 Shares (representing approximately 27.28% of the issued Shares) and Mr. Chen Chengqing, a Director and the sole shareholder of Cyber Success, was interested or deemed to be interested in 836,753,000 Shares (representing approximately 27.28% of the issued Shares). In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the proposed Repurchase Mandate, then (if the present shareholdings otherwise remained the same) the shareholdings of Cyber Success and Mr. Chen Chengqing would both be increased to approximately 30.31%. Such increase will give rise to an obligation on part of any of the above Shareholders to make a mandatory general offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in takeover obligations. The Directors also have no intention to repurchase Shares which would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. SHARE REPURCHASE MADE BY THE COMPANY

During each of six months preceding the Latest Practicable Date, no Share has been repurchased by the Company, whether on the Stock Exchange or otherwise.

9. SHARE PRICES

The monthly highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months, were as follows:–

	Shares	
	Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>
2018		
May	0.455	0.152
June	0.800	0.405
July	0.610	0.385
August	0.680	0.485
September	0.690	0.435
October	0.490	0.330
November	0.430	0.385
December	0.400	0.295
2019		
January	0.415	0.290
February	0.400	0.300
March	0.400	0.300
April	0.390	0.229
May (up to the Latest Practicable Date)	0.395	0.355

PARTICULARS OF THE DIRECTORS

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

Ms. Hung Hoi Lan (洪海瀾) (“Ms. Hung”)

Ms. Hung Hoi Lan, aged 29, graduated from Sun Yat-Sen University with a bachelor’s degree in marketing in 2011. She later obtained a master degree of science in hospitality with tourism management from University of Birmingham in 2013. She started operating wine business ran by her family during her studies in the United Kingdom and has joined the business development department of Hilton Beijing since 2013.

Ms. Hung has entered into a service contract with the Company for an initial term of one year commencing from 17 February 2017, which is automatically renewable for successive terms of one year each and may be terminated by either party giving not less than three months’ prior notice. The Director’s fee payable to Ms. Hung will be determined by the Board with reference to her experience, duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee. Pursuant to the terms of the service contract, Ms. Hung’s current remuneration, including any bonus payment, is HK\$240,000 per annum.

Save as disclosed above, Ms. Hung (i) has not held any directorships in any public listed companies in the past three years; (ii) did not have or was not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company or its associated corporations; and (iii) did not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not hold other positions within the Group.

There is no information in relation to Ms. Hung that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter in relation to the re-election of Ms. Hung that needs to be brought to the attention of the Shareholders.

Mr. Cheng Hok Kai Frederick (鄭學啟) (“Mr. Cheng”)

Mr. Cheng Hok Kai Frederick, aged 55, has extensive experience in business, finance and accounting management. From 1985 to 1988, Mr. Cheng worked as an audit assistant and senior accountant of Price Waterhouse (currently known as PricewaterhouseCoopers), an accounting firm in Hong Kong, where he was primarily responsible for audit assignments for various companies. From 1997 to 2004, Mr. Cheng was the finance director of Asia Pacific and Japan of LSI Logic Hong Kong Limited, a company principally engaged in designing, developing, and marketing semiconductors and storage systems, focused in the storage, communication, and consumer markets, where he was primarily responsible for finance and accounting function for the operation in Asia Pacific and Japan. From 2004 to 2006, he was the finance director of Pacific Rim of Mentor Graphics Asia Pte Ltd., a company principally engaged in providing software and hardware design solutions for electronic design automation, where he was primarily responsible for the finance and accounting function of the operation in the Pacific Rim. From 2006 to 2008, he worked as the finance director for Asia Pacific and Japan of the Autodesk Asia Pte Ltd., a company principally engaged in providing 2D and 3D design software for the manufacturing, building and construction, and media and entertainment markets, where he was primarily responsible for finance and accounting function of the operation in Asia Pacific and Japan. From April 2010 to January 2018, Mr. Cheng worked in PuraPharm Corporation Limited, a leading Hong Kong-based Chinese medicine company listed on the Stock Exchange (stock code: 1498). Throughout the period, Mr. Cheng had served in various positions including chief financial officer, company secretary, and managing director of corporate finance and investment.

Mr. Cheng obtained his bachelor’s degree in finance and accounting from the University of Salford in the United Kingdom in July 1985, and his master’s degree in accounting from the University of New South Wales in Australia in May 1992. Mr. Cheng was admitted as a certified practising accountant of CPA Australia (formerly known as the Australian Society of Certified Practising Accountants) and an associate member of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) in February 1992 and April 1992, respectively. Mr. Cheng became fellow member of the Hong Kong Institute of Certified Public Accountants and CPA Australia in March 2013 and January 2004, respectively. Mr. Cheng was admitted as an associate member of the Institute of Chartered Secretaries and Administrators in April 1995 and a member of the Governance Institute of Australia (formerly known as Chartered Secretaries Australia) in December 1996. Mr. Cheng became a fellow member of both the Institute of Chartered Secretaries and Administrators and the Governance Institute of Australia in June 2012 and November 2013, respectively.

Mr. Cheng has entered into a service contract with the Company for an initial term of two years on 9 May 2019, which shall be renewable for a successive term of two years, subject to termination by either party giving not less than three months' prior notice. The Director's fee payable to Mr. Cheng will be determined by the Board with reference to his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee. Pursuant to the terms of the service contract, Mr. Cheng's current remuneration is HK\$240,000 per annum.

Save as disclosed above, Mr. Cheng (i) has not held any directorships in any public listed companies in the past three years; (ii) did not have or was not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company or its associated corporations; and (iii) did not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not hold other positions within the Group.

There is no information in relation to Mr. Cheng that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter in relation to the re-election of Mr. Cheng that needs to be brought to the attention of the Shareholders.

Mr. Xiu Yuan (修遠) (“Mr. Xiu”)

Mr. Xiu Yuan, aged 36, graduated from the Economic Management of Xian Political College of the Chinese People's Liberation Army. Now he is the general manager of XiuZheng Pharmaceutical Group Marketing Co., Ltd. At the same time, he served as the Member of the Young Entrepreneur Committee of the All-China Federation of Industry and Commerce, the director of the 11th China Youth Entrepreneurs Association, and the founding director of the China Youth Entrepreneur “00 School” club.

Mr. Xiu has entered into a letter of appointment with the Company for an initial term of 2 years on 5 November 2018 (the “Letter of Appointment”), which shall be automatically renewable for a successive term of one year, subject to termination by either party giving not less than one months' prior notice. Mr. Xiu shall retire by rotation at least once every three years at each annual general meeting, in accordance with the Articles of Association. Pursuant to the terms of the Letter of Appointment, he is entitled to a remuneration of HK\$240,000 per annum. The remuneration is determined by the Board by reference to his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee.

Save as disclosed above, Mr. Xiu (i) has not held any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not have or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company or its associated corporations; (iii) does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) does not hold other positions within the Company and its subsidiaries.

Save as disclosed above, there is no other information in relation to Mr. Xiu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter in relation to the re-election of Mr. Xiu that needs to be brought to the attention of the Shareholders.

Mr. Wang Zihao (王子豪) (“Mr. Wang”)

Mr. Wang Zihao, aged 35, a member of the Association of Chartered Certified Accountants (ACCA). Mr. Wang obtained a bachelor’s degree in accounting from Queen’s University Belfast in United Kingdom in 2006 and obtained a Master of Laws in Corporate and Financial Law from University of Hong Kong in 2016. Mr. Wang served in KPMG Advisory (China) Limited for over 5 years, provided advisory services to various listed company and large-scaled state-owned enterprises. Mr. Wang has been working in Tencent Technology (Shenzhen) Company Limited since 2013. Mr. Wang was the member of the account specialist in China Emissions Exchange since 2015.

Mr. Wang has entered into a letter of appointment with the Company for an initial term of approximately 3 years commencing from 16 June 2017 to the annual general meeting of the Company held in 2020. Pursuant to the terms of the letter of appointment, he is entitled to a remuneration of HK\$120,000 per annum. The remuneration was determined by the Board by reference to his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee.

Save as disclosed above, Mr. Wang (i) has not held any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not have or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company or its associated corporations; (iii) does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) does not hold other positions within the Company and its subsidiaries.

APPENDIX II**BIOGRAPHY OF DIRECTORS
WHO STAND FOR RE-ELECTION**

Save as disclosed above, there is no other information in relation to Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter in relation to the re-election of Mr. Wang that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Sanai Health Industry Group Company Limited

三愛健康產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1889)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Annual General Meeting”) of the shareholders of Sanai Health Industry Group Company Limited (the “Company”) will be held at Conference Room, 63/F, Jingji Binhe Shidai Plaza, Binhe Dadao South, Futian Road, Futian District, Shenzhen, the People’s Republic of China on Monday, 17 June 2019 at 4:00 p.m. (Hong Kong time) for the following purposes:

1. To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of directors and auditors of the Company for the year ended 31 December 2018.
2.
 - (a) To re-elect Ms. Hung Hoi Lan as an executive director;
 - (b) To re-elect Mr. Cheng Hok Kai Frederick as an executive director;
 - (c) To re-elect Mr. Xiu Yuan as a non-executive director;
 - (d) To re-elect Mr. Wang Zihao as an independent non-executive director; and
 - (e) To authorise the board of directors of the Company to fix directors’ remuneration.
3. To re-appoint Crowe (HK) CPA Limited as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. As special business, to consider and, if thought fit, to pass the following as ordinary resolutions:

A. **“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “Director(s)”) during the Relevant Period (as defined below) of all powers to allot, issue and deal with the additional shares in the capital of the Company, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) any 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; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed the aggregate of 20% of the number of issued shares of the Company as at the date of this resolution and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(d) 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 the articles of association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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 recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

B. “THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
 - (c) 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 the articles of association of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
5. As special business, to consider and, if thought fit, to pass the following as ordinary resolution:

“**THAT** conditional upon resolutions nos. 4A and 4B being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 4B shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 4A above.”

By Order of the Board
Sanai Health Industry Group Company Limited
Chen Chengqing
Chairman

Hong Kong, 16 May 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. All proxies must be deposited with the Company's share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the Annual General Meeting (i.e. before Saturday, 15 June 2019 at 4:00 p.m. (Hong Kong time)) or any adjournment thereof.
- (2) The register of members will be closed from Wednesday, 12 June 2019 to Monday, 17 June 2019 (both days inclusive). In order to be qualified for attending the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Tuesday, 11 June 2019.
- (3) With reference to resolution no. 2 above, Ms. Hung Hoi Lan, Mr. Cheng Hok Kai Frederick, Mr. Xiu Yuan and Mr. Wang Zihao will retire in accordance with the articles of association of the Company and each of them, being eligible, offers himself/herself for re-election at the Annual General Meeting.
- (4) The Annual General Meeting is expected to take not more than half day. Shareholders who attend shall bear their own traveling and accommodation expenses.
- (5) As at the date of this notice, the board of directors of the Company comprises 4 Executive Directors, namely, Mr. Chen Chengqing (Chairman), Ms. Hung Hoi Lan, Professor Zhang Rongqing and Mr. Cheng Hok Kai Frederick, 1 Non-executive Director, Mr. Xiu Yuan and 3 Independent Non-executive Directors, namely, Mr. Wang Zihao, Mr. Tu Fangkui and Mr. Long Jun.