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## **China Medical & HealthCare Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 383)**

### **PROPOSED ADOPTION OF THE NEW BYE-LAWS**

This announcement is made by China Medical & HealthCare Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Pursuant to the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, the Listing Rules were amended with effect from 31 December 2023, among others, that any “corporate communication” (as defined under the Listing Rules) must, to the extent permitted under all applicable laws and regulations, be satisfied by the listed issuer (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the Stock Exchange’s website. Listed issuers must make any necessary amendments to their constitutional documents no later than the first annual general meeting following 31 December 2023 to facilitate their compliance with such requirements.

Accordingly, the board of directors (the “**Board**”) of the Company proposes to amend the existing bye-laws (the “**Bye-Laws**”) of the Company (the “**Proposed Amendments**”) in order to, among others, bring the Bye-Laws in line with the relevant requirements of the Listing Rules and the applicable laws of Bermuda. In view of the number of amendments, the Board proposes to effect the Proposed Amendments by adoption of the second amended and restated Bye-Laws (the “**New Bye-Laws**”) in substitution for, and to the exclusion of, the Bye-Laws.

The Proposed Amendments and the proposed adoption of the New Bye-Laws are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming special general meeting (the “**SGM**”) to be held by the Company, and will become effective upon the approval by the Shareholders at the SGM. Prior to the passing of the special resolution at the SGM, the Bye-Laws will remain valid.

A circular of the Company containing, among other things, details of the Proposed Amendments and the adoption of the New Bye-Laws, together with a notice convening the SGM will be despatched to the Shareholders in due course.

The Chinese version of the New Bye-Laws in the circular is a translation for reference only and in case of discrepancy between the English version and the Chinese version, the English version shall prevail.

By Order of the Board  
**China Medical & HealthCare Group Limited**  
**Kong Muk Yin**  
*Executive Director*

Hong Kong, 30 January 2024

*As at the date of this announcement, the Board comprises Mr. Kong Muk Yin, Mr. Guo Meibao and Mr. Zhou Haiying being Executive Directors; Mr. Lee Seng Hui (Chairman), Mr. Mark Wong Tai Chun and Mr. Gao Zhaoyuan being Non-Executive Directors; and Mr. Zhang Jian, Dr. Xia Xiaoning, Dr. Wong Wing Kuen, Albert and Ms. Yang Lai Sum, Lisa being Independent Non-Executive Directors.*