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

If you have sold or transferred all your shares in Harmonicare Medical Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or 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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(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1509)

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

The notice convening the Annual General Meeting of Harmonicare Medical Holdings Limited to be held at 8/F., Block A, Yuyang Zhiye Building, No. A2 Xiaoguan Beili, Beiyuan Road, Chaoyang District, Beijing, China on Thursday, 18 March 2021 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 16 March 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.hemeiyl.com).

References to time and dates in this circular are to Hong Kong time and dates.

11 February 2021

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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 8/F., Block A, Yuyang Zhiye Building, No. A2 Xiaoguan Beili, Beiyuan Road, Chaoyang District, Beijing, China on Thursday, 18 March 2021 at 10:00 a.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Beijing HarMoniCare Hospital”	Beijing HarMoniCare Gynecology and Paediatrics Hospital Co., Ltd. (北京和美婦兒醫院有限公司), a limited liability company established in the PRC, a wholly-owned subsidiary of the Company
“Board”	the board of Directors of the Company
“Bosheng Medical”	Bosheng Medical Investment Co., Ltd. (博生醫療投資股份有限公司), a joint stock limited liability company established in the PRC, a connected person of the Company by virtue of Mr. Lin Yuming, one of the Directors and substantial Shareholders, holding 59.1% of the equity interest in Bosheng Medical
“Chongqing Dushi Liren Hospital”	Chongqing Dushi Liren Hospital Co., Ltd. (重慶都市儷人醫院有限公司), a limited liability company established in the PRC, a wholly-owned subsidiary of the Company
“Chongqing Fuling HarMoniCare Hospital”	Chongqing Fuling HarMoniCare Obstetrics and Gynecology Hospital Co., Ltd. (重慶涪陵和美婦產醫院有限公司), a limited liability company established in the PRC, a non-wholly-owned subsidiary of the Company
“Chongqing Modern Hospital”	Chongqing Modern Woman Hospital Co., Ltd. (重慶現代女子醫院有限公司), a limited liability company established in the PRC, a wholly-owned subsidiary of the Company
“Chongqing Wanzhou HarMoniCare Hospital”	Chongqing Wanzhou HarMoniCare Obstetrics and Gynecology Hospital Co., Ltd. (重慶萬州和美婦產醫院有限公司), a limited liability company established in the PRC, a wholly-owned subsidiary of the Company

DEFINITIONS

“Company”	Harmonicare Medical Holdings Limited (和美醫療控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Fuzhou Modern Hospital”	Fuzhou Modern Woman Hospital Co., Ltd. (福州現代婦產醫院有限公司), a limited liability company established in the PRC, a non-wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Guangzhou Woman Hospital”	Guangzhou Woman Hospital Co., Ltd. (廣州女子醫院有限公司), a limited liability company established in the PRC, a wholly-owned subsidiary of the Company
“Guiyang HarMoniCare Hospital”	Guiyang HarMoniCare Hospital Co., Ltd (貴陽和美醫院有限公司) (formerly named as Guiyang Modern Woman Hospital Co., Ltd. (貴陽現代女子醫院有限公司)), a limited liability company established in the PRC, a wholly-owned subsidiary of the Company
“Guiyang HarMoniCare Obstetrics and Gynecology Hospital”	Guiyang HarMoniCare Obstetrics and Gynecology Hospital Co., Ltd. (貴陽和美婦產醫院有限公司), a limited liability company established in the PRC, a wholly-owned subsidiary of the Company
“Heilongjiang HarMoniCare Hospital”	Heilongjiang HarMoniCare Obstetrics and Gynecology Hospital Co., Ltd. (黑龍江和美婦產醫院有限公司), a limited liability company established in the PRC, a non-wholly-owned subsidiary of our Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution

DEFINITIONS

“Latest Practicable Date”	8 February 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and supplemented from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, Macau and Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution
“RMB”	Renminbi, the lawful currency of PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.001 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Shenzhen HarMoniCare Hospital”	Shenzhen HarMoniCare Gynecology and Paediatrics Hospital (深圳和美婦兒科醫院), previously known as “Shenzhen HarMoniCare Gynecology and Paediatrics Hospital Co., Ltd. (深圳和美婦兒科醫院有限公司)” a limited liability company established in the PRC, a non-wholly-owned subsidiary of our Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong, as amended and supplemented from time to time
“Wuhan Modern Hospital”	Wuhan Modern Obstetrics and Gynecology Hospital Co., Ltd. (武漢現代婦產醫院有限公司), a limited liability company established in the PRC, a wholly-owned subsidiary of the Company
“Wuxi HarMoniCare Hospital”	Wuxi HarMoniCare Obstetrics and Gynecology Hospital Co. Ltd. (無錫和美婦產醫院有限公司), a limited liability company established in the PRC, independent of the Company and its connected persons

LETTER FROM THE BOARD



和美醫療控股有限公司
HARMONICARE MEDICAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1509)

Executive Directors:

Mr. Lin Yuming (*Chairman and President*)
Mr. Yang Guo (*Chief Executive Officer*)
Mr. Wei Rongda (*Vice President*)
Mr. Chen Longzhen
(*Chief Financial Officer and Vice President*)

Non-executive Directors:

Mr. Qiu Jianwei
Mr. Xu Jun

Independent Non-executive Directors:

Ms. Hsu Wai Man Helen
Mr. Zhang Jide
Mr. Lin Jinting

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office in PRC:

No. A2 Xiaoguan Beili
Beiyuan Road
Chaoyang District
Beijing
China

Principal Place of Business in

Hong Kong:

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

11 February 2021

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 18 March 2021.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third), who have been longest in office since their last re-election or appointment, shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, Mr. Lin Yuming, Mr. Qiu Jianwei and Mr. Xu Jun shall retire at the Annual General Meeting. In addition, Mr. Yang Guo and Mr. Wei Rongda who have been appointed by the Board on 11 August 2020, Ms. Hsu Wai Man Helen who has been appointed by the Board on 24 August 2020 and Mr. Chen Longzhen, Mr. Zhang Jide and Mr. Lin Jinting who have been appointed by the Board on 8 February 2021 shall hold office until the forthcoming annual general meeting of the Company pursuant to Article 83(3) of the Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Ms. Hsu Wai Man Helen, Mr. Zhang Jide and Mr. Lin Jinting, independent non-executive Directors have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all Independent Non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting. The Nomination Committee had reviewed and assessed the written confirmation of independence of the retiring independent non-executive Directors based on the independence criteria as set out in Rule 3.13 of the Listing Rules and are satisfied that they remain independent in accordance with Rule 3.13 of the Listing Rules. In addition, the Board is of the view that they will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 12 June 2018, a general mandate was granted to the Directors to repurchase Shares. As no annual general meeting was held during 2019 due to the unavailability of audited consolidated financial statements of the Group for the year ended 31 December 2018, such mandate has lapsed on 11 September 2019, which is the date of the expiration of the period within which the annual general meeting of the

LETTER FROM THE BOARD

Company is required to be held in 2019 pursuant to the Articles of Association. Furthermore, as at the year end of 2020, no annual general meeting was held due to the unavailability of audited consolidated financial statements of the Group for the years ended 31 December 2018 and 2019. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to be held on 18 March 2021 to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution (i.e. a total of 75,841,808 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution (i.e. a total of 151,683,617 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

The Share Repurchase Mandate and Issue Mandate, if approved at the Annual General Meeting, would expire at 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 laws of Cayman Islands to be held; or (iii) the passing of an ordinary resolution by Shareholders revoking or varying the authority given to the Directors prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 23 to 26 of this circular.

LETTER FROM THE BOARD

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.hemeiyl.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with 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 at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 16 March 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Repurchase Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the Issuance Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders. An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company compared with that as at 31 December 2019, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

Harmonicare Medical Holdings Limited

Mr. Lin Yuming

Chairman, Executive Director and President

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) MR. LIN YUMING

Mr. Lin Yuming (林玉明), aged 51, founder of the Group, is the chairman of the Board, an executive Director and the president of the Company, mainly responsible for overall strategic planning and business development of the Group. He is also the chairman of the Nomination Committee. Mr. Lin joined the Group in December 2005. He served as the general manager of Shanxi Modern Obstetrics and Gynecology Hospital Co., Ltd. (山西現代婦產醫院有限責任公司) from August 2003 to July 2004, and the executive director and general manager of Beijing Modern Woman Hospital Investment Management Co., Ltd. (北京現代女子醫院投資管理有限公司) from July 2004 to March 2012, both mainly responsible for general management and operation of the two hospitals. He established Bosheng Medical and has served as its chairman and president since December 2007, mainly responsible for general management and operation of Bosheng Medical. Mr. Lin has also served as the executive director of some other members of the Group, such as (i) Wuhan Modern Hospital since December 2005; (ii) Guangzhou Woman Hospital since July 2008; (iii) Chongqing Wanzhou HarMoniCare Hospital since March 2009; (iv) Guiyang HarMoniCare Obstetrics and Gynecology Hospital since May 2009; (v) Chongqing Fuling HarMoniCare Hospital since June 2009; (vi) Fuzhou Modern Hospital since January 2010; (vii) Shenzhen HarMoniCare Hospital since July 2010; (viii) Guiyang HarMoniCare Hospital since March 2011; (ix) Beijing HarMoniCare Hospital since June 2011; (x) Chongqing Dushi Liren Hospital since August 2013; and (xi) Chongqing Modern Hospital since April 2014. Mr. Lin studied law at Central China Normal University from March 2008 to January 2010 and obtained a bachelor's degree in business management in July 2012 through online education.

Save as disclosed above, Mr. Lin does not hold any other position in the Company or other members of the Group. Mr. Lin is the sole director of Homecare International Investment Limited and the brother of Mr. Lin Yuhua and Mr. Lin Yurong, each is a substantial shareholder of the Company. Mr. Lin does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Lin has entered into a service contract with the Company as executive Director for a term of three years commencing from 7 July 2018, which may be terminated in accordance with the terms of the service contract. Mr. Lin is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Listing Rules and the Articles of Association. Mr. Lin is entitled to a salary of RMB609,600 per annum which is determined by the Board with reference to his duties and responsibility with the Company. Mr. Lin is also entitled to a discretionary bonus which is determined by the Board with reference to the Company's performance, the prevailing market condition and his performance.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

As at the Latest Practicable Date, Mr. Lin was deemed to be interested in 218,252,390 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Lin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders.

(2) MR. YANG GUO

Mr. Yang Guo (楊國), aged 37, is an executive Director and the Chief Executive Officer of the Company since August 2020. Mr. Yang has more than 15 years of working experience and worked as a vice president and chief executive officer responsible for strategy formulation and operation management of Beijing Century Yaolan Network Technology Co., Ltd. (北京世紀搖籃網絡技術有限公司) successively. Then he served as a vice president responsible for assisting the chairman of the group in participating in post-investment management and innovative integration of group cluster companies of Shanghai Tianyi Investment (Group) Co., Ltd. (上海天億投資(集團)有限公司) and acted as a chief executive officer responsible for strategy formulation and operation management of Chengdu Tiandiwang Information Technology Co., Ltd. (成都天地網信息科技有限公司), which was held by Shanghai Tianyi Investment (Group) Co., Ltd. (上海天億投資(集團)有限公司). Mr. Yang graduated from Jilin University (吉林大學) with a bachelor's degree in engineering and from China Europe International Business School (中歐國際工商學院) with a master's degree in business administration.

Mr. Yang was a director of Bencao Zhenxuan (Chengdu) Network Technology Co., Ltd. (本草珍選(成都)網絡科技有限公司), a company established in the People's Republic of China and engaged in the internet business, which was deregistered in June 2020 due to voluntary cessation of its business. Mr. Yang confirmed that the company was solvent at the time of it being deregistered and there was no wrongful act on his part leading to such deregistration and he is not aware of any actual or potential claim that has been or will be made against him as a result of the deregistration, and that his involvement in the above company was part and parcel of his services as a director of such company and that no misconduct or misfeasance had been involved in the deregistration of such company.

Save as disclosed above, Mr. Yang does not hold any other position in the Company or other members of the Group. Mr. Yang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Yang does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Yang has entered into a service contract with the Company as executive Director for a term of three years commencing from 11 August 2020, which may be terminated in accordance with the terms of the service contract. Mr. Yang is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Listing Rules and the Articles of Association. Mr. Yang is entitled to a salary of RMB100,000 per month and discretionary bonus, which are determined by the Board with reference to his duties and responsibilities in the Company, the results of the Company, the prevailing market condition and his performance.

As at the Latest Practicable Date, Mr. Yang did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Yang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Yang that need to be brought to the attention of the Shareholders.

(3) MR. WEI RONGDA

Mr. Wei Rongda (魏榮達), aged 37, is an executive Director and a vice president of the Company since August 2020. He is currently the general manager of the operation management department of the Group. Mr. Wei joined Shanxi Modern Woman Hospital (山西現代婦產醫院) in March 2005 and was the general manager of Weihai Modern Woman Hospital (威海現代婦產醫院) from April 2008 to December 2012. Mr. Wei acted as the general manager of Heilongjiang HarMoniCare Hospital (黑龍江和美婦產醫院), a subsidiary of the Group from December 2012 to July 2020, and a district general manager of the Group who was in charge of the operation management of Heilongjiang HarMoniCare Hospital (黑龍江和美婦產醫院), Wuhan Modern Hospital (武漢現代醫院) and Wuxi HarMoniCare Hospital (無錫和美醫院) from September 2018 to July 2020, and began to serve as the general manager of the operation management department of the Group from July 2020. Mr. Wei holds a master's degree in project management from China University of Geosciences (中國地質大學).

Save as disclosed above, Mr. Wei does not hold any other position in the Company or other members of the Group. Ms. Zhang Jinghua (張敬華女士), the spouse of Mr. Wei, is the sister of Ms. Zhang Qinghua (張慶華女士), who is the spouse of Mr. Lin Yuming (the chairman, an executive Director and president of the Company). Mr. Wei does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Wei has entered into a service contract with the Company as executive Director for a term of three years commencing from 11 August 2020, which may be terminated in accordance with the terms of the service contract. Mr. Wei is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Listing Rules and the Articles of Association.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Wei is entitled to receive a salary of RMB50,000 per month and discretionary bonus, which are determined by the Board with reference to his duties and responsibilities in the Company, the results of the Company, the prevailing market condition and his performance.

As at the Latest Practicable Date, Mr. Wei is deemed to be interested in 758,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Wei involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wei that need to be brought to the attention of the Shareholders.

(4) MR. CHEN LONGZHEN

Mr. Chen Longzhen (陳隆禎), aged 63, was appointed as an executive Director on 8 February 2021. Mr. Chen is currently the chief financial officer and vice president of the Company.

Mr. Chen served as the acting chief financial officer of the Group since December 2019 to August 2020. Mr. Chen served as the finance manager of Shandong Huimin Huarun Textile Co., Ltd. (山東惠民華潤紡織有限公司) from December 1999 to October 2001. Mr. Chen successively served as an assistant of general manager and finance director of China Resources Jinhua Co., Ltd. (華潤錦華股份有限公司) (currently known as Skyworth Digital Co., Ltd. (創維數字股份有限公司), listed on the Shenzhen Stock Exchange (stock code: 000810)) from October 2001 to February 2004. Mr. Chen served as a finance director of Shandong Juli Co., Ltd. (山東巨力股份有限公司) (currently known as Weichai Heavy Machinery Co., Ltd. (濰柴重機股份有限公司), listed on the Shenzhen Stock Exchange (stock code: 000880)) from March 2004 to August 2005. Mr. Chen served as a finance director of Gaode Zhongcai Technology Co., Ltd. (高德中彩科技有限公司) from August 2006 to March 2008, and a finance director of Xiamen Tianwei Industrial Co., Ltd. (廈門天威實業有限公司) from March 2008 to May 2010. Mr. Chen served as a vice finance director and vice director in securities investment department of Bosheng Medical Investment Co., Ltd. (博生醫療投資股份有限公司) from June 2010 to February 2015, mainly responsible for management of finance, securities and investment. Mr. Chen served as the chief financial officer of the Group from March 2015 to August 2017, mainly responsible for general finance management of the Group. Mr. Chen obtained an associate degree in industry accounting from Shandong TV University (山東廣播電視大學) in July 1986, and studied in economics management at Shandong Cadres Correspondence University (山東幹部函授大學) from July 1994 to June 1997. Mr. Chen also obtained the qualification of senior accountant from Human Resources and Social Security Department of Shandong Province (山東省人力資源和社會保障廳) in November 1997.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, Mr. Chen does not hold any other position in the Company or other members of the Group. Mr. Chen does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Chen does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Chen has entered into a service contract as an executive director with the Company for a term of three years commencing from 8 February 2021, which may be terminated in accordance with the terms of the service contract. Mr. Chen shall be subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Listing Rules and the Articles of Association. Mr. Chen is entitled to a salary of RMB100,000 per month and discretionary bonus, which are determined by the Board with reference to his duties and responsibilities in the Company, the results of the Company, the prevailing market condition and his performance.

As at the Latest Practicable Date, Mr. Chen did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

(5) MR. QIU JIANWEI

Mr. Qiu Jianwei (邱建偉), aged 44, is a non-executive Director and a member of the audit committee of the Company. Mr. Qiu had been the assistant general manager of the Direct Investment Department of Taikang Assets Management Co., Ltd. and the investment director of Taikang Community Investment Company Limited (“Taikang Community”) since he joined Taikang Life Insurance Company Limited (“Taikang”) in 2002. Mr. Qiu has been the director of TK Harmony Limited since November 2016, the vice president and chief investor officer of Taikang Healthcare Investment Holdings Limited from April 2018 to December 2019, the chief executive officer of TaiKang Healthcare Fund Management Co. Ltd since December 2018 and the chief executive officer of Taikang Community since December 2019, mainly responsible for the investment in and operation management of commercial real estate, high-end elderly communities, tertiary hospitals, specialist chain medical institutions, reform of private hospitals and other projects in the first and second tier core cities in China such as Beijing, Shanghai, Guangzhou, Shenzhen, Sanya, Suzhou, Nanjing, Chengdu, Wuhan, Hangzhou, Nanchang, Xiamen, Shenyang, Changsha, Nanning, Hefei, Wenzhou and Kunming, respectively, which cover an aggregated area of approximately 4 million m² with a total investment of over RMB70 billion. Mr. Qiu was graduated in Beijing Normal University and obtained a bachelor’s degree in international economics. He is also a postgraduate of Finance

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of the Research Institute of The People's Bank of China. Mr. Qiu holds the Certification of Fund Professional of Asset Management Association of China and has become a member representative of Shanghai Insurance Exchange since 5 December 2016.

Save as disclosed above, Mr. Qiu does not hold any other position in the Company or other members of the Group. Mr. Qiu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Qiu does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Qiu has signed an appointment letter with the Company as non-executive Director for a term of three years commencing from 20 December 2019, which may be terminated in accordance with the terms of the appointment letter. Mr. Qiu is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Listing Rules and the Articles of Association. Under the appointment letter, Mr. Qiu is not entitled to any director's fee.

As at the Latest Practicable Date, Mr. Qiu did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Qiu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Qiu that need to be brought to the attention of the Shareholders.

(6) MR. XU JUN

Mr. Xu Jun (徐軍), aged 52, is a non-executive Director and a member of the Nomination Committee. Mr. Xu is the managing director/person-in-charge of Strategic Equity Investment Department of Taikang Assets Management Co., Ltd. since April 2016 and is responsible for strategic equity investment. He has been appointed as a director of Sichuan He Fu Yi Yi Group Company Limited (四川和福醫頤集團股份有限公司) since September 2016, a director of TK Harmony Limited since November 2016, a legal person and director of Beijing Tongtai Glory Enterprise Management Company Limited* (北京通泰輝煌企業管理有限公司) from April 2017 to March 2019, a director of Beijing Jinsong Dental Hospital Investment Management Company Limited* (北京勁松口腔醫院投資管理有限公司) from August 2017 to October 2019, a director of TaiKang Healthcare Fund Management Co. Ltd since December 2018, a director of TK Healthcare Investment Limited since April 2019 and a director and legal representative of Shanghai Shengxu Health Management Consulting Co., Ltd* (上海昇煦健康管理諮詢有限公司) since July 2019, a director of Shanghai Jiaoteng Medical Management Co., Ltd. (上海蛟騰醫療管理有限公司) since March 2020, a director of TK Dental Limited since July 2020 and a director of Dingdang Medicine (Beijing) Technology Co., Ltd. (叮噹快藥科技集團有限公司) since September 2020. Mr. Xu was a senior analyst of Exis Consulting Company in New

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
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York, United States of America from February 1995 to March 1997 responsible for the analysis of bonds in emerging markets; director of Bank Paribas in New York, United States of America from April 1997 to May 2002 responsible for bonds and foreign exchange business; deputy general manager of First-Trust Fund Management in Shanghai from October 2002 to May 2004 responsible for investment research; general manager of China Region of Principal Financial Group from June 2004 to October 2005 responsible for the group's business in China; deputy general manager of the headquarters of CCB Principal Asset Management, Beijing from November 2005 to January 2010 responsible for financial engineering and risk management etc.; and general manager of China Region of Ashmore Investment Management Company from February 2010 to April 2016 responsible for the group's business in China. Mr. Xu was graduated in Shanghai Jiao Tong University and obtained a bachelor's degree in Applied Physics. He obtained a doctorate degree in Physics from Columbia University.

Save as disclosed above, Mr. Xu does not hold any other position in the Company or other members of the Group. Mr. Xu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Xu does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Xu has signed an appointment letter with the Company as non-executive Director for a term of three years commencing from 20 December 2019, which may be terminated in accordance with the terms of the appointment letter. Mr. Xu is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Listing Rules and the Articles of Association. Under the appointment letter, Mr. Xu is not entitled to any director's fee.

As at the Latest Practicable Date, Mr. Xu did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Xu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Xu that need to be brought to the attention of the Shareholders.

* *For identification purpose only*

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(7) MS. HSU WAI MAN HELEN

Ms. Hsu Wai Man Helen (徐慧敏), aged 50, was appointed an independent non-executive Director on 24 August 2020. She is also the chairman of the Remuneration Committee and the Audit Committee and a member of the Nomination Committee of the Company.

Ms. Hsu has over 20 years' experience in accounting. Ms. Hsu had worked in Ernst & Young for 18 years and was a partner of Ernst & Young before she retired from the firm in February 2011.

Ms. Hsu is currently an independent non-executive director of Richly Field China Development Limited (stock code: 0313), Perfect Shape Medical Limited (stock code: 1830), China Display Optoelectronics Technology Holdings Limited (stock code: 334) and Beijing Gas Blue Sky Holdings Limited (stock code: 6828), the shares of which are listed on the Main Board of the Stock Exchange, and Perfect Optronics Limited (stock code: 8311), the shares of which are listed on GEM of the Stock Exchange. Ms. Hsu was an independent non-executive director of BC Technology Group Limited (the shares of which are listed on the Main Board of the Stock Exchange, stock code: 0863) from April 2012 to May 2018, and an independent non-executive director of Circle International Holdings Limited (the shares of which are listed on the National Stock Exchange of Australia (NSX), stock code: CCH) from September 2017 to May 2020.

Ms. Hsu graduated from The Chinese University of Hong Kong with a bachelor's degree in business administration. She is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants.

Save as disclosed above, Ms. Hsu does not hold any other position in the Company or other members of the Group nor does she hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Ms. Hsu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Ms. Hsu has entered into an appointment letter with the Company as an independent non-executive director for a term of three years commencing from 24 August 2020, which may be terminated in accordance with the terms of the appointment letter. Ms. Hsu is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Listing Rules and the Articles of Association. Ms. Hsu is entitled to a director's fee in Hong Kong Dollar equivalent to RMB200,000 per annum, which is determined by the Board with reference to her performance, time commitment and responsibility with the Company.

As at the Latest Practicable Date, Ms. Hsu did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

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Save as disclosed above, there is no information which is discloseable nor is Ms. Hsu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Hsu that need to be brought to the attention of the Shareholders.

(8) MR. ZHANG JIDE

Mr. Zhang Jide (張繼德), aged 51, was appointed as an independent non-executive Director on 8 February 2021. He is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company.

Mr. Zhang is currently a professor and doctoral supervisor of the Beijing Technology and Business University. Mr. Zhang currently serves as an independent director of Jihua Group Co., Ltd. (stock code: 601718), Inner Mongolia North Hauler Joint Stock Co., Limited (stock code: 600262) and Fujian Oriental Silver Star Investment Co., Ltd. (stock code: 600753), the shares of such companies are listed on the Shanghai Stock Exchange.

Mr. Zhang served as an independent director of China Nonferrous Metal Industry's Foreign Engineering and Construction Co., Ltd. (中國有色金屬建設股份有限公司), shares of which are listed on the Shenzhen Stock Exchange (stock code: 000758), from May 2014 to May 2020; and an independent director of Guangdong Meiyang Jixiang Hydropower Co., Ltd. (廣東梅雁吉祥水電股份有限公司), shares of which are listed on the Shanghai Stock Exchange (stock code: 600868), from May 2013 to May 2019. Mr. Zhang obtained a doctor's degree in management from the Chinese Academy of Fiscal Sciences of Ministry of Finance. He has also obtained the qualification training certificate for independent directors of the Shanghai Stock Exchange in July 2011, and a Certificate of National Leading Accountant (全國會計領軍人才證書) in November 2016.

Save as disclosed above, Mr. Zhang does not hold any other position in the Company or other members of the Group nor does he hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Zhang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Zhang has entered into a letter of appointment as an independent non-executive director with the Company for a term of three years commencing from 8 February 2021, which may be terminated in accordance with the terms of the letter of appointment. Mr. Zhang is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Listing Rules and the Articles of Association. Mr. Zhang is entitled to a director's fee in Hong Kong Dollar equivalent to RMB200,000 per annum, which is determined by the Board with reference to his performance, time commitment and responsibility with the Company.

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As at the Latest Practicable Date, Mr. Zhang did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

(9) MR. LIN JINTING

Mr. Lin Jinting (林進挺), aged 53, was appointed as an independent non-executive Director on 8 February 2021. He is also a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Mr. Lin currently serves as an Executive Partner of Xianyou County Mingdao Investment Fund (Limited Partnership). Mr. Lin has served as various positions including chairman of China Hainan Rubber Industry Group Co., Ltd., shares of which are listed on the Shanghai Stock Exchange (stock code: 601118), chairman of Xiamen Unigroup Xueda Co., Ltd., shares of which are listed on the Shenzhen Stock Exchange (stock code: 000526) and chairman of Hainan Agricultural Reclamation Group Co., Ltd. (海南省農墾集團有限公司). Mr. Lin graduated from Tsinghua University with a bachelor's degree of engineering in thermal turbines and obtained a master's degree of business administration from The Open University of Hong Kong.

Save as disclosed above, Mr. Lin does not hold any other position in the Company or other members of the Group nor does he hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Lin does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Lin has entered into a letter of appointment as an independent non-executive director with the Company for a term of three years commencing from 8 February 2021, which may be terminated in accordance with the terms of the letter of appointment. Mr. Lin is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Listing Rules and the Articles of Association. Mr. Lin is entitled to a director's fee in Hong Kong Dollar equivalent to RMB200,000 per annum, which is determined by the Board with reference to his performance, time commitment and responsibility with the Company.

As at the Latest Practicable Date, Mr. Lin did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

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Save as disclosed above, there is no information which is discloseable nor is Mr. Lin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 758,418,085 Shares.

Subject to the passing of the ordinary resolution in respect of the granting of the Repurchase Mandate at the Annual General Meeting and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 758,418,085 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 75,841,808 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Share repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the latest published annual report of the Company for the year ended 31 December 2019) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

Trading in Shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2019, so there are no highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date. The last closing price per Share of the Company on the Stock Exchange before suspension was HK\$2.04.

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares 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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Lin Yuming, the substantial shareholder of the Company (as defined in the Listing Rules), together with Mr. Lin Yuhua and Mr. Lin Yurong, were interested in 271,922,365 Shares representing approximately 35.85% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the aggregate shareholding of Mr. Lin Yuming, Mr. Lin Yuhua and Mr. Lin Yurong would be increased to approximately 39.84% of the issued share capital of the Company. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

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和美醫療控股有限公司

HARMONICARE MEDICAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1509)

Notice is hereby given that the Annual General Meeting of **Harmonicare Medical Holdings Limited** (the “**Company**”) will be held at 8/F., Block A, Yuyang Zhiye Building, No. A2 Xiaoguan Beili, Beiyuan Road, Chaoyang District, Beijing, China on Thursday, 18 March 2021 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the years ended 31 December 2018 and 31 December 2019.
2.
 - (a) To re-elect Mr. Lin Yuming as executive director.
 - (b) To re-elect Mr. Yang Guo as executive director.
 - (c) To re-elect Mr. Wei Rongda as executive director.
 - (d) To re-elect Mr. Chen Longzhen as executive director.
 - (e) To re-elect Mr. Qiu Jianwei as non-executive director.
 - (f) To re-elect Mr. Xu Jun as non-executive director.
 - (g) To re-elect Ms. Hsu Wai Man Helen as independent non-executive director.
 - (h) To re-elect Mr. Zhang Jide as independent non-executive director.
 - (i) To re-elect Mr. Lin Jinting as independent non-executive director.
 - (j) To authorize the board of directors of the Company to fix the respective directors’ remuneration.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

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(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes 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 laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

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- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes 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 laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares 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 exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

By Order of the Board
Harmonicare Medical Holdings Limited
Mr. Lin Yuming
Chairman, Executive Director and President

Hong Kong, 11 February 2021

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Notes:

1. All resolutions at the Annual General Meeting will be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or, if holding two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

On a show of hands, every shareholder who is present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote. If a shareholder appoints more than one proxy, only one of the proxies so appointed and specified in the form of proxy is entitled to vote on the resolution on a show of hands provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such person shall have one vote on a show of hands. In the case of a poll, every shareholder present in person or by proxy or, in the case of a shareholder being a corporation, by a duly authorized representative shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with 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 Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 16 March 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Monday, 15 March 2021 to Thursday, 18 March 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 12 March 2021.