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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Town Health International Medical Group Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Town Health International Medical Group Limited
康健國際醫療集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 3886)

- (1) RE-ELECTION OF RETIRING DIRECTORS;**
**(2) GRANT OF GENERAL MANDATES TO ISSUE SHARES AND TO
REPURCHASE SHARES;**
(3) PROPOSED FINAL DIVIDEND;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at 11:30 a.m. on Tuesday, 20 June 2023 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong is set out on pages 34 to 39 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon by 11:30 a.m. on Sunday, 18 June 2023 or not less than 48 hours before the time appointed for holding the adjourned meeting to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment or postponement thereof should you so wish, and in such event the instrument appointing a proxy shall be deemed to be revoked.

19 May 2023

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened to be held at 11:30 a.m. on Tuesday, 20 June 2023 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong, the notice of which is set out on pages 34 to 39 of this circular, or any adjournment or postponement thereof
“Audit Committee”	the audit committee of the Board
“Auditor”	the auditor of the Company
“Board”	the board of Directors
“Broad Idea”	Broad Idea International Limited
“Bye-laws”	the bye-laws of the Company
“CLIG”	中國人壽保險(集團)公司 (in English, for identification purpose only, China Life Insurance (Group) Company)
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Company”	Town Health International Medical Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability whose Shares are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	the general mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate as set out in the resolution numbered 8 in the notice convening the AGM

DEFINITIONS

“Final Dividend”	the proposed final dividend of HK0.12 cent per Share for the year ended 31 December 2022
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 6 in the notice convening the AGM
“Latest Practicable Date”	15 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“Nomination Policy”	the nomination policy of the Company
“PRC”	People’s Republic of China excluding, for the purpose of this circular only, Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares which shall not exceed 10% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 7 in the notice convening the AGM

DEFINITIONS

“Retiring Directors”	the Directors retiring at the AGM and, being eligible, offering themselves for re-election at the AGM in accordance with the Bye-laws
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

LETTER FROM THE BOARD



Town Health International Medical Group Limited 康健國際醫療集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 3886)

Executive Directors:

Mr. Jin Zhaogen (*Chief Executive Officer*)
Ms. Zhao Xiangke (*Chief Financial Officer*)
Dr. Wong Chi Kit Nelson
Dr. Wong Chun Wa
Mr. Ng Ting Chi
Ms. Yao Yuan
Ms. Lau Wai Yee, Susanna
Dr. Tsang Wah Tak, Kenneth (*Deputy Chairman*)
Mr. Shiu Shu Ming
Mr. Liu Gefeng (*Deputy Chairman*)
Mr. Chan Chun Hong

Non-executive Directors:

Mr. Kong Dechang (*Chairman*)
Mr. Hou Jun

Independent non-executive Directors:

Mr. Ho Kwok Wah, George, *MH*
Mr. Yu Xuezhong
Dr. Xu Weiguo
Mr. Chui Tsan Kit
Mr. Han Wenxin
Mr. Hung Hing Man
Mr. Tang Chi Kong

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

*Head office and principal place
of business in Hong Kong:*

6th Floor
Town Health Technology Centre
10-12 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

19 May 2023

To the Shareholders

Dear Sir or Madam,

**(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) GRANT OF GENERAL MANDATES TO ISSUE SHARES AND TO
REPURCHASE SHARES; AND
(3) PROPOSED FINAL DIVIDEND**

INTRODUCTION

The Company will propose resolutions at the AGM to, among other matters, re-elect the Retiring Directors, grant to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and declare the Final Dividend.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Bye-law 99 of the Bye-laws and pursuant to code provision B.2.2 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, Mr. Jin Zhaogen, Ms. Zhao Xiangke, Mr. Kong Dechang, Dr. Xu Weiguo and Mr. Hou Jun will retire by rotation at the AGM. Mr. Jin Zhaogen, Ms. Zhao Xiangke, Mr. Kong Dechang, Dr. Xu Weiguo and Mr. Hou Jun, being eligible, will offer themselves for re-election at the AGM.

In accordance with Bye-law 102(B) of the Bye-laws, Dr. Tsang Wah Tak, Kenneth, Mr. Shiu Shu Ming, Mr. Liu Gefeng, Mr. Han Wenxin, Mr. Hung Hing Man, Mr. Tang Chi Kong and Mr. Chan Chun Hong, being appointed by the Board to fill a casual vacancy or as an addition to the Board, will hold office until the next following annual general meeting of the Company after their appointments and Dr. Tsang Wah Tak, Kenneth, Mr. Shiu Shu Ming, Mr. Liu Gefeng, Mr. Han Wenxin, Mr. Hung Hing Man, Mr. Tang Chi Kong and Mr. Chan Chun Hong, being eligible, will offer themselves for re-election at the AGM.

Information on the Retiring Directors as required to be disclosed by the Listing Rules is set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 28 June 2022, ordinary resolutions were passed to grant the general mandates to the Directors (i) to allot, issue or otherwise deal with new Shares not exceeding 20% of the number of issued Shares as at 28 June 2022 and the number (up to a maximum of 10% of the number of issued Shares as at 28 June 2022) of any Shares repurchased by the Company; and (ii) to repurchase Shares not exceeding 10% of the number of issued Shares as at 28 June 2022.

The general mandates will expire at the conclusion of the AGM. Resolutions will be proposed at the AGM to grant the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED FINAL DIVIDEND

Subject to the Shareholders' approval at the AGM, the Board has recommended the payment of the Final Dividend to the Shareholders and it is expected that the Final Dividend will be paid on or around Friday, 8 September 2023 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 4 July 2023. For the purpose of determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Thursday, 29 June 2023 to Tuesday, 4 July 2023, both dates inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement of the Shareholders to the Final Dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Wednesday, 28 June 2023.

AGM

Notice convening the AGM is set out on pages 34 to 39 of this circular. At the AGM, resolutions will be proposed to, among other matters, consider and, if thought fit, re-elect the Retiring Directors, approve the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and declare the Final Dividend. As required under the Listing Rules, all resolutions put to vote at the AGM will be decided by way of poll.

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 15 June 2023 to Tuesday, 20 June 2023, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Wednesday, 14 June 2023.

Form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon by 11:30 a.m. on Sunday, 18 June 2023 or not less than 48 hours before the time appointed for holding the adjourned meeting to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment or postponement thereof should you so wish, and in such case the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the re-election of the Retiring Directors, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the proposed Final Dividend are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote for all the resolutions to be proposed at the AGM.

By order of the Board

Town Health International Medical Group Limited

Jin Zhaogen

Executive Director and Chief Executive Officer

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

The following is the information required to be disclosed by the Listing Rules on the Retiring Directors proposed to be re-elected at the AGM:

(A) MR. JIN ZHAOGEN (“MR. JIN”)

Mr. Jin Zhaogen, aged 42, has been appointed as an executive Director and the chief executive officer of the Company since 26 March 2021. Mr. Jin is a member of each of the Nomination Committee and the Remuneration Committee. Mr. Jin is also a director of a number of subsidiaries of the Company, and the legal representative and chairman of a subsidiary of the Company in the PRC.

Mr. Jin has extensive experience in equity investment and management. From 2007 to 2011, Mr. Jin worked in the asset management department of CLIG with last position as senior supervisor. From 2011 to 2016, Mr. Jin worked in the direct investment department of China Life Investment Holding Company Limited (國壽投資控股有限公司) with last position as senior investment manager. Since October 2016, Mr. Jin has been a member of the investment committee, a member of the risk management committee and the director of the Risk and Compliance Department of China Life Private Equity Investment Company Limited (國壽股權投資有限公司) (“**China Life Private Equity**”) and he has been a member of the management committee of China Life Private Equity since 2017. China Life Private Equity is a wholly-owned subsidiary of CLIG, a substantial Shareholder as at the Latest Practicable Date. Mr. Jin graduated from the University of International Business and Economics (對外經濟貿易大學) in July 2002 with a bachelor’s degree in economics. In July 2007, Mr. Jin obtained a master’s degree in economics from the Institute of Finance of the People’s Bank of China (中國人民銀行金融研究所).

Save as disclosed above, as at the Latest Practicable Date, Mr. Jin did not hold (i) any other positions with the Company or other members of the Group; and (ii) any other major appointment and professional qualification.

As at the Latest Practicable Date, Mr. Jin (i) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Jin has entered into a letter of appointment with the Company as an executive Director for a term commencing from 22 December 2022 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to such letter of appointment, Mr. Jin is entitled to an emolument of HK\$20,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Mr. Jin has also entered into service contracts with the Group for his role as the chief executive officer of the Company. Pursuant to such service contracts, Mr. Jin is entitled to remuneration of HK\$180,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Group, and a discretionary bonus which will depend on the business performance of the Group and his performance.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Jin as an executive Director that need to be brought to the attention of the Shareholders.

(B) MS. ZHAO XIANGKE (“MS. ZHAO”)

Ms. Zhao Xiangke, aged 37, has been appointed as an executive Director since 26 March 2021 and has been appointed as the chief financial officer of the Company since December 2019. Ms. Zhao is also a director of a number of subsidiaries of the Company.

Ms. Zhao was an associate director of the Investment Management Department of China Life Private Equity before April 2021. Ms. Zhao had worked in the audit department and financial advisory department of two international accounting firms, serving a number of listed companies and private enterprises, and has extensive experience in the provision of financial, auditing and advisory professional services. Ms. Zhao graduated from Renmin University of China (中國人民大學) with a bachelor’s degree in economics in June 2008. Ms. Zhao is a member of CPA Australia.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhao (i) did not hold any other positions with the Company or other members of the Group; and (ii) did not hold any other major appointment and professional qualification.

As at the Latest Practicable Date, Ms. Zhao (i) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

Ms. Zhao has entered into a letter of appointment with the Company as an executive Director for a term commencing from 26 March 2021 to 25 March 2024, and she will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to such letter of appointment, Ms. Zhao is entitled to an emolument of HK\$20,000 per month, which was determined by the Board with reference to her duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Ms. Zhao has also entered into service contracts with the Group for her role as the chief financial officer of the Company, pursuant to which she is entitled to remuneration of HK\$145,000 per month and guaranteed annual bonus of HK\$100,000, which was determined by the Board with reference to her duties and responsibilities with the Group, and a discretionary bonus which will depend on the business performance of the Group and her performance.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Ms. Zhao as an executive Director that need to be brought to the attention of the Shareholders.

(C) MR. KONG DECHANG (“MR. KONG”)

Mr. Kong Dechang, aged 50, has been appointed as a non-executive Director, the chairman of the Company and the chairman of the Nomination Committee since 21 May 2021.

Mr. Kong has extensive experience in banking and insurance industries as well as management of government affairs, which together familiarized himself with corporate management, finance and investment. From 2008 to 2012, Mr. Kong worked in various departments of the Agricultural Bank of China, successively serving as the deputy office director of the board of directors, the deputy office director of Share Reform Leading Group, a vice president of Qinghai Branch, and the general manager of the “Three Agricultures” Policy and Planning Department.

From 2012 to 2016, Mr. Kong served as the deputy director of the Tianjin Financial Services Office (天津市金融服務辦公室)(renamed as Tianjin Financial Work Bureau (天津市金融工作局) in September 2014), and then the deputy director and director of the Tianjin Financial Work Bureau (天津市金融工作局). From 2016 to 2019, Mr. Kong was the mayor of Tianjin Dongli District.

From April 2019 to March 2021, Mr. Kong was a vice president of China Life Investment Holding Company Limited (國壽投資控股有限公司), which is currently known as China Life Investment Management Company Limited (國壽投資保險資產管理有限公司). Since September 2020, Mr. Kong has been the president of China Life Healthcare Investment Company Limited (國壽健康產業投資有限公司).

Mr. Kong graduated from the Shandong Institute of Mining (山東礦業學院) (now known as Shandong University of Science and Technology) in 1994 with a bachelor’s degree in engineering. He completed the postgraduate course of international law in the University of International Business and Economics in 2003. Mr. Kong obtained a doctorate degree in management from Central South University in 2007.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Save as disclosed above, as at the Latest Practicable Date, Mr. Kong did not hold (i) any other positions with the Company or other members of the Group; and (ii) any other major appointment and professional qualification.

As at the Latest Practicable Date, Mr. Kong (i) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Kong has entered into a letter of appointment with the Company as a non-executive Director and the chairman of the Company for a term commencing from 21 May 2021 to 20 May 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-Laws. Mr. Kong is not entitled to any remuneration from the Company in his capacity as a non-executive Director and the chairman of the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Kong as a non-executive Director that need to be brought to the attention of the Shareholders.

(D) DR. XU WEIGUO (“DR. XU”)

Dr. Xu Weiguo, aged 71, has been appointed an independent non-executive Director since 31 March 2021. Dr. Xu is also a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

Dr. Xu has solid theoretical foundation and profound practical experience in clinical medicine and hospital management. Dr. Xu is a former dean of the Xinhua Hospital affiliated to Shanghai Jiao Tong University School of Medicine (上海交通大學醫學院附屬新華醫院). He has also been a doctoral adviser of Shanghai Jiao Tong University.

Dr. Xu is currently the chairman of Health Management Branch of China Association of Medical Equipment (中國醫學裝備協會健康管理分會), a researcher of the Academic Committee of China Academy of Management Sciences (中國管理科學研究院學術委員會) and a researcher of the Health Policy Research Center of Shanghai Jiao Tong University (上海交通大學衛生政策研究中心).

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Dr. Xu was formerly a director of the Graduate School of Strategic Management of China Hospital Development Institute (中國醫院發展研究院醫院戰略管理研究所), a member of the Academic Committee of the Research Center for Healthcare Management of School of Economics and Management of Tsinghua University (清華大學經濟管理學院醫療管理研究中心學術顧問委員會) and a final evaluation expert of 2009年中華醫學科技獎 (in English, for identification purpose only, the “2009 Chinese Medical Science and Technology Award”).

Dr. Xu was awarded 中國醫院「先聲杯」優秀院長 (in English, for identification purpose only, the “Xian Sheng Cup” – “Outstanding Dean of Hospitals in China”) by the Chinese Hospital Association (中國醫院協會) in 2010 and 「華仁杯」2011最具領導力中國醫院院長 (in English, for identification purpose only, the “Hua Ren Cup 2011- Dean of Best Leadership of Hospitals in China”) by the China Hospital CEO Magazine (中國醫院院長雜誌社) in 2011.

Dr. Xu graduated from Harbin Medical University (哈爾濱醫科大學) in 1980 and obtained the master degree in medicine from Shanghai Jiao Tong University School of Medicine (上海交通大學醫學院) (formerly known as Shanghai Second Medical University (上海第二醫科大學)) in 1993 and the doctoral degree in management from Tongji University (同濟大學) in 2004. Dr. Xu was qualified as a Chief Physician by Shanghai Jiao Tong University School of Medicine (formerly known as Shanghai Second Medical University) in 2000.

Save as disclosed above, as at the Latest Practicable Date, Dr. Xu did not hold (i) any other positions with the Company or other members of the Group; and (ii) any other major appointment and professional qualification.

As at the Latest Practicable Date, Dr. Xu (i) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

The recommendation of Dr. Xu was made by the Board after considering various factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the Nomination Policy and the board diversity policy of the Company. The Board has taken into account of the gender, age, cultural and educational background, and professional experience of Dr. Xu, which can bring further contribution to the Board and its diversity. The Board, taking into account of the extensive experience in clinical medicine and hospital management of Dr. Xu, which can bring objective and independent judgement to the Board and contribute to the diversity of the Board, is satisfied that Dr. Xu has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board considers that the re-election of Dr. Xu as an independent non-executive Director would be in the interests of the Company and the Shareholders as a whole. The Board has reviewed Dr. Xu's written confirmation of independence and was satisfied with the independence of Dr. Xu having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

Dr. Xu has entered into a letter of appointment with the Company as an independent non-executive Director for a term commencing from 31 March 2021 to 30 March 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the By-laws. Pursuant to such letter of appointment, Dr. Xu is entitled to an emolument of HK\$16,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Dr. Xu as an independent non-executive Director that need to be brought to the attention of the Shareholders.

(E) MR. HOU JUN (“MR. HOU”)

Mr. Hou, aged 45, has been appointed as a non-executive Director since 25 May 2020.

Mr. Hou is currently the deputy general manager of the investment management department of CLIG. He had worked in various departments of CLIG including finance department, asset management department and investment management department from 2004 to 2016 and had been the assistant to the general manager of the investment management department of CLIG from 2016 to 2020. Mr. Hou obtained a bachelor's degree in Economics (majoring in Investment Economics) from Shanxi University of Finance and Economics in July 2000, and a master's degree in Economics (majoring in Finance) from Central University of Finance and Economics in June 2004. Mr. Hou is also a non-executive director of Sino-Ocean Group Holding Limited, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 3377).

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Save as disclosed above, as at the Latest Practicable Date, Mr. Hou did not hold (i) any other positions with the Company or other members of the Group; (ii) any other major appointment and professional qualification; and (iii) any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Hou (i) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (ii) was not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Hou has entered into a letter of re-appointment with the Company as a non-executive Director for a term commencing from 1 January 2022 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Mr. Hou is not entitled to any remuneration from the Company in his capacity as a non-executive Director.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Hou as a non-executive Director that need to be brought to the attention of the Shareholders.

(F) DR. TSANG WAH TAK, KENNETH (“DR. TSANG”)

Dr. Tsang, aged 61, has been appointed as an executive Director since 11 November 2022 and he has also been appointed as a member of each of the Nomination Committee and the Remuneration Committee since 12 December 2022. He has been appointed as a deputy chairman of the Company since 22 December 2022. Dr. Tsang is also a director of a number of subsidiaries of the Company.

Dr. Tsang obtained the bachelor’s degree in Medicine and Surgery in July 1986 and the degree of Doctor of Medicine in December 1995 from the University of Glasgow. Dr. Tsang has become a registered medical practitioner by the Medical Council of Hong Kong since 1996. Dr. Tsang was elected to the Membership of the Royal Colleges of Physicians of the United Kingdom in November 1989, as a Fellow by Hong Kong College of Physicians in January 1996, as a Fellow by the Hong Kong Academy of Medicine in the specialty of Medicine in October 1996, as a Collegiate Member of the Royal College of Physicians and Surgeons of Glasgow in July 2000, as a Physician Fellow of the Royal College of Physicians and Surgeons of Glasgow in March 2001, to the Fellowship of Royal College of Physicians of London in May 2001, as a Fellow of the American College of Chest Physicians in October 1997 and the American College of Clinical Pharmacology in February 1998. Dr. Tsang has been accredited in Respiratory Medicine from August 1993 and in Internal Medicine from July 1994 by the Hong Kong College of Physicians.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Dr. Tsang was an Associate Editor in Respiriology. Dr. Tsang was appointed as Adjunct Professor in the Faculty of Health and Social Sciences at The Hong Kong Polytechnic University from November 2005 to October 2007, and was appointed as a Section Head in the Respiratory Disorders Faculty of Faculty of 1000 Medicine. Dr. Tsang was appointed as the Chairman of the Hong Kong Lung Foundation from 2007 to 2009 and has been an Executive Board Member of the Hong Kong Lung Foundation since 2009. Dr. Tsang was appointed as the President of the Hong Kong Thoracic Society from 2001 to 2003, and is currently a Council Member of the Hong Kong Thoracic Society. Dr. Tsang has been appointed as the Vice-President of The Society of Physicians of Hong Kong since 2008. Dr. Tsang has been a member of the Grant Review Board of the Health and Medical Research Fund Research Council since October 2003. Dr. Tsang was a Distinguished Professor at Guangzhou Medical University (formerly known as Guangzhou Medical College) in the PRC from November 2011 to November 2014. Dr. Tsang has been appointed as Honorary Clinical Professor in the Department of Medicine at The University of Hong Kong since 2013. Dr. Tsang has been registered as Specialist in Respiratory Medicine since March 1998.

Dr. Tsang was a director of (i) Pegasus Investments Limited (“**Pegasus**”), a private company incorporated in Hong Kong and dissolved by deregistration on 22 April 2022 under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“**Chapter 622**”); (ii) Pixel Investments Limited (“**Pixel**”), a private company incorporated in Hong Kong and dissolved by deregistration on 14 April 2022 under Chapter 622; (iii) Sharp Wealthy Limited, a private company incorporated in Hong Kong and dissolved by deregistration on 3 November 2017 under Chapter 622; (iv) Hong Kong Medical Specialists Limited, a private company incorporated in Hong Kong and dissolved by deregistration on 23 September 2016 under Chapter 622; and (v) University Medical Specialists Limited, a private company incorporated in Hong Kong and dissolved by deregistration on 22 July 2011 under the then prevailing Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (“**Chapter 32**”). Dr. Tsang has confirmed that Pegasus, Pixel, Sharp Wealthy Limited, Hong Kong Medical Specialists Limited and University Medical Specialists Limited were inactive and solvent prior to their dissolution, and there was no wrongful act on his part leading to the dissolution of such companies, and that he is not aware of any actual or potential claim that has been or will be made against him as a result of their dissolution.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

As at the Latest Practicable Date, Dr. Tsang had interest in 141,879,000 underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Dr. Tsang (i) did not hold any other positions with the Company or other members of the Group; (ii) did not hold any other major appointment and professional qualification; and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Dr. Tsang (i) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meaning ascribed to them in the Listing Rules).

In light of his appointment as a deputy chairman of the Company, Dr. Tsang has entered into a new letter of appointment (“**New Appointment Letter**”) with the Company as an executive Director and a deputy chairman of the Company for a term commencing from 22 December 2022 to 31 December 2024, as replacement of his letter of appointment with the Company as an executive Director. Dr. Tsang will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to the New Appointment Letter, Dr. Tsang is entitled to an emolument of HK\$20,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Dr. Tsang as an executive Director that need to be brought to the attention of the Shareholders.

(G) MR. SHIU SHU MING (“MR. SHIU”)

Mr. Shiu, aged 53, has been appointed as an executive Director since 11 November 2022. Mr. Shiu is also a director of a number of subsidiaries of the Company.

Mr. Shiu was awarded the Degree of Bachelor of Arts in Accountancy from the City University of Hong Kong (formerly known as City Polytechnic of Hong Kong) in November 1993. He is a qualified member of the Hong Kong Institute of Certified Public Accountants. He was admitted as a Fellow of the Association of Chartered Certified Accountants in October 2002. Mr. Shiu has over 20 years’ experience in corporate finance, mergers and acquisitions, initial public offerings and fund raising exercises in various ventures and projects with a deal portfolio covering private entities, PRC state-owned enterprises and publicly listed companies in Hong Kong, the PRC, Malaysia, Singapore and Indonesia.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Mr. Shiu was (i) a non-executive director of Golden Century International Holdings Group Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 91) from March 2020 to September 2021; and (ii) a non-executive director of Orient Securities International Holdings Limited, a company whose shares are listed on GEM of the Stock Exchange (stock code: 8001) from June 2022 to July 2022.

Mr. Shiu has been appointed as (i) a non-executive director of Kingkey Intelligence Culture Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 550) since January 2023; (ii) a joint company secretary of China Smartpay Group Holdings Limited, a company whose shares are listed on GEM of the Stock Exchange (stock code: 8325) since October 2020; (iii) a non-executive director of Oriental Payment Group Holdings Limited, a company whose shares are listed on GEM of the Stock Exchange (stock code: 8613) since December 2021; and (iv) an independent non-executive director of Tianyun International Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 6836) since April 2022. Mr. Shiu has been redesignated from a non-executive director to an executive director of Orient Securities International Holdings Limited since July 2022.

Mr. Shiu was a director of (i) Pegasus; (ii) Pixel; (iii) Fundmega Limited, a private company incorporated in Hong Kong and dissolved by deregistration on 30 September 2022 under Chapter 622; (iv) Integrated Chinese Medicine Holdings (2010) Limited, a private company incorporated in Hong Kong and dissolved by striking off on 25 January 2019 under Chapter 622; (v) Gold Sleeve Limited, a private company incorporated in the British Virgin Islands and dissolved by striking off on 1 May 2014 under the BVI Business Companies Act 2004; (vi) Fulcrum Holding Limited, a private company incorporated in Hong Kong and dissolved by deregistration on 6 February 2009 under Chapter 32; (vii) Top Praise Technology Limited, a private company incorporated in Hong Kong and dissolved by deregistration on 11 January 2008 under Chapter 32; and (viii) Information Security Systems Consultant Limited, a private company incorporated in Hong Kong and dissolved by deregistration on 6 July 2007 under Chapter 32. Mr. Shiu has confirmed that Pegasus, Pixel, Fundmega Limited, Integrated Chinese Medicine Holdings (2010) Limited, Gold Sleeve Limited, Fulcrum Holding Limited, Top Praise Technology Limited and Information Security Systems Consultant Limited were inactive and solvent prior to their dissolution, and there was no wrongful act on his part leading to the dissolution of such companies, and that he is not aware of any actual or potential claim that has been or will be made against him as a result of their dissolution.

As at the Latest Practicable Date, Mr. Shiu had interest in 31,304,000 underlying Shares within the meaning of Part XV of the SFO.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Save as disclosed above, as at the Latest Practicable Date, Mr. Shiu (i) did not hold any other positions with the Company or other members of the Group; (ii) did not hold any other major appointment and professional qualification; (iii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) was not interested in any Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Shiu did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meaning ascribed to them in the Listing Rules).

Mr. Shiu has entered into a letter of appointment with the Company as an executive Director for a term commencing from 11 November 2022 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to such letter of appointment, Mr. Shiu is entitled to an emolument of HK\$20,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Shiu as an executive Director that need to be brought to the attention of the Shareholders.

(H) MR. LIU GEFENG (“MR. LIU”)

Mr. Liu, aged 56, has been appointed as an executive Director and a deputy chairman of the Company since 22 December 2022. Mr. Liu is also a director, the legal representative and chairman of a number of subsidiaries of the Company in the PRC.

Mr. Liu obtained his bachelor's degree in economics and master's degree in economics from the Renmin University of China (中國人民大學) in July 1989 and January 1999, respectively. Mr. Liu worked at 中國青少年讀物發行總公司 (in English, for identification purpose only, China Youngster's Books Publishing Corporation) from October 1989 to June 1992. During the period from June 1992 to May 2000, Mr. Liu worked at various financial institutions in the PRC, including China CITIC Bank (中信實業銀行), Hainan Machinery Trust Investment Company (海南機設信託投資公司), Shenyin & Wanguo Securities Company Limited (申銀萬國證券有限公司) and Zhong Bao Trust Investments Company (中保信託投資公司). Mr. Liu worked at CLIG from May 2000 to September 2003 and China Life Insurance Company Limited (中國人壽保險股份有限公司) from September 2003 to September 2022, with his last position at the latter being deputy general manager of the investment management center. Mr. Liu has been appointed as a member of the management committee of China Life Private Equity since September 2022.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Mr. Liu was appointed as an assistant to the director of the Development and Reform Commission of Guangxi Zhuang Autonomous Region (廣西壯族自治區發改委) from October 2013 to November 2015. Mr. Liu was appointed as the deputy director of the management committee of the Tianjin Port Free Trade Zone (天津港保稅區管理委員會) from November 2015 to December 2017.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu did not hold (i) any other positions with the Company or other members of the Group; and (ii) any other major appointment and professional qualification.

As at the Latest Practicable Date, Mr. Liu (i) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Liu has entered into a letter of appointment with the Company as an executive Director and a deputy chairman of the Company for a term commencing from 22 December 2022 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to such letter of appointment, Mr. Liu is entitled to an emolument of HK\$20,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

Mr. Liu has also entered into service contracts with the Group as Director – China Business Development for a term commencing from 23 December 2022 to 22 December 2024. Pursuant to such service contracts, Mr. Liu is entitled to remuneration of HK\$180,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Group, and a discretionary bonus which will depend on the business performance of the Group and his performance.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Liu as an executive Director that need to be brought to the attention of the Shareholders.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

(I) MR. HAN WENXIN (“MR. HAN”)

Mr. Han, aged 48, has been appointed as an independent non-executive Director since 15 August 2022.

Mr. Han obtained a degree of Bachelor of Arts from the University of International Relations in July 1997 and obtained a degree of Master of Science in International Business from the University of Nottingham in December 2007. Mr. Han has been the chairman of CCD Strategy Limited since September 2019. Mr. Han has also been the executive director of Shanghai Hehuang Medical Technology Co., Ltd. since December 2020. Mr. Han is a vice chairman of Hainan Saint Apricot Medical Development Foundation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Han did not hold (i) any other positions with the Company or other members of the Group; and (ii) any other major appointment and professional qualification.

As at the Latest Practicable Date, Mr. Han (i) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

The recommendation of Mr. Han was made by the Board after considering various factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the Nomination Policy and the board diversity policy of the Company. The Board has taken into account of the gender, age, cultural and educational background, and professional experience of Mr. Han, which can bring further contribution to the Board and its diversity. The Board, taking into account of the extensive experience in strategic planning, leadership and performance management of Mr. Han, which can bring objective and independent judgement to the Board and contribute to the diversity of the Board, is satisfied that Mr. Han has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board considers that the re-election of Mr. Han as an independent non-executive Director would be in the interests of the Company and the Shareholders as a whole. The Board has reviewed Mr. Han's written confirmation of independence and was satisfied with the independence of Mr. Han having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Han has entered into a letter of appointment with the Company as an independent non-executive Director for a term commencing from 15 August 2022 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to such letter of appointment, Mr. Han is entitled to an emolument of HK\$16,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Han as an independent non-executive Director that need to be brought to the attention of the Shareholders.

(J) **MR. HUNG HING MAN (“MR. HUNG”)**

Mr. Hung, aged 52, has been appointed as an independent non-executive Director since 10 February 2023.

Mr. Hung obtained his master’s degree in Business Administration from the University of Western Sydney in August 2006. Mr. Hung is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Taxation Institute of Hong Kong and the Society of Chinese Accountants and Auditors. Mr. Hung is currently a proprietor of a certified public accountants firm. He has extensive working experience in corporate finance, accounting, auditing and taxation sectors.

Mr. Hung has been appointed as (i) an independent non-executive director of China Information Technology Development Limited, a company whose shares are listed on GEM of the Stock Exchange (stock code: 8178) since April 2015; and (ii) an independent non-executive director of Heng Tai Consumables Group Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 197) since February 2017.

Mr. Hung was an independent non-executive director of REXLot Holdings Limited, a company whose shares were listed on the Main Board of the Stock Exchange (former stock code: 555) (“**REXLot**”), from January 2019 to November 2020. REXLot was incorporated in Bermuda with limited liabilities and principally engaged in investment holding. As set out in the announcement of REXLot dated 10 March 2020, on 10 March 2020, REXLot received a winding-up petition filed by the petitioners against REXLot under Chapter 32 in the High Court of the Hong Kong Special Administrative Region (“**Court**”) to wind up REXLot on the ground that REXLot is insolvent and unable to pay its debts in relation to the 6.00% convertible bonds due 28 September 2016 (subsequently extended to 28 April 2017) (outstanding principal amount of HK\$79,169,779.64 of which were held by the petitioners) and the 4.50% convertible bonds due 17 April 2019 (outstanding principal amount of HK\$199,665,742 of which were held by one of the petitioners) issued by REXLot. Pursuant to an order made by the Court dated 20 August 2020, REXLot was ordered to be wound up. The listing of the shares of REXLot on the Stock Exchange was cancelled with effect from 10 May 2021.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Mr. Hung was a director of Homestore Global Online Retails Ltd (“**Homestore**”), a private limited company incorporated in England and Wales. The business of Homestore was operation of online retail sales. Homestore was dissolved via compulsory strike-off on 14 June 2022 under Section 1000 of the Companies Act 2006. Mr. Hung has confirmed that Homestore was inactive and solvent prior to its dissolution.

Mr. Hung was also a director of Chris & Nigel Consulting Company Limited (“**C&N**”), a private limited company incorporated in Hong Kong. The business of C&N was consulting of accounting services. C&N was dissolved by deregistration on 8 November 2002 under Chapter 32. Mr. Hung has confirmed that C&N was inactive and solvent prior to deregistration.

Save as disclosed above, as at the Latest Practicable Date, Mr. Hung did not hold (i) any other positions with the Company or other members of the Group; (ii) any other major appointment and professional qualification; and (iii) any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Hung (i) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (ii) was not interested in any Shares within the meaning of Part XV of the SFO.

The recommendation of Mr. Hung was made by the Board after considering various factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the Nomination Policy and the board diversity policy of the Company. The Board has taken into account of the gender, age, cultural and educational background, and professional experience of Mr. Hung, which can bring further contribution to the Board and its diversity. The Board, taking into account of the extensive experience in corporate finance, accounting, auditing and taxation sectors of Mr. Hung, which can bring objective and independent judgement to the Board and contribute to the diversity of the Board, is satisfied that Mr. Hung has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board considers that the re-election of Mr. Hung as an independent non-executive Director would be in the interests of the Company and the Shareholders as a whole. The Board has reviewed Mr. Hung’s written confirmation of independence and was satisfied with the independence of Mr. Hung having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Mr. Hung has entered into a letter of appointment with the Company as an independent non-executive Director for a term commencing from 10 February 2023 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to such letter of appointment, Mr. Hung is entitled to an emolument of HK\$16,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Hung as an independent non-executive Director that need to be brought to the attention of the Shareholders.

(K) MR. TANG CHI KONG (“MR. TANG”)

Mr. Tang, aged 34, has been appointed as an independent non-executive Director since 10 February 2023.

Mr. Tang obtained the Bachelor of Arts degree in Accounting and Finance from the University of Keele in the United Kingdom in July 2010. Mr. Tang has been awarded the Professional Diploma in Tax Advisory by the School of Continuing and Professional Education, City University of Hong Kong in November 2022. Mr. Tang is a certified public accountant of The Hong Kong Institute of Certified Public Accountants, a member of the Association of Chartered Certified Accountants and a certified Financial Risk Manager. Mr. Tang has over 10 years of experience in the field of auditing, accounting, financial management and company secretarial matters.

Mr. Tang has worked as the company secretary of two companies whose shares being listed on the Stock Exchange, including being the company secretary of Bradaverse Education (Int'l) Investments Group Limited (formerly known as Hong Kong Education (Int'l) Investments Limited), a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1082), since December 2021.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tang did not hold (i) any other positions with the Company or other members of the Group; and (ii) any other major appointment and professional qualification.

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

As at the Latest Practicable Date, Mr. Tang (i) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

The recommendation of Mr. Tang was made by the Board after considering various factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the Nomination Policy and the board diversity policy of the Company. The Board has taken into account of the gender, age, cultural and educational background, and professional experience of Mr. Tang, which can bring further contribution to the Board and its diversity. The Board, taking into account of the extensive experience in auditing, accounting, financial management and company secretarial matters of Mr. Tang, which can bring objective and independent judgement to the Board and contribute to the diversity of the Board, is satisfied that Mr. Tang has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board considers that the re-election of Mr. Tang as an independent non-executive Director would be in the interests of the Company and the Shareholders as a whole. The Board has reviewed Mr. Tang's written confirmation of independence and was satisfied with the independence of Mr. Tang having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Tang has entered into a letter of appointment with the Company as an independent non-executive Director for a term commencing from 10 February 2023 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to such letter of appointment, Mr. Tang is entitled to an emolument of HK\$16,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Tang as an independent non-executive Director that need to be brought to the attention of the Shareholders.

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(L) MR. CHAN CHUN HONG (“MR. CHAN”)

Mr. Chan, aged 59, has been appointed as an executive Director since 2 March 2023. Mr. Chan graduated from The Hong Kong Polytechnic University with a degree of Bachelor of Arts in Accountancy in November 1997.

Mr. Chan was an executive director and the managing director of Wang On Group Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1222) from March 1997 to February 2021 and from September 2005 to February 2021, respectively. With respect to Easy One Financial Group Limited, a company whose shares were listed on the Main Board of the Stock Exchange until its listing was withdrawn from the Stock Exchange on 21 October 2020 (former stock code: 221), Mr. Chan was its managing director and executive director from January 2007 to December 2020 and its chairman from June 2008 to December 2020. Mr. Chan was the chairman and an executive director of China Agri-Products Exchange Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 149) from February 2009 to February 2021. He was appointed as the chief executive officer of China Agri-Products Exchange Limited from August 2010 to February 2021. Mr. Chan was the chairman and a non-executive director of Wang On Properties Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code:1243) from December 2015 to February 2021. Mr. Chan was the managing director and an executive director of Wai Yuen Tong Medicine Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 897), from August 2001 to March 2018 and from August 2001 to February 2021, respectively.

Mr. Chan was a director of the companies below, which were deregistered or struck off or, the business registration of which was cancelled as these companies ceased to carry on business. As confirmed by Mr. Chan, each of these companies was dormant at the time when it was dissolved and so far as he was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against him.

Name of company	Place of incorporation	Nature of business	Means of dissolution	Date of dissolution/ cancellation of business registration	Reason for dissolution/ cancellation of business registration
Asia Richly Investment Limited	Hong Kong	Property holding	Deregistration	17 February 2012	Dormant
Bondrich Enterprises Limited	Hong Kong	<i>(Note)</i>	Deregistration	11 May 2018	Dormant
Caltex Investment Limited	Hong Kong	Investment holding	Deregistration	22 March 2013	Dormant

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Name of company	Place of incorporation	Nature of business	Means of dissolution	Date of dissolution/ cancellation of business registration	Reason for dissolution/ cancellation of business registration
Charm Capital Enterprises Limited	Hong Kong	<i>(Note)</i>	Deregistration	8 June 2018	Dormant
China Agri-Products (Chenzhou) Limited	Hong Kong	Investment holding	Deregistration	11 May 2018	Dormant
China Agri-Products (Fuzhou) Limited	Hong Kong	<i>(Note)</i>	Deregistration	11 May 2018	Dormant
China Agri-Products (Huzhou) Limited	Hong Kong	<i>(Note)</i>	Deregistration	18 January 2019	Dormant
China Agri-Products (Shiyan) Limited	Hong Kong	<i>(Note)</i>	Deregistration	25 May 2018	Dormant
China Agri-Products (Taizhou) Limited	Hong Kong	<i>(Note)</i>	Deregistration	11 May 2018	Dormant
China Agri-Products (Yueyang) Limited	Hong Kong	Investment holding	Deregistration	11 May 2018	Dormant
China Agri-Products Investment Holdings Limited	Hong Kong	<i>(Note)</i>	Deregistration	18 May 2018	Dormant
CITIC Asset Management (Holding) Corporation Limited	Hong Kong	<i>(Note)</i>	Deregistration	8 June 2018	Dormant
Excel Hero Investment Limited	Hong Kong	Property holding	Deregistration	17 February 2012	Dormant
First Gain Development Limited	Hong Kong	<i>(Note)</i>	Deregistration	3 August 2018	Dormant
Gold Riches Developments Limited	British Virgin Islands	Property holding	Winding Up (others)	20 June 2000	Dormant
Grand Basic Limited	Hong Kong	<i>(Note)</i>	Deregistration	15 June 2018	Dormant
Group Century Limited	Hong Kong	<i>(Note)</i>	Deregistration	30 September 2020	Dormant
Group Win Development Limited	Hong Kong	<i>(Note)</i>	Deregistration	11 May 2018	Dormant
Hong Jin Agri-Products Logistics Group Limited	Hong Kong	<i>(Note)</i>	Deregistration	8 June 2018	Dormant
Hong Jin Agri-Products Wholesale Market (Luohe) Limited	Hong Kong	<i>(Note)</i>	Deregistration	15 June 2018	Dormant

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Name of company	Place of incorporation	Nature of business	Means of dissolution	Date of dissolution/ cancellation of business registration	Reason for dissolution/ cancellation of business registration
Hong Jin Agri-Products Wholesale Market (Zhanjiang) Limited	Hong Kong	<i>(Note)</i>	Deregistration	8 June 2018	Dormant
Keytech Investment Limited	Hong Kong	Investment holding	Deregistration	8 February 2013	Dormant
Lucky Century Limited	Hong Kong	Investment holding	Deregistration	19 April 2013	Dormant
Real World Limited	British Virgin Islands	Investment holding	Strike-off	28 January 2003	Dormant
Rich Fine Limited	Hong Kong	Investment holding	Deregistration	28 December 2012	Dormant
Sky Regal Investment Limited	Hong Kong	Property holding	Deregistration	2 March 2012	Dormant
Smart Base Investments Limited	Hong Kong	<i>(Note)</i>	Deregistration	11 May 2018	Dormant
South Global Investment Limited	Hong Kong	Investment holding	Deregistration	28 June 2013	Dormant
Supermix Investment Limited	Hong Kong	Investment holding	Deregistration	28 December 2012	Dormant
Venko Limited	Hong Kong	Investment holding	Deregistration	30 September 2011	Dormant
Whole Winner Investment Limited	Hong Kong	Property holding	Deregistration	17 February 2012	Dormant
憑祥宏進農副產品批發市場有限公司	PRC	Provision of management services	Business registration cancelled	28 July 2014	Dormant
廣州宏安企業管理諮詢有限公司	PRC	Provision of management services	Business registration cancelled	19 August 2014	Dormant

APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

Name of company	Place of incorporation	Nature of business	Means of dissolution	Date of dissolution/ cancellation of business registration	Reason for dissolution/ cancellation of business registration
常州中悅房地產開發有限公司	PRC	Provision of management services	Business registration cancelled	31 March 2009	Dormant
常州金億利房地產開發有限公司	PRC	Provision of management services	Business registration cancelled	31 March 2009	Dormant
東莞宏安企業管理諮詢有限公司	PRC	Provision of management services	Business registration cancelled	10 May 2011	Dormant

Note: The company had not commenced business since its incorporation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan did not hold (i) any other positions with the Company or other members of the Group; (ii) any other major appointment and professional qualification; and (iii) any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chan (i) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (ii) was not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Chan has entered into a letter of appointment with the Company as an executive Director for a term commencing from 2 March 2023 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to such letter of appointment, Mr. Chan is entitled to an emolument of HK\$20,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Chan as an executive Director that need to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Repurchase Mandate proposed to be approved at the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to exercise all the powers of the Company to repurchase issued and fully paid Shares in the capital of the Company. Under such mandate, the number of Shares that the Company may repurchase will not exceed 10% of the number of issued Shares as at the date of passing the resolution granting the Repurchase Mandate. The Company's authority is restricted to repurchases made on the Stock Exchange.

(I) SHARE CAPITAL

As at the Latest Practicable Date, the total Shares in issue comprised 6,773,522,452 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares are issued or repurchased prior to the date of the AGM, could accordingly result in up to 677,352,245 Shares, representing 10% of the number of issued Shares, being repurchased by the Company.

(II) REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

(III) FUNDING OF REPURCHASES

The Company is empowered by the memorandum of continuance of the Company and the Bye-laws to repurchase the Shares. Repurchases will be funded entirely from the funds legally available for that purpose. The laws of Bermuda provide that the repurchase of Shares may only be effected out of the capital paid up on the repurchased Shares, funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose. Any amount of premium payable on the repurchase over the par value of the Shares to be repurchased must be out of either funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account. Such repurchase may not be made if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

The Directors do not propose to exercise the Repurchase Mandate to such an extent as it would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. There might be an adverse impact on the working capital or gearing position of the Company as compared with the position as at 31 December 2022, the date to which the latest audited consolidated financial statements of the Group were made up, in the event that the Repurchase Mandate is exercised in full.

(IV) SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

		Per Share	
		Highest	Lowest
		HK\$	HK\$
2022	May	0.485	0.415
	June	0.475	0.360
	July	0.600	0.420
	August	0.520	0.450
	September	0.520	0.420
	October	0.405	0.325
	November	0.355	0.280
	December	0.380	0.290
2023	January	0.380	0.290
	February	0.360	0.290
	March	0.345	0.295
	April	0.320	0.295
	May (up to the Latest Practicable Date)	0.305	0.280

(V) UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Bermuda, the memorandum of continuance of the Company and the Bye-laws.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

(VI) DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries pursuant to any exercise of the Repurchase Mandate.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares pursuant to any exercise of the Repurchase Mandate.

(VII) IMPLICATIONS UNDER THE TAKEOVERS CODE

If on the exercise of the power to repurchase 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 for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Should the Directors exercise the proposed Repurchase Mandate in full, to the best of the knowledge and belief of the Directors, on the basis that each of (i) the shareholding of Broad Idea, a substantial Shareholder holding 1,418,576,764 Shares, representing approximately 20.94% of the total number of Shares in issue as at the Latest Practicable Date; and (ii) the shareholding of CLIG, a substantial Shareholder holding 1,785,098,644 Shares, representing approximately 26.35% of the total number of Shares in issue as at the Latest Practicable Date, remain the same and there is no change in the total number of Shares in issue, the shareholding of Broad Idea would be increased to approximately 23.27% of the reduced total number of Shares in issue and the shareholding of CLIG would be increased to approximately 29.28% of the reduced total number of Shares in issue. Such increases would not give rise to an obligation of any such Shareholder to make a mandatory offer under Rule 26 of the Takeovers Code.

To the best of the Directors' knowledge and belief, and having made all reasonable enquiries, they are not aware of any consequences which will give rise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Directors have no present intention to exercise the power to repurchase Shares to the extent that the resultant total number of Shares in issue in public hands would be reduced to below 25%.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

(VIII) SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company repurchased a total of 169,050,000 Shares on the Stock Exchange, with the aggregate consideration paid (before expenses) amounting to HK\$56,672,910.

Particulars of the share repurchases are as follows:

	Number of Shares repurchased	Price per Share		Aggregate consideration (before expenses) HK\$
		Highest	Lowest	
		HK\$	HK\$	
4 November 2022	21,400,000	0.355	0.340	7,486,800
7 November 2022	22,998,000	0.350	0.345	7,935,520
8 November 2022	20,000,000	0.350	0.340	6,901,200
9 November 2022	2,100,000	0.345	0.330	711,930
10 November 2022	13,400,000	0.340	0.320	4,445,190
11 November 2022	7,100,000	0.340	0.320	2,360,320
14 November 2022	4,500,000	0.335	0.320	1,483,120
15 November 2022	8,600,000	0.335	0.320	2,801,440
16 November 2022	3,500,000	0.310	0.305	1,076,950
17 November 2022	1,300,000	0.310	0.305	397,630
18 November 2022	1,300,000	0.310	0.305	397,220
21 November 2022	300,000	0.315	0.305	93,820
22 November 2022	2,000,000	0.310	0.300	609,550
23 November 2022	1,900,000	0.305	0.295	571,330
25 November 2022	1,200,000	0.295	0.285	346,000
28 November 2022	200,000	0.300	0.300	60,000
29 November 2022	200,000	0.305	0.305	61,000
30 November 2022	400,000	0.310	0.310	124,000
1 December 2022	500,000	0.310	0.305	154,000
2 December 2022	800,000	0.310	0.300	242,300
5 December 2022	1,682,000	0.310	0.300	513,510
6 December 2022	400,000	0.305	0.305	122,000
7 December 2022	4,300,000	0.305	0.300	1,309,760
8 December 2022	2,464,000	0.320	0.300	762,740
9 December 2022	700,000	0.305	0.300	210,500
12 December 2022	3,300,000	0.305	0.300	990,770

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

	Number of Shares repurchased	Price per Share		Aggregate consideration (before expenses) <i>HK\$</i>
		Highest	Lowest	
		<i>HK\$</i>	<i>HK\$</i>	
13 December 2022	3,100,000	0.305	0.300	930,500
14 December 2022	300,000	0.305	0.300	91,000
15 December 2022	2,900,000	0.305	0.295	870,000
16 December 2022	2,200,000	0.300	0.295	652,640
19 December 2022	3,000,000	0.300	0.290	886,440
20 December 2022	3,368,000	0.300	0.290	995,680
21 December 2022	500,000	0.310	0.300	151,500
30 December 2022	112,000	0.350	0.350	39,200
4 January 2023	15,100,000	0.370	0.360	5,578,750
5 January 2023	11,000,000	0.365	0.360	3,985,000
9 January 2023	926,000	0.350	0.345	323,600

NOTICE OF ANNUAL GENERAL MEETING



Town Health International Medical Group Limited 康健國際醫療集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 3886)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Town Health International Medical Group Limited (“**Company**”) will be held at 11:30 a.m. on Tuesday, 20 June 2023 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company, the report of the directors and the independent auditor’s report for the year ended 31 December 2022.
2. To declare a final dividend of HK0.12 cent per ordinary share for the year ended 31 December 2022.
3. To re-elect the following retiring directors of the Company:
 - (a) Mr. Jin Zhaogen as an executive director of the Company;
 - (b) Ms. Zhao Xiangke as an executive director of the Company;
 - (c) Dr. Tsang Wah Tak, Kenneth as an executive director of the Company;
 - (d) Mr. Shiu Shu Ming as an executive director of the Company;
 - (e) Mr. Liu Gefeng as an executive director of the Company;
 - (f) Mr. Chan Chun Hong as an executive director of the Company;
 - (g) Mr. Kong Dechang as a non-executive director of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (h) Mr. Hou Jun as a non-executive director of the Company;
 - (i) Dr. Xu Weiguo as an independent non-executive director of the Company;
 - (j) Mr. Han Wenxin as an independent non-executive director of the Company;
 - (k) Mr. Hung Hing Man as an independent non-executive director of the Company;
and
 - (l) Mr. Tang Chi Kong as an independent non-executive director of the Company.
4. To authorise the board of directors of the Company to fix the directors' remuneration.
5. To re-appoint Moore Stephens CPA Limited as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

6. **“THAT:**
- (A) subject to paragraph (C) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with new ordinary shares in the share capital of the Company (“**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (B) the approval in paragraph (A) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(C) the number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to Shares issued as a result of a Rights Issue (as defined below), the exercise of the subscription or conversion rights attaching to any warrants issued by the Company or the exercise of options granted under any share option scheme of the Company or any scrip dividend providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares, shall not exceed the aggregate of:

(aa) 20 per cent. of the number of issued Shares as at the date of the passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares purchased or repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares as at the date of the passing of this resolution),

and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly;

(D) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (C) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (C) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

(E) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 bye-laws of the Company or any applicable law of Bermuda to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the directors of the Company to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- 7. “**THAT:**
 - (A) subject to paragraph (B) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase or repurchase ordinary shares in the share capital of the Company (“**Shares**”), subject to and in accordance with all applicable laws and rules, on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
 - (B) the number of Shares which may be purchased or repurchased by the Company or agreed to be purchased or repurchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10 per cent. of the number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;
 - (C) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (B) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (B) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

- (D) for the purpose of this resolution, “**Relevant Period**” means the period from the date of 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 bye-laws of the Company or any applicable law of Bermuda to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
8. “**THAT** conditional upon the passing of resolutions numbered 6 and 7 set out in the notice convening this meeting, the number of ordinary shares in the share capital of the Company (“**Shares**”) which is purchased or repurchased by the Company pursuant to the authority granted to the directors of the Company by resolution numbered 7 set out in the notice convening this meeting shall be added to the number of Shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to resolution numbered 6 set out in the notice convening this meeting, provided that such Shares shall not exceed 10 per cent. of the number of issued Shares as at the date of passing of this resolution.”

By order of the Board
Town Health International Medical Group Limited
Jin Zhaogen
Executive Director and Chief Executive Officer

Hong Kong, 19 May 2023

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

*Head office and principal place
of business in Hong Kong:*

6th Floor
Town Health Technology Centre
10-12 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To ascertain the entitlement of the shareholders of the Company to attend and vote at the meeting convened by the above notice, the register of members of the Company will be closed from Thursday, 15 June 2023 to Tuesday, 20 June 2023, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Wednesday, 14 June 2023.
3. To ascertain the entitlement of the shareholders of the Company to the proposed final dividend for the year ended 31 December 2022, the register of members of the Company will be closed from Thursday, 29 June 2023 to Tuesday, 4 July 2023, both dates inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to the proposed final dividend for the year ended 31 December 2022, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Wednesday, 28 June 2023.
4. 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 thereof), must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 11:30 a.m. on Sunday, 18 June 2023 or not less than 48 hours before the time appointed for holding the adjourned meeting.
5. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting or any adjournment or postponement thereof and in such event the instrument appointing a proxy shall be deemed to be revoked.
6. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all the above resolutions will be decided by way of poll.
7. If a number 8 or higher typhoon signal or black rainstorm warning is in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<https://townhealth.com/>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.
8. References to time and dates in this notice are to Hong Kong time and dates.