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

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “**AGM**”) of Guangdong Kanghua Healthcare Co., Ltd. (the “**Company**”) will be held at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC on Wednesday, 26 June 2024 at 3:00 p.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, approve the work report of board of directors of the Company (the “**Board**”) for 2023.
2. To consider and, if thought fit, approve the work report of supervisory committee of the Company for 2023.
3. To consider and, if thought fit, approve the financial reports of the Company for 2023.
4. To consider and, if thought fit, approve the annual report of the Company for 2023.
5. To consider and, if thought fit, approve the profit distribution plan of the Company for 2023.
6. Each as a separate resolution, to re-elect the following directors of the Company (the “**Director(s)**”):
 - 6.1 To re-elect Mr. Wang Junyang as an executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.2 To re-elect Mr. Chen Wangzhi as an executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;

* *For identification purpose only*

- 6.3 To re-elect Mr. Wong Wai Hung Simon as an executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.4 To re-elect Ms. Wang Aiqin as an executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.5 To re-elect Mr. Lv Yubo as a non-executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.6 To re-elect Mr. Yeung Ming Lai as an independent non-executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.7 To re-elect Dr. Chen Keji as an independent non-executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters; and
 - 6.8 To re-elect Mr. Chan Sing Nun as an independent non-executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.
7. Each as a separate resolution, to re-elect the following supervisor of the Company (the “**Supervisor(s)**”):
 - 7.1 To re-elect Mr. Chen Shaoming as a Supervisor of the fourth session of the Supervisory Committee;
 - 7.2 To re-elect Mr. Wang Shaofeng as a Supervisor of the fourth session of the Supervisory Committee; and
 - 7.3 To re-elect Mr. Yue Chunyang as a Supervisor of the fourth session of the Supervisory Committee.
 8. To consider and, if thought fit, approve the re-appointment of Baker Tilly China Certified Public Accountant as the Company’s domestic auditor and Baker Tilly Hong Kong Limited as the Company’s international auditor, respectively until the close of the annual general meeting of the Company for 2024, and to authorise the Board to fix their respective remuneration.

SPECIAL RESOLUTIONS

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

(iv) for the purposes of this resolution:

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

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

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

- (a) the conclusion of the 2024 annual general meeting of the Company following the passing of this resolution; or
- (b) the date on which the authority conferred by this resolution is revoked or varied by a special resolution in a general meeting of the Company.

(2) Subject to the Board issuing Additional Shares pursuant to this resolution, the Board be authorised to:

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

10. To consider and approve the proposed change of Company name.
11. To consider and approve the proposed amendments to the Articles of Association and to authorise any one Director to modify the wordings of such proposed amendments as he/she thinks appropriate and do all such acts as the Director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related matters arising from such proposed amendments.
12. To consider and approve the proposed amendments to the governance policies of the Company, including the Rules of Procedures of the General Meetings of the Company, the Rules of Procedures of the Board Meetings of the Company and the Rules of Procedures of the Meetings of the Board of Supervisors of the Company.

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

Dongguan, the PRC

3 May 2024

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

Executive directors:

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

Independent non-executive directors:

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

Non-executive director:

Mr. Lv Yubo

Notes:

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

The register of members of H Shares of the Company will be closed from Monday, 27 May 2024 to Wednesday, 26 June 2024, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for attending the AGM and vote for all resolutions to be submitted thereat, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m., on Friday, 24 May 2024 for registration.

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2. Proxy

- (1) Each shareholder entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. A proxy need not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised.
- (3) To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other document of authorisation (if any) must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (if any) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM (i.e. before 3:00 p.m. on Tuesday, 25 June 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy will not preclude shareholders from attending and vote at the meeting should they wish to do so.
- (4) Any voting at the AGM shall be taken by poll.

3. Registration procedures for attending the AGM

- (1) A shareholder or his proxy should present proof of identity when attending the AGM. If a shareholder is a legal person, its legal representative or other person authorised by the Board or other governing body of such shareholder may attend the AGM by providing a copy of the resolution of the Board or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders of the Company intending to attend the AGM in person or by their proxies should complete and return the reply slip for attending the AGM on or before Thursday, 6 June 2024 to (a) the Company's principal place of business in Hong Kong at Unit 3207, Metroplaza Tower 2, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong (for holders of Domestic Shares); or (b) Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares).
- (3) A shareholder may return the above reply slip in person, by post or by facsimile to the Company's principal place of business in Hong Kong (for holders of Domestic Shares) or the office of Computershare Hong Kong Investor Services Limited (for holders of H Shares).
- (4) Shareholders or proxies attending the AGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. The votes abstained will be counted in the calculation of the required majority.

4. Voting method at the AGM

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

5. Miscellaneous

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

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

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

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

Unit 3207, Metroplaza Tower 2
223 Hing Fong Road
Kwai Fong, New Territories
Hong Kong
Telephone: (852) 2428 2880
Facsimile: (852) 2428 2630