
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to what action to take in relation to this circular, you should consult your licensed securities dealer or other registered securities institutions, bank manager, solicitor, professional public accountant or other professional adviser.

If you have sold or transferred all your shares in **Guangdong Kanghua Healthcare Co., Ltd.***, you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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廣東康華醫療股份有限公司
GUANGDONG KANGHUA HEALTHCARE CO., LTD.*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3689)

WORK REPORT OF THE BOARD OF DIRECTORS FOR 2021
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2021
FINANCIAL REPORTS FOR 2021
ANNUAL REPORT FOR 2021
PROFIT DISTRIBUTION PLAN FOR 2021
RE-APPOINTMENT OF DOMESTIC AUDITOR AND INTERNATIONAL
AUDITOR OF THE COMPANY FOR 2022
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF 2021 ANNUAL GENERAL MEETING

Notice convening the AGM to be held at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC on Wednesday, 22 June 2022 at 3:00 p.m. is set out on pages 10 to 15 of this circular.

A reply slip and a form of proxy for use at the AGM are enclosed and are also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and of the Company (www.kanghuagp.com). Whether or not you intend to attend the AGM, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon no later than Thursday, 2 June 2022; and (ii) the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the AGM (i.e. before 3:00 p.m. on 21 June 2022) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM or any adjournment thereof should you so wish. **The Company strongly recommends you to monitor the development of the COVID-19 situation and to assess, based on the social distancing policies, the necessity for attending the AGM in person.**

* *for identification purpose only*

13 May 2022

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DEFINITIONS

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

“2021 Annual Report”	the annual report of the Company for the year ended 31 December 2021, which can be found on the HKExnews website of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and the Company’s website (http://www.kanghuagp.com)
“AGM”	the 2021 annual general meeting of the Company to be held at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC at 3:00 p.m. on Wednesday, 22 June 2022 or any adjournment thereof for the purpose of, considering and, if thought fit, approving the resolutions contained in the notice of the 2021 annual general meeting which is set out on pages 10 to 15 of this circular
“Articles of Association”	the articles of association of the Company currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	Guangdong Kanghua Healthcare Co., Ltd. (廣東康華醫療股份有限公司), a joint stock limited liability company established under the laws of the PRC and its H Shares are listed on Main Board of the Hong Kong Stock Exchange (Stock Code: 3689)
“Company Law”	the Company Law of the People’s Republic of China revised and adopted by the Standing Committee of the Twelfth National People’s Congress on 28 December 2013 and enforced on 1 March 2014 (as amended, supplemented or otherwise modified from time to time)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted Shares which are currently not listed or traded in any stock exchange
“Group”	the Company and its subsidiaries

DEFINITIONS

“H Share(s)”	overseas-listed foreign invested ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	the independent non-executive Director(s) of the Company
“Latest Practicable Date”	5 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Shares and H Shares
“Shareholder(s)”	shareholder(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD



廣東康華醫療股份有限公司
GUANGDONG KANGHUA HEALTHCARE CO., LTD.*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3689)

Executive Directors:

Mr. Wang Junyang (*Chairman*)
Mr. Chen Wangzhi (*Chief Executive Officer*)
Mr. Wong Wai Hung Simon (*Vice Chairman*)
Ms. Wang Aiqin

Non-executive Director:

Mr. Lv Yubo

Independent non-executive Directors:

Mr. Yeung Ming Lai
Dr. Chen Keji
Mr. Chan Sing Nun

Registered office:

3/F, Outpatient Zone One
Dongguan Kanghua Hospital
Nancheng Street Road
Dongguan
Guangdong Province
PRC

Headquarters and principal place of business in the PRC:

1000 Dongguan Avenue, Dongguan
Guangdong Province
PRC

Principal place of business in Hong Kong:

Unit 3207, Metroplaza Tower 2
223 Hing Fong Road
Kwai Fong, New Territories
Hong Kong

To the Shareholders

Dear Sir or Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2021
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2021
FINANCIAL REPORTS FOR 2021
ANNUAL REPORT FOR 2021
PROFIT DISTRIBUTION PLAN FOR 2021
RE-APPOINTMENT OF DOMESTIC AUDITOR AND INTERNATIONAL
AUDITOR OF THE COMPANY FOR 2022
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF 2021 ANNUAL GENERAL MEETING**

* For identification purpose only

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM (set out on pages 10 to 15 of this circular) and information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

At the AGM, ordinary resolutions will be proposed to approve, among others, (i) the work report of the Board for 2021 (the “**2021 Work Report of the Board**”); (ii) the work report of the Supervisory Committee for 2021 (the “**2021 Work Report of the Supervisory Committee**”); (iii) the 2021 financial reports of the Company (the “**2021 Financial Reports**”); (iv) the 2021 Annual Report; (v) the profit distribution plan for 2021 (the “**2021 Profit Distribution Plan**”); and (vi) the re-appointment of domestic auditor and international auditor of the Company for 2022 and authorise the Board to determine their respective remuneration. A special resolution will be proposed to approve the general mandate to issue Shares.

ORDINARY RESOLUTIONS:

1. 2021 Work Report of the Board

An ordinary resolution will be proposed at the AGM to approve the 2021 Work Report of the Board. Please refer to the report of the Board in the 2021 Annual Report.

The 2021 Work Report of the Board was considered and approved by the Board on 28 April 2022 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

2. 2021 Work Report of the Supervisory Committee

An ordinary resolution will be proposed at the AGM to approve the 2021 Work Report of the Supervisory Committee. Please refer to the report of the Supervisory Committee in the 2021 Annual Report.

The 2021 Work Report of the Supervisory Committee was considered and approved by the Supervisory Committee on 28 April 2022 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

3. 2021 Financial Reports

An ordinary resolution will be proposed at the AGM to approve the 2021 Financial Reports. Please refer to the audited consolidated financial statements in the 2021 Annual Report.

The 2021 Financial Reports were considered and approved by the Board on 28 April 2022 and are hereby proposed at the AGM for consideration and approval by the Shareholders.

LETTER FROM THE BOARD

4. 2021 Annual Report

An ordinary resolution will be proposed at the AGM to approve the 2021 Annual Report.

The 2021 Annual Report was considered and approved by the Board on 28 April 2022 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

5. 2021 Profit Distribution Plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2021 Profit Distribution Plan. According to the financial status and the operation and development status of the Company, the Company did not have any profit available for distribution as at 31 December 2021. The Board had resolved not to make profit distribution or convert the capital reserve to increase the Company's registered capital in 2021.

6. Re-appointment of domestic auditor and international auditor of the Company for 2022

The Board proposes that Ernst & Young Hua Ming LLP be re-appointed as the domestic auditor for the Company in 2022, responsible for providing relevant external auditing service in accordance with Chinese Accounting Standards for Business Enterprises until the close of the annual general meeting of the Company for 2022. The Board proposes that Messrs. Ernst & Young be re-appointed as the international auditor for the Company in 2022, responsible for providing relevant international auditing and reviewing service in accordance with the International Financial Reporting Standards until the close of the annual general meeting of the Company for 2022. The proposal on the re-appointment of domestic and international auditors and the authorisation to the Board to fix their remuneration is hereby proposed at the AGM for consideration and approval by the Shareholders.

LETTER FROM THE BOARD

SPECIAL RESOLUTION:

Resolution on general mandate to issue Shares

To provide more flexibility and convenience to the fundraisings for the Company, the proposal to issue additional shares of the Company and to grant the Board a general mandate is hereby proposed at the AGM for consideration and approval by the Shareholders:

- A. To consider and approve the Company to issue additional H Shares and additional Domestic Shares in the share capital of the Company (“**Additional Shares**”) and to grant to the Board a general mandate (“**General Mandate**”), subject to terms and conditions set out in this resolution, for the exercise by the Board during the Relevant Period (as defined in (iv)) of powers to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares (such Additional Shares being subject to a maximum of 20% of the respective aggregate number of issued H Shares and Domestic Shares of the Company as at the date of approval of this resolution), and to make or grant offers or agreements in respect of such Additional Shares:
- i. such General Mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
 - ii. the total number of Shares approved to be allotted or agreed conditionally or unconditionally to be allotted by the Board shall not exceed: (a) 20% of the total number of H Shares of the Company in issue at the date of the passing of this resolution; and/or (b) 20% of the total number of Domestic Shares of the Company in issue at the date of the passing of this resolution, otherwise than pursuant to any scrip dividend scheme or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares in accordance with the Articles of Association;
 - iii. the Board will only exercise its power under such mandate in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Hong Kong Listing Rules and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

LETTER FROM THE BOARD

iv. for the purposes of this resolution:

“**H Shares**” means the overseas-listed foreign invested ordinary shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars, and which are granted the permission to deal in and listed on the Hong Kong Stock Exchange;

“**Domestic Shares**” means the ordinary shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed and credited as fully paid up in Renminbi; and

“**Relevant Period**” means the period from the passing of this resolution until the earlier of:

- a. the conclusion of the 2022 annual general meeting of the Company following the passing of this resolution; or
- b. the date on which the authority conferred by this resolution is revoked or varied by a special resolution in a general meeting of the Company.

B. Subject to the Board issuing additional H Shares and additional Domestic Shares pursuant to this resolution, the Board be authorised to:

- i. approve, execute and do or procure to be executed and done, all documents, deeds and things as it may consider necessary in connection with the issue of such new Shares (including, but not limited to the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreement);
- ii. determine the use of proceeds and make all necessary filing, registration and applications with or to the relevant authorities in the PRC and/or Hong Kong (if required);
- iii. determine the registered capital and the number of Shares pursuant to the issue or allotment of Shares pursuant to this resolution, and register with the relevant authorities in the PRC and/or Hong Kong upon an increase of registered capital and the number of Shares; and
- iv. make amendments to the Articles of Association accordingly as it thinks fit so as to reflect the relevant matters such as the registered capital and new capital structure of the Company after the issue and allotment of Shares.

LETTER FROM THE BOARD

AGM

The Company will hold the AGM at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC at 3:00 p.m. on Wednesday, 22 June 2022 for the Shareholders to consider, and if thought fit, approve the resolutions relating to, among others, (i) the 2021 Work Report of the Board; (ii) the 2021 Work Report of the Supervisory Committee; (iii) the 2021 Financial Reports; (iv) the 2021 Annual Report; (v) the 2021 Profit Distribution Plan; and (vi) the re-appointment of domestic auditor and international auditor of the Company for 2022 and authorise the Board to determine their respective remuneration. A special resolution will be proposed at the AGM approve the general mandate to issue Shares. Notice of the AGM is set out on pages 10 to 15 of this circular.

CLOSURE OF REGISTER OF MEMBERS OF H SHARES AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE AGM

The register of members of H Shares of the Company will be closed from Monday, 23 May 2022 to Wednesday, 22 June 2022, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for attending the AGM and vote for all resolutions to be submitted thereat, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m., on Friday, 20 May 2022 for registration.

Enclosed herewith are the reply slip and proxy form for the AGM. Whether or not you wish to attend the AGM, please complete the enclosed reply slip and/or proxy form in accordance with instructions printed thereon and return them to the Company's H shares registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holders of H Shares) or the Company's principal place of business in Hong Kong at Unit 3207, Metroplaza Tower 2, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong (in case of holders of Domestic Shares), as soon as possible and in any event no later than Thursday, 2 June 2022 (for the reply slip) or by no later than 24 hours before the time appointed for the AGM (i.e. before 3:00 p.m. on 21 June 2022) or any adjournment thereof (for the proxy form (if any)). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish. The Company strongly recommends you to monitor the development of the COVID-19 situation and to assess, based on the social distancing policies, the necessity for attending the AGM in person.

Voting by Way of Poll

In accordance with Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at the AGM must be taken by poll. As such, all the resolutions set out in the notice convening the AGM will be voted by poll.

LETTER FROM THE BOARD

Save as disclosed in the circular, if any, no Shareholder will have a material interest in the matters to be approved and will be required to abstain from voting in respect of such resolutions.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, 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.

PRECAUTIONARY MEASURES FOR THE AGM

Taking into account of the dynamic development of COVID-19, the Company will implement the following prevention and control measures at the AGM to protect the Shareholders from the risk of infection:

- (i) compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be permitted entry into the meeting venue;
- (ii) every Shareholder or proxy is required to wear surgical face mask throughout the meeting;
- (iii) no souvenirs will be distributed; and
- (iv) no refreshments will be served.

RECOMMENDATIONS

The Directors (including the Independent Non-executive Directors) consider that all the above resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the aforesaid resolutions to be proposed at the AGM.

By order of the Board
Guangdong Kanghua Healthcare Co., Ltd.*
Mr. Wang Junyang
Chairman

13 May 2022

* For identification purpose only

NOTICE OF 2021 ANNUAL GENERAL MEETING



廣東康華醫療股份有限公司
GUANGDONG KANGHUA HEALTHCARE CO., LTD.*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3689)

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (the “**AGM**”) of Guangdong Kanghua Healthcare Co., Ltd. (the “**Company**”) will be held at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC on Wednesday, 22 June 2022 at 3:00 p.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, approve the work report of board of directors of the Company (the “**Board**”) for 2021.
2. To consider and, if thought fit, approve the work report of supervisory committee of the Company for 2021.
3. To consider and, if thought fit, approve the financial reports of the Company for 2021.
4. To consider and, if thought fit, approve the annual report of the Company for 2021.
5. To consider and, if thought fit, approve the profit distribution plan of the Company for 2021.
6. To consider and, if thought fit, approve the re-appointment of Ernst & Young Hua Ming LLP as the Company’s domestic auditor and Messrs. Ernst & Young as the Company’s international auditor, respectively until the close of the annual general meeting of the Company for 2022, and to authorise the Board to fix their respective remuneration.

* *For identification purpose only*

NOTICE OF 2021 ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

7. To consider and approve the Company to issue additional H Shares and additional Domestic Shares in the share capital of the Company (“**Additional Shares**”) and to grant to the Board a general mandate (“**General Mandate**”), subject to terms and conditions set out in this resolution, for the exercise by the Board during the Relevant Period (as defined below) of powers to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares (such Additional Shares being subject to a maximum of 20% of the respective aggregate number of issued H Shares and Domestic Shares of the Company as at the date of approval of this resolution), and to make or grant offers or agreements in respect of such Additional Shares:
- (1) To consider and approve the Company to issue additional H Shares and additional Domestic Shares in the share capital of the Company and to grant to the Board a general mandate, subject to terms and conditions set out, to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares and to make or grant offers or agreements in respect of such Additional Shares:
- i. such General Mandate shall not extend beyond the Relevant Period (as defined in (iv)) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
 - ii. the total number of shares of the Company approved to be allotted or agreed conditionally or unconditionally to be allotted by the Board, shall not exceed: (a) 20% of the total number of H Shares of the Company in issue at the date of the passing of this resolution; and/or (b) 20% of the total number of Domestic Shares of the Company in issue at the date of the passing of this resolution, otherwise than pursuant to any scrip dividend scheme or similar arrangement providing for the allotment of such shares of the Company in lieu of the whole or part of a dividend on such shares in accordance with the articles of association of the Company;
 - iii. the Board will only exercise its power under such mandate in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and only if all necessary approvals from the China Securities Regulatory Commission, the Stock Exchange of Hong Kong Ltd. (the “**Hong Kong Stock Exchange**”) and/or other relevant PRC government authorities are obtained; and

NOTICE OF 2021 ANNUAL GENERAL MEETING

iv. for the purposes of this resolution:

“**H Shares**” means the overseas-listed foreign invested ordinary shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars, and which are granted the permission to deal in and list on the Hong Kong Stock Exchange;

“**Domestic Shares**” means the ordinary shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed and credited as fully paid up in Renminbi; and

“**Relevant Period**” means the period from the passing of this resolution until the earlier of:

- (a) the conclusion of the 2022 annual general meeting of the Company following the passing of this resolution; or
- (b) the date on which the authority conferred by this resolution is revoked or varied by a special resolution in a general meeting of the Company.

(2) Subject to the Board issuing additional H Shares and additional Domestic Shares pursuant to this resolution, the Board be authorised to:

- i. approve, execute and do or procure to be executed and done, all documents, deeds and things as it may consider necessary in connection with the issue of such new shares of the Company (including, but not limited to the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreement);
- ii. determine the use of proceeds and make all necessary filing, registration and applications with or to the relevant authorities in the PRC and/or Hong Kong (if required);
- iii. determine the registered capital and the number of shares of the Company pursuant to the issue or allotment of shares pursuant to this resolution, and register with the relevant authorities in the PRC and/or Hong Kong upon an increase of registered capital and the number of shares of the Company; and

NOTICE OF 2021 ANNUAL GENERAL MEETING

- iv. make amendments to the articles of association of the Company accordingly as it thinks fit so as to reflect relevant matters such as the registered capital and new capital structure of the Company after the issue and allotment of shares of the Company.

By order of the Board
Guangdong Kanghua Healthcare Co., Ltd.*
Mr. Wang Junyang
Chairman

Dongguan, the PRC

13 May 2022

As at the date of this notice, the Board comprises:

Executive directors:

Mr. Wang Junyang (*Chairman*)
Mr. Chen Wangzhi (*Chief executive officer*)
Mr. Wong Wai Hung Simon (*Vice chairman*)
Ms. Wang Aiqin

Independent non-executive directors:

Mr. Yeung Ming Lai
Dr. Chen Keji
Mr. Chan Sing Nun

Non-executive director:

Mr. Lv Yubo

Notes:

1. Closure of register of members of H Shares and ascertaining of eligibility for attending the AGM

The register of members of H Shares of the Company will be closed from Monday, 23 May 2022 to Wednesday, 22 June 2022, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for attending the AGM and vote for all resolutions to be submitted thereat, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m., on Friday, 20 May 2022 for registration.

2. Proxy

- (1) Each shareholder entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. A proxy need not be a shareholder of the Company. The Company strongly recommends you to monitor the development of the COVID-19 situation and to assess, based on the social distancing policies, the necessity for attending the above meeting in person, and the board of directors of the Company respectfully recommends that, for the same reason, the shareholders to appoint the chairman of the above meeting as their proxy rather than a third party to attend and vote on their behalf at the above meeting (or any adjournment thereof).

* For identification purpose only

NOTICE OF 2021 ANNUAL GENERAL MEETING

- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised.
- (3) To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other document of authorisation (if any) must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (if any) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM (i.e. before 3:00 p.m. on 21 June 2022) or any adjournment thereof (as the case may be). Completion and return of the proxy will not preclude shareholders from attending and vote at the meeting should they wish to do so.
- (4) Any voting at the AGM shall be taken by poll.

3. Registration procedures for attending the AGM

- (1) A shareholder or his proxy should present proof of identity when attending the AGM. If a shareholder is a legal person, its legal representative or other person authorised by the Board or other governing body of such shareholder may attend the AGM by providing a copy of the resolution of the Board or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders of the Company intending to attend the AGM in person or by their proxies should complete and return the reply slip for attending the AGM on or before Thursday, 2 June 2022 to (a) the Company's principal place of business in Hong Kong at Unit 3207, Metroplaza Tower 2, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong (for holders of Domestic Shares); or (b) Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares).
- (3) A shareholder may return the above reply slip in person, by post or by facsimile to the Company's principal place of business in Hong Kong (for holders of Domestic Shares) or the office of Computershare Hong Kong Investor Services Limited (for holders of H Shares).
- (4) Shareholders or proxies attending the AGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. The votes abstained will be counted in the calculation of the required majority.

4. Voting method at the AGM

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a shareholders' general meeting must be taken by poll. Accordingly, the chairman of the AGM will demand a poll in relation to all the proposed resolutions at the AGM.

NOTICE OF 2021 ANNUAL GENERAL MEETING

5. Miscellaneous

(1) The AGM is expected to take no more than half a day. Shareholders who attend the AGM shall bear their own travelling and accommodation expenses.

(2) The address of the Company's H Share Registrar is:

Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

(3) The address and contact details of the Company's principal place of business in Hong Kong is:

Unit 3207, Metroplaza Tower 2
223 Hing Fong Road
Kwai Fong, New Territories
Hong Kong
Telephone: (852) 2428 2880
Facsimile: (852) 2418 5688

(4) Precautionary measures for the AGM

Taking into account of the dynamic development of COVID-19, the Company will implement the following prevention and control measures at the AGM to protect the Shareholders from the risk of infection:

- (i) compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be permitted entry into the meeting venue;
- (ii) every Shareholder or proxy is required to wear surgical face mask throughout the meeting;
- (iii) no souvenirs will be distributed; and
- (iv) no refreshments will be served.