THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Health Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES OF THE COMPANY; (2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS; (3) PROPOSED RE-APPOINTMENT OF AUDITORS; (4) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT AND SERVICE PROVIDER SUBLIMIT; AND (5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of China Health Group Limited to be held at Unit 04-05, 68 Floor, Ping An Finance Centre, No. 5033 Yitian Road, Futian District, Shenzhen, China at 11:00 a.m. on Tuesday, 22 September 2026 is set out on pages 27 to 31 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (http://www.ch-groups.com).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

6 August 2026

CONTENTS

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

"2012 Share Option Scheme"	the share option scheme of the Company adopted by the Company pursuant to an ordinary resolution of the Shareholders passed on 28 August 2012
"2023 Share Option Scheme"	the share option scheme of the Company adopted by the Company pursuant to an ordinary resolution of the Shareholders passed on 18 September 2023
"AGM"	an annual general meeting of the Company to be held at Unit 04-05, 68 Floor, Ping An Finance Centre, No. 5033 Yitian Road, Futian District, Shenzhen, China at 11:00 a.m. on Tuesday, 22 September 2026, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 27 to 31 of this circular, or any adjournment thereof
"Audit Committee"	the audit committee of the Board
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Buyback Mandate"	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of the issued Shares (excluding treasury Shares) as at the date of the granting of the Buyback Mandate
"Business Day"	any day on which the Stock Exchange generally is open for business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of this announcement be counted as a business day
"Bye-law(s)"	the bye-law(s) of the Company, as amended from time to time

"CCASS"	The Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Company"	China Health Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Eligible Participants"	any person who is (or will be on the date of grant of an Option) an Employee, a director of the Company (excluding independent non-executive Directors) or a Service Provider, as may be determined by the Directors or the Remuneration Committee (as the case may be) from time to time
"Employee"	a person who is in the full-time or part-time employment of the Company or any of its subsidiaries
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue and deal with new Shares and other securities of the Company not exceeding 20% of the total number of the issued Shares (excluding treasury Shares) as at the date of granting of the Issuance Mandate
"Latest Practicable Date"	31 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"Nomination Committee"	the nomination committee of the Board
"Option(s)"	any options granted or to be granted under the 2023 Share Option Scheme or the 2012 Share Option Scheme (as the case may be) conferring a right to subscribe for Shares
"Optionholder(s)"	the relevant holders of the Options
"PRC"	the People's Republic of China, excluding (except where the context requires) Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
"Remuneration Committee"	the remuneration committee of the Board
"Scheme Mandate Limit"	the maximum number of Shares which may be allotted and issued pursuant to the grant or exercise of all options and/or awards under the 2023 Share Option Scheme and any other share schemes of the Company
"Service Providers"	independent contractors, which includes advisers, consultants, distributors, contractors (including doctors, nurses, medical staff and hospitals), suppliers, agents, and service providers of any member of the Group who provide services to the Group on a continuing and recurring basis in its ordinary and usual course of business akin to those of employees. For the avoidance of doubt, financial advisors or placing agents providing fundraising or mergers and acquisitions services or consultants providing professional services to the Group, and professional service providers who provide assurance or are required to perform their services with impartiality and objectivity are excluded from the 2023 Share Option Scheme
"Service Provider Sublimit"	a sublimit under the Scheme Mandate Limit in respect of the options and awards to be granted to the Service Providers
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	ordinary share(s) of par value of HK$0.10 each in the share capital of the Company

"Shareholder(s)"	holder(s) of 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
"%"	per cent

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)

Executive Directors:
Mr. Cao Xu
Mr. Chung Ho
Ms. Ying Rensi

Non-executive Directors:
Mr. Huang Lianhai
Mr. Ying Wei

Independent non-executive Directors:
Mr. Li Hongyi
Mr. Wu Hui
Ms. Yang Huimin

Registered Office:
Richmond House
12 Par-lar-Ville Road
Hamilton HM 08
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

6 August 2026

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES OF THE COMPANY;
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITORS;
(4) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT AND SERVICE PROVIDER SUBLIMIT;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the AGM for the granting of the Issuance Mandate to the Directors; the granting of the Buyback Mandate to the Directors; the extension of the Issuance Mandate by adding to it the total number of issued Shares repurchased by the Company under the Buyback Mandate, the re-election of the retiring Directors the re-appointment of the auditors of the Company and refreshment of the Scheme Mandate Limit and the Service Provider Sublimit and to provide Shareholders with a notice of such annual general meeting at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

2. PROPOSED GRANTING OF THE ISSUANCE MANDATE AND THE BUYBACK MANDATE

At the annual general meeting of the Company held on 26 September 2025, general mandates were granted to the Directors to exercise the power of the Company to issue new Shares not exceeding 98,328,952 Shares and to repurchase Shares not exceeding 49,164,476 Shares respectively (the "**Existing General Mandates**"). On 26 February 2026, 48,000,000 Shares were issued under the Existing General Mandates. As at the Latest Practicable Date, the Existing General Mandates have not been fully utilized and the Existing General Mandates, to the extent not utilized, will lapse at the conclusion of the AGM.

Accordingly, ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

(a) to allot, issue or deal with new Shares not exceeding 20% of the total number of the issued Shares (excluding treasury Shares) as at the date of passing of such resolution;

(b) to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of the issued Shares (excluding treasury Shares) as at the date of passing of such resolution; and

(c) to extend the Issuance Mandate by an amount representing the total number of issued Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

As at the Latest Practicable Date, there were 1,387,138,191 Shares in issue and the Company did not hold any treasury Shares. The Directors would be authorized to issue up to a maximum of 277,427,638 Shares under the Issuance Mandate and to repurchase up to a maximum of 138,713,819 Shares under the Buyback Mandate on the basis that the issued Shares remains unchanged as at date of the AGM.

The Issuance Mandate and the Buyback Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages 27 to 31 of this circular. As at the Latest Practicable Date, the Directors have no immediate plan to repurchase any Share or issue any new Share pursuant to the Buyback Mandate and the Issuance Mandate.

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

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Bye-law 83(2), any Director so appointed shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Bye-law 84, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment. As between persons who became or were last re-elected Directors on the same day, the person(s) to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Bye-law 83(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. A retiring Director shall be eligible for re-election by the Shareholders at the relevant annual general meeting.

Accordingly, Mr. Cao Xu, Ms. Ying Rensi, Mr. Ying Wei, Mr. Huang Lianhai, Mr. Li Hongyi and Mr. Wu Hui shall retire by rotation at the AGM. All retiring Directors, being eligible, will offer themselves for re-election at the AGM. At the AGM, an ordinary resolution will be proposed to re-elect Mr. Cao Xu and Ms. Ying Rensi as executive Directors, Mr. Ying Wei and Mr. Huang Lianhai as non-executive Directors and Mr. Li Hongyi and Mr. Wu Hui as independent non-executive Directors.

In reviewing the structure of the Board, the Nomination Committee will consider the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. All appointments to the Board are based on meritocracy and the candidates will be assessed based on criteria such as education background and relevant skills and experience for consideration of the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

The Nomination Committee has evaluated the performance of each of the retiring Directors who offered themselves for re-election and found their performance satisfactory. Therefore, the Nomination Committee nominated the retiring Directors, Mr. Cao Xu, Ms. Ying Rensi, Mr. Ying Wei, Mr. Huang Lianhai, Mr. Li Hongyi and Mr. Wu Hui, to the Board for it to propose to the Shareholders for re-election at the AGM.

Each of Mr. Li Hongyi and Mr. Wu Hui are existing independent non-executive Directors.

Mr. Li Hongyi graduated from Sun Yat-sen Medical University in 1996, obtained a master's degree in internal medicine from China Union Medical University in 2003, obtained a doctorate degree in internal medicine (cardiovascular diseases) from Capital Medical University in 2021, and served in the department of cardiovascular medicine of Beijing Hospital since 1996, now serving as chief physician. Mr. Li is currently a professor at the Department of Medicine of Peking University, a doctoral supervisor of Peking Union Medical College and a director of the Tissue Fluid Circulation Research Centre.

Mr. Wu Hui obtained a bachelor's degree from Anhui Finance and Trade Institute (now known as Anhui University of Finance and Economics) in 1986 and a master's degree in project management from the University of Quebec, Canada, in 2007. Currently, he serves as independent directors of several companies listed on the Shenzhen Stock Exchange, Shanghai Stock Exchange and the National Equities Exchange and Quotations.

Each of Mr. Li and Mr. Wu have demonstrated the ability to provide an independent view on the Company's matters in different perspectives and each of their presence in the Board with their experience and background contributes to the diversity of the Board. The Board is of the view that each of Mr. Li and Mr. Wu are able to continue to fulfill their roles as independent non-executive Directors and thus recommends each of them for re-election at the AGM.

Further, the Board has assessed the independence of Mr. Li and Mr. Wu based on their confirmation of independence with reference to the criteria as set out under Rule 3.13 of the Listing Rules and is of the view that Mr. Li and Mr. Wu meet the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Brief biographical and other details of the above-mentioned Directors offering themselves for re-election at the AGM, which are required to be disclosed under the Listing Rules, are set out in Appendix II to this circular.

4. PROPOSED RE-APPOINTMENT OF AUDITORS

Beijing Xinghua Caplegend CPA Limited, which has audited the consolidated financial statements of the Company for the year ended 31 March 2026, will retire as the auditor at the AGM and, being eligible, offer itself for re-appointment. The Board proposed to re-appoint Beijing Xinghua Caplegend CPA Limited as the auditors to hold office until the conclusion of the next annual general meeting and authorize the Board to fix its remuneration.

The preliminary estimated audit fee for the audit services in respect of the financial year ending 31 March 2027 is approximately HK$0.65 million to HK$0.75 million. The estimated audit fee was determined after due consideration and arm's length negotiations between the Company and Beijing Xinghua Caplegend CPA Limited taking into account factors including historical audit fees, general economic inflation, reasonable cost adjustments, the complexity and scale of the Group's business operations, the expected scope of the audit work, the audit timetable and the level of resources required for the audit engagement. In light of the foregoing, the Audit Committee considers that the estimated audit fee is fair and reasonable.

The estimated audit fee is based on the information currently available as of the Latest Practicable Date. The final audit fee may be adjusted if there is a material change in the basis or assumptions upon which the estimated audit fee was determined, including any material change in the scope of the audit work or other relevant circumstances arising in the course of the audit. Accordingly, the final audit fee may differ from the estimated amount set out above.

5. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT AND SERVICE PROVIDER SUBLIMIT

The Company has adopted the 2023 Share Option Scheme on 18 September 2023 in view of the expiry of the 2012 Share Option Scheme on 27 August 2022. As at the Latest Practicable Date, there were outstanding Options entitling the holders thereof to subscribe for 20,836,466 Shares under the 2012 Share Option Scheme. There were no outstanding Options under the 2023 Share Option Scheme.

Details of the Options outstanding as at the Latest Practicable Date which have been granted under the 2012 Share Option Scheme are as follows:

Name or category of participant	Date of grant of Options	Exercise period of Options	Exercise price of Options *(HK$)*	Number of Options outstanding
Directors				
Mr. Chung Ho	26 April 2019	27 April 2020 to 25 April 2029	1.456	3,709,756

Name or category of participant	Date of grant of Options	Exercise period of Options	Exercise price of Options *(HK$)*	Number of Options outstanding
Mr. Huang Lianhai	26 April 2019	27 April 2020 to 25 April 2029	1.456	370,976
	20 October 2020	21 October 2020 to 20 October 2030	1.456	2,473,171
Subtotal				6,553,903
Employees *(Note 1)*	26 April 2019	27 April 2020 to 25 April 2029	1.456	1,298,415
	20 October 2020	21 October 2020 to 20 October 2030	1.456	3,833,415
Others *(Note 2)*	26 April 2019	27 April 2020 to 25 April 2029	1.456	1,360,244
	20 October 2020	21 October 2020 to 20 October 2030	1.456	7,790,489
Total				20,836,466

Note 1: Options granted to employees include Xing Yong, the former Director who has become the employee of the Group and holds 4,204,390 Options representing 0.30% of the issued Shares.

Note 2: Options were granted to 15 business consultants of the Group which comprises of (i) Wang Jingming, Qiu Peiyuan, Huang Bin and He Lijuan, the former Directors who have become consultants of the Group and have provided advices on business development of the Group; (ii) a former employee of the Company, namely Ding Jiuru, who has subsequently become a consultant of the Group and had provided advices on financial operation of the Group; and (iii) consultants and business partners of the Group, namely Zhong Bin, Liu Yanli, Rao Zhenan, Chan Nam, Hor Heng Siang, Yang Yongbin, Quo Wei, Lu Wenhui, Huang Hui and Wu Guanjie, who have provided business, legal or tax consultancy services or other professional services and introduced investment opportunities to the Group. As at the Latest Practicable Date, except for Rao Zhenan who holds 3,709,756 Options representing 0.27% of the issued Shares, none of the existing grantees under the "Others" category hold Options exceeding 0.1% of the issued Shares.

Proposed Refreshment

The Company has adopted the 2023 Share Option Scheme for the purpose of providing incentives and/or rewards to the Eligible Participants for their contribution to the growth of the Group, to enable the Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such Eligible Participants who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group, and continuing efforts to promote the interests of the Group, and to provide the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the Eligible Participants.

The Company proposes to refresh the Scheme Mandate Limit and the Service Provider Sublimit under the 2023 Share Option Scheme as detailed below. The terms of the 2023 Share Option Scheme remain unchanged.

The number of Shares available for future grants under the existing Scheme Mandate Limit (the "**Existing Scheme Mandate Limit**") and the existing Service Provider Sublimit of the 2023 Share Option Scheme is 47,899,476 and 4,789,947, which was last approved by the Shareholders at the annual general meeting of the Company held on 18 September 2023 and represented 10% and 1% of the total Shares in issue as at the date of that approval, respectively There has not been any refreshment of the Scheme Mandate Limit since the adoption of the 2023 Share Option Scheme.

On 2 February 2026, 40,638,000 Options have been granted under the 2023 Share Option Scheme (representing approximately 84.84% of the Existing Scheme Mandate Limit). On 13 February 2026, the 40,638,000 Options, which has not been validly exercised by the any grantee, were cancelled in full. As at the Latest Practicable Date, the number of Shares available for future grants under the Existing Scheme Mandate Limit and the existing Service Provider Sublimit of the 2023 Share Option Scheme remain to be 7,261,476 and 4,789,947.

Although the Company currently has no concrete plan or immediate intention to grant any Options under the 2023 Share Option Scheme as at the Latest Practicable Date, the Board considers that the remaining balances under the Existing Scheme Mandate Limit (representing only 7,261,476 Shares, or approximately 0.52% of the total issued Shares) and the Service Provider Sublimit (representing only 4,789,947 Shares, or approximately 0.35% of the total issued Shares) are insufficient. Having a refreshed Scheme Mandate Limit in place ensures the Board has immediate flexibility to attract, retain, and provide the incentive to the Eligible Participants without facing capacity constraints.

In view of the fact that a period of more than three years will have elapsed as at date of the AGM, i.e. 22 September 2026, since the adoption of the 2023 Share Option Scheme which was approved by the Shareholders on 18 September 2023, and having regard to the aforementioned the substantial depletion of the available limit thereunder, the Board considers it necessary and appropriate to propose a refreshment of the Scheme Mandate Limit in order to ensure that the Company retains sufficient flexibility to grant Options. Accordingly, the Board proposes to refresh the Scheme Mandate Limit to 10% of the total number of the issued Shares (excluding treasury Shares) as at the date of approval of the Scheme Mandate Limit by the Shareholders pursuant to Rule 17.03C(1)(a) of the Listing Rules.

The Board also proposes to refresh the Service Provider Sublimit to 1% of the total number of the issued Shares (excluding treasury Shares) in conjunction with the refreshment of the Scheme Mandate Limit. Service Provider(s) are independent contractors, which includes advisers, consultants, distributors, contractors doctors, nurses, medical staff and hospitals, suppliers, agents, and service providers of any member of the Group who provide services to the Group on a continuing and recurring basis in its ordinary and usual course of business akin to those of employees. For the avoidance of doubt, financial advisors or placing agents providing fundraising or mergers and acquisitions services or consultants providing professional services to the Group, and professional service providers who provide assurance or are required to perform their services with impartiality and objectivity are excluded from the 2023 Share Option Scheme. As at the Latest Practicable Date, no Option had been granted to any Service Provider under the Existing Scheme Mandate Limit.

Reasons for the Proposed Refreshment

The Board considers that the remaining capacity under the Existing Scheme Mandate Limit is not sufficient to meet the Group's evolving talent retention and strategic incentive needs. Refreshing the Scheme Mandate Limit will provide the Company with the essential flexibility to structure competitive compensation packages that include equity-based incentives. The Board believes that granting Options under the 2023 Share Option Scheme is a highly effective mechanism to directly align the personal interests of the Eligible Participants with long-term Shareholder value creation. It fosters a strong sense of ownership, encourages long-term commitment, and motivates participants to optimize their performance, all of which are critical for the Group's sustainable growth.

The Board also considers the grant of the Option to a Service Provider can serve the purpose of the 2023 Share Option Scheme, namely to provide incentives and/or rewards and/or attract and retain people who are valuable, have contributed or may contribute to the Group, and is in the interests of the Company and Shareholders as a whole, taking into account the following considerations, including but not limited to:

(a) it gives the Company an alternative way of compensating a Service Provider and provides greater flexibility to recognise the contributions of a Service Provider;

(b) as a substitute for cash compensation, it reduces current compensation expenses associated with paying by cash; and

(c) it shares the risks associated with our growing business, where it is an incentive, not an entitlement to motivate the Eligible Participants to see the Company profits and stock value gains.

Based on the above, the Board considers that the inclusion of Service Provider in addition to the Employees and Directors as Eligible Participants is fair and reasonable and in the interests of the Company and the Shareholders as a whole, and would enable the purpose of the 2023 Share Option Scheme to be achieved.

The Service Provider Sublimit is determined based on the possible number of Options that the Company intends to grant to Service Providers and the Company's future business and development plan. The Board considers that the Service Provider Sublimit is appropriate and reasonable taking into account (i) the grant of Options to the Service Providers under the 2023 Share Option Scheme will be decided on a case-by-case basis based on his/her contributions to the development and growth of the Company from time to time; (ii) the proposed Service Provider Sublimit of 1% is set at the maximum ceiling permitted under Chapter 17 of the Listing Rules. While the Company does not have any immediate plan to grant Options up to such limit, the Board considers it appropriate to seek approval for the full permissible ceiling so as to preserve maximum flexibility to grant Options to Service Providers on a case-by-case basis in response to future business needs as they arise. In this regard, the Company operates in a dynamic healthcare industry where opportunities to collaborate with Service Providers can arise promptly. Establishing the proposed Service Provider Sublimit ensures the Company remains well-positioned to act swiftly, securing key external talent through equity-based incentives as strategic opportunities emerge; and (iii) in determining the Service Provider Sublimit, the Directors consider that it is important to ensure that the 2023 Share Option Scheme is attractive and provide sufficient incentives to Service Providers who are able to contribute to the sales, research and development and supply of the Group, all of which being core functions on which the Group relies in its ordinary and usual course of business.

In light of the foregoing, the Board considers that the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit is fair and reasonable, and in the best interests of the Company and the Shareholders as a whole.

Effect of the Proposed Refreshment

As at the Latest Practicable Date, there were 1,387,138,191 Shares in issue and the Company did not hold any treasury Shares. Assuming there are no further changes in the issued Shares since the Latest Practicable Date and up to the date of the AGM, the refreshed Scheme Mandate Limit and Service Provider Sublimit will enable the Company to issue up to 138,713,819 and 13,871,381 Shares, representing approximately 10% and 1% of the total number of existing issued Shares respectively. As there are outstanding 20,836,466 Options under the 2012 Share Option Scheme, the total number of 159,550,285 Options under the 2012 Share Option Scheme and the 2023 Share Option Scheme represents 11.50% of the issued Shares as at the Latest Practicable Date.

As at the Latest Practicable Date, the Company has no concrete plan or immediate intention to grant any Options under the 2023 Share Option Scheme immediately following the Shareholders' approval of the proposed refreshment of the Scheme Mandate Limit. However, the Board believes that it is in the best interest of the Company and its Shareholders as a whole to retain the flexibility to grant options or awards under the 2023 Share Option Scheme in the future as and when the need arises, so as to provide incentives or rewards to Eligible Participants. The Company will make further announcements in respect of any further grants under the 2023 Share Option Scheme in accordance with the Listing Rules as and when appropriate.

Conditions of the Refreshment

The proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit is conditional upon: (i) the passing of the relevant ordinary resolutions by the Shareholders at the AGM; and (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of Options granted under the refreshed Scheme Mandate Limit. An application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the aforementioned Shares.

6. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 27 to 31 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issuance Mandate and the Buyback Mandate, the extension of the Issuance Mandate by the addition thereto of the total number of Shares repurchased by the Company pursuant to the Buyback Mandate, the re-election of the retiring Directors, the re-appointment of the auditors of the Company and refreshment of the Scheme Mandate Limit and the Service Provider Sublimit.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (http://www.ch-groups.com). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll (except where the resolution relates purely to a procedural or administrative matter which may be voted on by a show of hands) and accordingly, all resolutions proposed at the AGM will be taken by poll. To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the ordinary resolutions to be proposed at the AGM pursuant to the Listing Rules and/or the Bye-laws.

The Board confirmed that to the best of their knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he, she or it has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his, her or its Shares to a third party, either generally or on a case-by-case basis.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

The Directors consider that the granting of the Issuance Mandate and the Buyback Mandate, the extension of the Issuance Mandate, the re-election of the retiring Directors, the re-appointment of the auditors of the Company and refreshment of the Scheme Mandate Limit and the Service Provider Sublimit are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

9. GENERAL INFORMATION

Your attention is also drawn to the information as set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
China Health Group Limited
Cao Xu
Chairman of the Board and Executive Director

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR BUYBACK OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders. Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

The Company may cancel any repurchased Shares and/or hold them as treasury Shares subject to, among others, applicable laws, market conditions and its capital management needs at the relevant time of the repurchases. For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury Shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued Shares comprised 1,387,138,191 Shares and the Company did not hold any treasury Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Buyback Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged on the date of the AGM, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, up to 138,713,819 Shares, representing 10% of the total number of the issued Shares (excluding treasury Shares) as at the date of the AGM.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

The Company is empowered by its Memorandum of Association and the Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of the capital paid up on the relevant shares, or funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on a repurchase may only be paid out of the funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2026) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing levels of the Company.

5. TAKEOVERS CODE

If a shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Buyback Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. As at the Latest Practicable Date, to the best knowledge and belief of the Directors,

(1) Mr. Ying Wei (the non-executive Director, "**Mr. Ying**") and his concert parties namely Ms. Ying Rensi (the executive Director and the daughter of Mr. Ying, "**Ms. Ying**") and Ms. Wu Linling ("**Ms. Wu**") are interested in 721,075,470 Shares (representing 51.98% of the total issued Shares) in aggregate:

(a) Mr. Ying is directly interested in 21,075,470 Shares and indirectly interested in 500,000,000 Shares through Ample Colour Limited, a company incorporated in the British Virgin Islands with limited liability and wholly owned by Mr. Ying.

(b) Ms. Ying is indirectly interested in 100,000,000 Shares through Perfect Link Group Limited, a company incorporated in Samoa with limited liability and wholly owned by Ms. Ying.

(c) Ms. Wu is directly interested in 100,000,000 Shares.

(2) Mr. Zhang Fan (the former executive Director, "**Mr. Zhang**"), together with Treasure Wagon Limited wholly owned by Mr. Zhang, is interested in 178,489,220 Shares (representing 12.87% of the total issued Shares)

Save as disclosed above, there were no other Shareholders holding 10% or more in the issued Shares. Accordingly, on the basis that no further Shares are issued or repurchased and there is no change in shareholding structure, an exercise of the Buyback Mandate in full would not give rise to any obligation on Mr. Ying and his concert parties and Mr. Zhang to make a mandatory general offer under the Takeovers Code. The Directors have no intention to exercise the Buyback Mandate which would render any Shareholder or group of Shareholders (including Mr. Ying and his concert parties and Mr. Zhang) obliged to make a general mandatory offer under the Takeovers Code. Save as the foregoing, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchase made under the Buyback Mandate.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates have any present intention to sell any Share to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Share to the Company, or that they have undertaken not to sell any Share held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

Month	Highest	Lowest
	HK$	*HK$*
2025		
July	0.497	0.240
August	0.680	0.497
September	0.620	0.400
October	0.590	0.440
November	0.820	0.620
December	0.760	0.620
2026		
January	0.820	0.610
February	0.670	0.590
March	0.650	0.520
April	0.580	0.520
May	0.570	0.510
June	0.540	0.420
July (up to the Latest Practicable Date)	0.420	0.355

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

9. NO UNUSUAL FEATURES

The Directors confirm that neither this explanatory statement nor Buyback Mandate has any unusual features.

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the AGM according to the Bye-laws, are provided below:

EXECUTIVE DIRECTORS

MR. CAO XU

Mr. Cao Xu, aged 43, was appointed as executive Director and chairman of the Company on 31 October 2025. He has approximately 15 years of experience in investments and approximately four years of experience in the pharmaceutical industry. From July 2007 to April 2011, he held the position of lead healthcare engineer at the pharmaceutical engineering department at Bayer Technology and Engineering (Shanghai) Co., Ltd., where he was mainly responsible for process design and compliance certification of pharmaceutical projects. From May 2011 to June 2016, Mr. Cao served as a senior investment manager at Tianjin Binhai New Area Guiding Fund and Venture Capital Co., Ltd, where he was responsible for overseeing venture capital and fund-of-funds. From July 2016 to December 2020, he became a deputy general manager at CCBI Wealth Management (Beijing) Co., Ltd.. Currently, he is a partner at CDH Investment Co., Ltd. ^ since December 2020. Mr. Cao currently also serves as a non-executive director of Cloudbreak Pharma Inc. (a company listed on the Stock Exchange, stock code: 2592).

Mr. Cao obtained a master's degree in science in biochemical engineering from Zhejiang University, China in June 2007, and a bachelor's degree in biological engineering from Zhejiang University, China in June 2005. Mr. Cao also holds a fund practitioner qualification granted by the Asset Management Association of China in May 2017.

Mr. Cao has entered into a service contract with the Company commencing from 31 October 2025 for a term of two years unless terminated by either party giving not less than one months' notice in writing to the other party. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Cao is entitled to a remuneration fee of HK$60,000 per month which is determined with reference to his duties, responsibilities and experience, and to prevailing market conditions, and is subject to annual review by the Remuneration Committee of the Company.

Save as disclosed above, Mr. Cao (i) has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to Mr. Cao that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

MS. YING RENSI

Ms. Ying Rensi, aged 31, was appointed executive Director on 31 October 2025. She is a general manager and executive director of 脈福(深圳)醫療生物科技有限公司 ("**Maifu**") since February 2024, and the chief executive officer of Mineup LLC ("**Mineup**") since 2017. Maifu is a PRC company and principally engaged in the sale and distribution of medical equipment business. Mineup is a multimedia design creative agency located in the United States. Ms. Ying is mainly responsible for overseeing Mineup's overall strategic direction, managing key partnerships, supervising executive-level operations, and leading cross-functional teams in the development of innovative creative and digital media solutions. Ms. Ying holds a master's degree in Architecture from Columbia University.

Ms. Ying has entered into a service contract with the Company commencing from 31 October 2025 for a term of two years unless terminated by either party giving not less than one months' notice in writing to the other party. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Ms. Ying is entitled to a remuneration fee of HK$60,000 per month which is determined with reference to her duties, responsibilities and experience, and to prevailing market conditions, and is subject to annual review by the Remuneration Committee of the Company.

Ms. Ying is the daughter of Mr. Ying Wei, a non-executive Director and controlling shareholder of the Company. As at the Latest Practicable Date, Ms. Ying is indirectly interested in 100,000,000 Shares through Perfect Link Group Limited, the entire issued share capital of which is owned by Ms. Ying, representing approximately 7.21% of the total issued Shares.

Save as disclosed above, Ms. Ying (i) has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to Ms. Ying that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

NON-EXECUTIVE DIRECTORS

MR. YING WEI

Mr. Ying Wei, aged 60, was appointed as non-executive Director on 31 October 2025. He holds a Master's Degree in Business Administration from the University of San Francisco and a Bachelor's Degree in Economics from the Zhejiang Gongshang University (formerly known as Hangzhou Institute of Commerce) in China. He is a non-practising member of the Chinese Institute of Certified Public Accountants.

During 2016 to 2025, he was an independent non-executive director of each of Zhongsheng Group Holdings Limited (a company listed on the Stock Exchange, stock code: 881). Mr. Ying is currently a managing partner of CDH Shanghai Dinghui Bai Fu Investment Management Co., Ltd. Mr. Ying is also currently (i) an independent non-executive director of Fountain Set (Holdings) Limited (a company listed on the Stock Exchange, stock code: 420); and (ii) a director of Microvast Holdings, Inc. (a company listed on American NASDAQ, stock code: MVST). Mr. Ying had been a non-executive Director during the period from 18 June 2016 to 7 May 2018.

There is no service contract between Mr. Ying and the Company. Mr. Ying has not been appointed for any fixed term but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Ying is entitled to a remuneration fee of HK$100,000 per annum which is determined with reference to his duties, responsibilities and experience, and to prevailing market conditions, and is subject to annual review by the Remuneration Committee of the Company.

Mr. Ying is the father of Ms. Ying Rensi, an executive Director. As at the Latest Practicable date, Mr. Ying is directly interested in 21,075,470 Shares and indirectly interested in 500,000,000 Shares through Ample Colour Limited, the entire issued share capital of which is owned by Mr. Ying, representing approximately 37.56% of the total issued Shares.

Save as disclosed above, Mr. Ying (i) has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to Mr. Ying that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

MR. HUANG LIANHAI

Mr. Huang Lianhai, aged 45, was appointed as non-executive Director on 25 July 2017. He graduated from the Central South University of Forestry and Technology College of Law in 2005. Mr. Huang worked as an assistant solicitor in Guangdong Hopesun Law Firm from June 2005 to December 2007. Mr. Huang has worked in Guangdong Lawsons Law Office from August 2008 to August 2020. Currently, he is the legal and auditing director and the employee representative director of Orinko Advanced Plastics Company Limited (a company listed on the Shanghai Stock Exchange, stock code: 688219).

There is no service contract between Mr. Huang and the Company. Mr. Huang has not been appointed for any fixed term but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Huang is entitled to a remuneration fee of HK$100,000 per annum which is determined with reference to his duties, responsibilities and experience, and to prevailing market conditions, and is subject to annual review by the Remuneration Committee of the Company.

As at the Latest Practicable date, Mr. Huang held 2,844,147 Options.

Save as disclosed above, Mr. Huang (i) has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to Mr. Huang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

MR. WU HUI

Mr. Wu Hui, aged 66, was appointed as independent non-executive Director on 31 October 2025. He obtained a bachelor's degree from Anhui Finance and Trade Institutenow known as Anhui University of Finance and Economics) in 1986 and a master's degree in project management from the University of Quebec, Canada, in 2007. Since July 1986, he has been a teaching assistant, lecturer, associate professor, professor, department chairman and deputy head of the teaching supervision team of the Department of Accounting, Hangzhou Institute of Commerce (now known as the School of Accounting, Zhejiang Gongshang University). From June 2013 to July 2019, he served as an independent director of Hangzhou Zhongheng Electric Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 2364). From April 2016 to May 2022, he served as an independent director of Zhejiang Fenglong Electric Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 2931). From April 2016 to May 2022, he served as an independent director of Dehua TB New Decoration Material Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 2043). From April 2017 to May 2023, he served as an independent director of Chengbang Eco-environment Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 603316). From May 2022 to May 2026, he served as an independent director of Zhejiang Narada Power Source Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 30068). Currently, he serves as independent directors of Hangzhou Greenda Electronic Materials Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 603931), Loongson Technology Corporation Limited (a company listed on the Shanghai Stock Exchange, stock code: 688047) and Zhejiang YuFeng Environment Service Incorporated Company (a company listed on the National Equities Exchange and Quotations, stock code: 872014).

There is no service contract between Mr. Wu and the Company. Mr. Wu has not been appointed for any fixed term but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Wu is entitled to a remuneration fee of HK$100,000 per annum which is determined with reference to his duties, responsibilities and experience, and to prevailing market conditions, and is subject to annual review by the Remuneration Committee of the Company.

Save as disclosed above, Mr. Wu (i) has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Wu has confirmed that he has met the independence criteria set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information relating to Mr. Wu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

MR. LI HONGYI

Mr. Li Hongyi, aged 53, was appointed as independent non-executive Director on 31 October 2025. He graduated from Sun Yat-sen Medical University in 1996, obtained a master's degree in internal medicine from China Union Medical University in 2003, obtained a doctorate degree in internal medicine (cardiovascular diseases) from Capital Medical University in 2021, and served in the department of cardiovascular medicine of Beijing Hospital since 1996, now serving as chief physician. Mr. Li is currently a professor at the Department of Medicine of Peking University, a doctoral supervisor of Peking Union Medical College and a director of the Tissue Fluid Circulation Research Centre. Since 2006, a series of studies have been conducted to validate and establish the acupoint-tissue fluid circulation network, consistently driving advancements in the integration of traditional Chinese and Western medicine.

There is no service contract between Mr. Li and the Company. Mr. Li has not been appointed for any fixed term but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Li is entitled to a remuneration fee of HK$100,000 per annum which is determined with reference to his duties, responsibilities and experience, and to prevailing market conditions, and is subject to annual review by the Remuneration Committee of the Company.

Save as disclosed above, Mr. Li (i) has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Li has confirmed that he has met the independence criteria set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information relating to Mr. Li that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

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 IS HEREBY GIVEN that an annual general meeting of China Health Group Limited (the "**Company**") will be held at Unit 04-05, 68 Floor, Ping An Finance Centre, No. 5033 Yitian Road, Futian District, Shenzhen, China at 11:00 a.m. on Tuesday, 22 September 2026 to transact the following ordinary businesses:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors for the year ended 31 March 2026;

2(A). To re-elect Mr. Cao Xu as an executive director of the Company;

2(B). To re-elect Ms. Ying Rensi as an executive director of the Company;

2(C). To re-elect Mr. Ying Wei as a non-executive director of the Company;

2(D). To re-elect Mr. Huang Lianhai as a non-executive director of the Company;

2(E). To re-elect Mr. Wu Hui as an independent non-executive director of the Company;

2(F). To re-elect Mr. Li Hongyi as an independent non-executive director of the Company;

2(G). To authorize the board of directors to appoint additional directors of the Company, where necessary;

2(H). To authorize the board of directors to fix the respective directors' remuneration;

3. To re-appoint Beijing Xinghua Caplegend CPA Limited as auditors of the Company and to authorize the board of directors to fix the auditors' remuneration;

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

4. "**THAT**:

(a) subject to paragraph (c) below, 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 and deal with authorized and unissued ordinary shares in the ordinary share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) any issue of ordinary shares of the Company on the exercise of the outstanding subscription rights or conversion rights attaching to the securities issued by the Company which are convertible into ordinary shares of the Company;

(iii) the exercise of options under a share option scheme of the Company; and

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of ordinary shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the total number of the issued ordinary share capital of the Company (excluding treasury shares) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings;

(iii) 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 laws to be held; and

"Rights Issue" means an offer of ordinary shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).";

5. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its ordinary shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued ordinary share capital of the Company (excluding treasury shares) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and

(iii) 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 laws to be held.";

6. "**THAT** conditional upon the passing of resolutions set out in items 4 and 5 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the total number of ordinary shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the total number of the ordinary shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued ordinary shares of the Company (excluding treasury shares) as at the date of passing of this resolution.";

7. "**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") granting the approval for the listing of, and permission to deal in, the shares in the capital of the Company which may fall to be issued and allotted pursuant to the exercise of any options that may be granted under the share option scheme of the Company ("**2023 Share Option Scheme**"), the refreshment of the Scheme Mandate Limit (as defined in the 2023 Share Option Scheme) on the total number of Shares that may be issued in respect of all options and awards to be granted to the eligible participants under all the share schemes of the Company (i.e. 10% of the Shares in issue as at the date of passing of this resolution) (the "**Refreshed Scheme Mandate Limit**") be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Refreshed Scheme Mandate Limit."

8. "**THAT** conditional upon the passing of resolution set out in item 7 of the Notice, the Service Provider Sublimit (as defined in the 2023 Share Option Scheme) on the total number of Shares that may be issued in respect of all options and awards to be granted to service providers under all the share schemes of the Company (i.e. 1% of the Shares in issue as at the date of passing of this resolution) (the "**Refreshed Service Provider Sublimit**") be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Refreshed Service Provider Sublimit."

By Order of the Board
China Health Group Limited
Cao Xu
Chairman of the Board and Executive Director

Hong Kong, 6 August 2026

Notes:

1. In order to establish entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 17 September 2026 to Tuesday, 22 September 2026, both days inclusive, during which period no transfer of the shares can be registered. The record date for determining the entitlement of the holders of Shares to attend and vote at the Meeting will be Tuesday, 22 September 2026. Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not later than 4:30 p.m. on Wednesday, 16 September 2026.

2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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.

3. In orders to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

4. In relation to the ordinary resolutions set out in items 4, 5, 6 of the above notice, the directors of the Company wish to state that they have no immediate plan to issue any new Shares or repurchase any existing Shares.