China Health Group Limited
中國衛生集團有限公司

(Carrying on business in Hong Kong as CHG HS Limited)
(Incorporated in Bermuda with limited liability)
(Stock Code: 673)

NOTICE OF SGM

NOTICE IS HEREBY GIVEN that the special general meeting (the "**Meeting**" or the "**SGM**") of China Health Group Limited (the "**Company**") will be held at Unit 801, 8/F., China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong at 11:00 a.m. on Wednesday, 20 August 2025 to consider and, if thought fit, pass the following resolutions of the Company. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the circular of the Company dated 31 July 2025 (the "**Circular**"):

ORDINARY RESOLUTIONS

To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. "**THAT**:

   (a) the conditional subscription agreement (the "**Subscription Agreement A**", a copy of which, marked "A" and signed by the chairman of the Meeting for the purpose of identification, has been produced to the Meeting) dated 30 April 2025 entered into between the Company and Ample Colour Limited ("**Subscriber A**"), pursuant to which the Company has conditionally agreed to allot and issue to, and Subscriber A has conditionally agreed to subscribe for, 500,000,000 new Shares (the "**Subscription Shares A**") at the subscription price of HK$0.1 per Share (the "**Subscription Price**") in the aggregate consideration amount of HK$50,000,000, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

(b) subject to the Listing Committee having granted approval (either unconditionally or subject to conditions) for the listing of, and permission to deal in, the Subscription Shares A and such approval not having been subsequently revoked or withdrawn, the Directors be and are hereby granted a specific mandate for the allotment and issue of Subscription Shares A in accordance with the terms and conditions of the Subscription Agreement A; and

(c) any one Director be and is hereby authorised on behalf of the Company to execute all such documents (whether under common seal or not) and do all such acts and things as he may consider necessary, desirable or expedient to implement and/or to give effect to the Subscription Agreement A and the transactions contemplated thereunder."

2. "**THAT**:

(a) the conditional subscription agreement (the "**Subscription Agreement B**", a copy of which, marked "B" and signed by the chairman of the Meeting for the purpose of identification, has been produced to the Meeting) dated 30 April 2025 entered into between the Company and Perfect Link Group Limited ("**Subscriber B**"), pursuant to which the Company has conditionally agreed to allot and issue to, and Subscriber B has conditionally agreed to subscribe for, 100,000,000 new Shares (the "**Subscription Shares B**") at the Subscription Price in the aggregate consideration amount of HK$10,000,000, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

(b) subject to the Listing Committee having granted approval (either unconditionally or subject to conditions) for the listing of, and permission to deal in, the Subscription Shares B and such approval not having been subsequently revoked or withdrawn, the Directors be and are hereby granted a specific mandate for the allotment and issue of the Subscription Shares B in accordance with the terms and conditions of the Subscription Agreement B; and

(c) any one Director be and is hereby authorised on behalf of the Company to execute all such documents (whether under common seal or not) and do all such acts and things as he may consider necessary, desirable or expedient to implement and/or to give effect to the Subscription Agreement B and the transactions contemplated thereunder."

3. “**THAT**:

(a) the conditional subscription agreement (the “**Subscription Agreement C**”, a copy of which, marked “C” and signed by the chairman of the Meeting for the purpose of identification, has been produced to the Meeting, together with the Subscription Agreement A and the Subscription Agreement B, the “**Subscription Agreements**”) dated 30 April 2025 entered into between the Company and 鄔琳玲 (Wu Linling) (“**Subscriber C**”, together with Subscriber A and Subscriber B, the “**Subscribers**”), pursuant to which the Company has conditionally agreed to allot and issue to, and Subscriber C has conditionally agreed to subscribe for, 100,000,000 new Shares (the “**Subscription Shares C**”, together with the Subscription Shares A and the Subscription Shares B, the “**Subscription Shares**”) at the Subscription Price in the aggregate consideration amount of HK$10,000,000, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

(b) subject to the Listing Committee having granted approval (either unconditionally or subject to conditions) for the listing of, and permission to deal in, the Subscription Shares C and such approval not having been subsequently revoked or withdrawn, the Directors be and are hereby granted a specific mandate for the allotment and issue of the Subscription Shares C in accordance with the terms and conditions of the Subscription Agreement C; and

(c) any one Director be and is hereby authorised on behalf of the Company to execute all such documents (whether under common seal or not) and do all such acts and things as he may consider necessary, desirable or expedient to implement and/or to give effect to the Subscription Agreement C and the transactions contemplated thereunder.”

4. “**THAT**:

   (a) the conditional underwriting agreement (the “**Underwriting Agreement**”, a copy of which, marked “D” and signed by the chairman of the Meeting for the purpose of identification, has been produced to the Meeting) dated 30 April 2025 entered into between the Company and Treasure Wagon Limited (the “**Underwriter**”) in relation to the Rights Issue and the transactions contemplated thereunder, which constitute a special deal under Rule 25 of the Takeovers Code, be and are hereby approved, confirmed and ratified; and

   (b) any one Director be and is hereby authorised on behalf of the Company to execute all such documents (whether under common seal or not) and do all such acts and things as he may consider necessary, desirable or expedient to implement and/or to give effect to the Underwriting Agreement and the transactions contemplated thereunder.”

5. “**THAT**:

   (a) the conditional placing agent agreement (the “**Placing Agent Agreement**”, a copy of which, marked “E” and signed by the chairman of the Meeting for the purpose of identification, has been produced to the Meeting) dated 30 April 2025 and the amendment deed to the Placing Agent Agreement (the “**Placing Agent Agreement Amendment Deed**”, a copy of which, marked “F” and signed by the chairman of the Meeting for the purpose of identification, has been produced to the Meeting) dated 22 May 2025 both entered into between the Company and Great Bay Securities Limited (the “**Placing Agent**”) in relation to the Placing and the transactions contemplated thereunder, which constitute a special deal under Rule 25 of the Takeovers Code, be and are hereby approved, confirmed and ratified; and

   (b) any one Director be and is hereby authorised on behalf of the Company to execute all such documents (whether under common seal or not) and do all such acts and things as he may consider necessary, desirable or expedient to implement and/or to give effect to the Placing Agent Agreement (as amended and supplemented by the Placing Agent Agreement Amendment Deed) and the transactions contemplated thereunder.”

SPECIAL RESOLUTION

To consider as special business and, if thought fit, pass with or without amendments, the following resolution as special resolution:

6. "**THAT**:

   (a) subject to the passing of the resolution numbered 1 above and the granting of the Whitewash Waiver (as defined below) by the Executive or any of his delegate(s) and any conditions that may be imposed thereon, the waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code (the "**Whitewash Waiver**") of the obligation on the part of Subscriber A to make a mandatory general offer for all the issued shares and other securities of the Company (other than those already owned or agreed to be acquired by Subscriber A and parties acting in concert with it) which might otherwise arise as a result of the Subscribers subscribing for the Subscription Shares pursuant to the terms and conditions of the Subscription Agreements be and is hereby approved, and

   (b) any one Director be and is hereby authorised on behalf of the Company to execute all such documents (whether under common seal or not) and do all such acts and things as he may consider necessary, desirable or expedient to implement and/or to give effect to the Whitewash Waiver and any matter relating or incidental thereto."

(For details of the above resolutions, please refer to the Circular.)

On behalf of the Board
Chung Ho
Chief Executive Officer and Executive Director

Hong Kong, 31 July 2025

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal Place of Business in Hong Kong:
Unit 801, 8/F
China Insurance Group Building
141 Des Voeux Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more shares (the "**Shares**") of the Company, more proxy(ies) to attend and vote instead of him. A proxy need not be a member of the Company.

2. In order to be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same, and must be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company (the "**Hong Kong Share Registrar**"), Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting (i.e. by 11:00 a.m. on Monday, 18 August 2025) or any adjournment thereof.

3. For determining the entitlement of the Shareholders to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 14 August 2025 to Wednesday, 20 August 2025, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Meeting, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 13 August 2025.

4. Completion and return of the form of a proxy shall not preclude a member of the Company from attending and voting at the Meeting or any adjournment thereof.

5. In the case of joint holders of Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

6. In case of discrepancy between the English version and the Chinese version of this announcement of the SGM, the English version shall prevail.

As at the date of this announcement, the board of directors of the Company comprises three executive directors, namely, Mr. Zhang Fan (Chairman), Mr. Chung Ho and Mr. Xing Yong; two non-executive directors, namely, Mr. Huang Lianhai and Mr. Wang Jingming; and four independent non-executive directors, namely, Mr. Jiang Xuejun, Mr. Du Yanhua, Mr. Lai Liangquan and Ms. Yang Huimin.