



# 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)

### FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING ON 18 OCTOBER 2019

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary share(s) <sup>(Note 2)</sup>  
of HK\$0.1 each in the capital of China Health Group Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or <sup>(Note 4)</sup> \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend and vote on my/our behalf at the special general meeting of the Company to be held at 11:00 a.m. on 18 October 2019 at Conference Room, 12th Floor, Haiwang Xingchen Building, at the junction of Hou Hai Bin Road and Dong Bin Road, Nanshan District, Shenzhen, China (and any adjournment thereof) (the "Meeting") in respect of the resolution set out in the notice convening the Meeting (with or without modifications) as directed below or if no such indication is given, as my/our proxy thinks fit.

Unless otherwise defined, capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 25 September 2019.

ORDINARY RESOLUTION*		FOR <sup>(Note 5&amp;6)</sup>	AGAINST <sup>(Note 5&amp;6)</sup>
1.	<p>(a) to approve, confirm and ratify the conditional share purchase agreement dated 28 December 2018 (the "Share Purchase Agreement") entered into among the Purchaser, Mr. Sang and Mr. Han (as vendors) and the Hospital in relation to the Acquisition and the Potential Transfer (as supplemented by the supplemental agreements dated 20 June 2019, 31 July 2019 and 24 September 2019 respectively) and all the transactions contemplated thereunder; and</p> <p>(b) to authorise any one or more director(s) of the Company to do all such acts and things and execute all such documents (and to affix the common seal of the Company thereon, if necessary) which he/they consider necessary, desirable or expedient to implement or give effect to the Share Purchase Agreement (as supplemented by the supplemental agreements dated 20 June 2019, 31 July 2019 and 24 September 2019 respectively) and the transactions contemplated thereunder (including but not limited to the Acquisition and the Potential Transfer).</p>		

\* The full text of the resolution is set out in the notice of the Meeting.

Signature <sup>(Note 7)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the Meeting in person to represent the member.
- If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more ordinary shares may appoint more than one proxy to attend and vote on his/her/its behalf at the Meeting provided that 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. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "AGAINST". Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- The above resolution will be put to vote by way of poll at the Meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid ordinary share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her/its votes or cast all the votes he/she/it uses in the same way and in such cases, please state the relevant number of ordinary shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.
- Where there are joint holders of any share, any one of such joint holders may vote at the Meeting, 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 Meeting, 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 in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting and, in such event, your form of proxy shall be deemed to be revoked.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Privacy Compliance Officer of Tricor Tengis Limited at the above address.