



**CHINA HEALTH GROUP INC.**

**中國醫療集團有限公司**

(Carrying on business in Hong Kong as “萬全醫療集團”)

(以「萬全醫療集團」名稱在香港經營業務)

*(Formerly known as “Venturepharm Laboratories Limited”)*

*(前稱「萬全科技藥業有限公司」)*

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立之有限公司)*

**(Stock Code: 8225)**

**(股票代號: 8225)**

---

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

此乃要件請即處理

---

**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

閣下如對本通函任何方面或應採取的行動有任何疑問，應諮詢閣下的持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

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

閣下如已售出或轉讓名下所有中國醫療集團有限公司股份，應立即將本通函連同隨附代表委任表格交予買主或承讓人，或經手買賣或轉讓的銀行、持牌證券交易商或其他代理商，以便轉交買主或承讓人。

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

香港交易及結算所有限公司及香港聯合交易所有限公司對本通函的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本通函全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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, (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement herein misleading; and (iii) all opinions expressed herein have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

本通函（本公司各董事願共同及個別對此負全責）乃遵照香港聯合交易所有限公司創業板證券上市規則的規定而提供有關本公司的資料。各董事經作出一切合理查詢後確認，就彼等所深知及確信：(i)本通函所載資料在各重大方面均屬準確及完整，且無誤導成分；(ii)並無遺漏任何其他事實致使本通函所載任何內容產生誤導；及(iii)本通函內表達的一切意見乃經審慎周詳考慮後方作出，並以公平合理的基準和假設為依據。



**CHINA HEALTH GROUP INC.**  
**中國醫療集團有限公司**

(Carrying on business in Hong Kong as “萬全醫療集團”)

(以「萬全醫療集團」名稱在香港經營業務)

(Formerly known as “Venturepharm Laboratories Limited”)

(前稱「萬全科技藥業有限公司」)

(Incorporated in the Cayman Islands with limited liability)

(於开曼群岛註冊成立之有限公司)

(Stock Code: 8225)

(股份代號: 8225)

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
提議一般授權進行發行和回購股票  
RE-ELECTION OF RETIRING DIRECTORS,  
重新選舉退任董事  
AND  
和  
NOTICE OF ANNUAL GENERAL MEETING  
股東周年大會通告

A letter from the board of directors of the Company is set out on pages 3 to 7 of this circular. A notice convening the annual general meeting of the shareholders of the Company to be held at 2/F, UCOMMUNE, Fangyuan Mansion, No. 56 Zhongguancun South Avenue, Haidian District, Beijing China at 10:00 a.m. on Wednesday, 25 July 2018 is set out on pages 14 to 20 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

This circular will remain on the "Latest Company Announcement" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) and on the Company's website at [www.chgi.net](http://www.chgi.net) for at least 7 days from the date of its publication.

本公司董事會函件載於本通函第 3 至 7 頁。本公司謹訂於二零一八年七月二十五日星期三上午十時正假座北京市海澱區中關村南大街甲 56 號，方圓大廈優客工場二層舉行股東周年大會，召開大會之通告載於本通函第 14 至 20 頁。亦隨函附奉股東周年大會適用之代表委任表格。

無論閣下是否打算親身出席股東周年大會並於會上投票，務請盡快根據隨附代表委任表格上印備之指示將其填妥，並將表格送達本公司之股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東 183 號合和中心 22 樓，惟無論如何須於股東周年大會或其任何續會指定舉行時間 48 小時前交回。填妥及交回代表委任表格後，閣下仍可親身出席股東周年大會及於會上投票。

本通函將由刊登日期起計最少七天刊載於創業板網站 [www.hkgem.com](http://www.hkgem.com) 「最新公司公告」一頁及本公司網站 [www.chgi.net](http://www.chgi.net) 內。

27 June 2018

二零一八年六月二十七日

\* For identification purpose only

\* 仅供识别

---

## CHARACTERISTICS OF GEM

### 香港聯合交易所有限公司創業板的特色

---

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資者應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富投資者。

由於創業板上市公司之新興性質所然，在創業板買賣證券可能會較於聯交所主機板買賣證券承受較大之市場波動風險，同時無法保證在創業板買賣證券會有高流通量市場。

## 目 錄 CONTENTS

釋義.....	01
DEFINITIONS	
董事會函件.....	03
LETTER FROM THE BOARD	
附錄一—購回授權之說明文件.....	09
APPENDIX I – EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	
附錄二—購回授權之說明文件.....	13
APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED	
股東周年大會通告.....	14
NOTICE OF THE AGM	

---

## DEFINITIONS

### 釋義

---

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

於本通函內，除文義另有所指外，下列詞彙具有以下涵義：

“AGM” 「股東週年大會」	the annual general meeting of the Company to be convened and held at 2/F, UCOMMUNE, Fangyuan Mansion, No. 56 Zhongguancun South Avenue, Haidian District, Beijing China at 10:00 a.m. on Wednesday, 25 July 2018 本公司謹訂於二零一八年七月二十五日星期三上午十時正假座北京市海澱區中關村南大街甲 56 號，方圓大廈優客工場二層召開及舉行之股東週年大會
“AGM Notice” 「股東周年大會通告」	the notice of the AGM set out on pages 12 to 17 of this circular 本通函第 12 至 17 頁所載股東周年大會通告
“Articles of Association” 「組織章程細則」	the articles of association of the Company (as amended from time to time) 本公司組織章程（經不時修訂）
“associate(s)” 「聯繫人士」	has the meaning ascribed thereto in the GEM Listing Rules 具創業板上市規則所賦予之涵義
“Board” 「董事會」	the board of Directors 董事會
“Business Day” 「營業日」	a day on which the Stock Exchange is open for the business of dealing in securities 聯交所開業買賣證券之日
“Companies Law” 「公司法」	the Companies Law (2004 Revision) of the Cayman Islands 開曼群島公司法（二零零四年修訂本）
“Company” 「本公司」	China Health Group Inc. (formerly known as Venturepharm Laboratories Limited), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM with stock code: 8225 中國醫療集團有限公司（前稱「萬全科技藥業有限公司」），一家於開曼群島成立之有限公司，其股份於聯交所創業板上市，股份代號：8225
“connected person(s)” 「關連人士」	has the meaning ascribed thereto in the GEM Listing Rules 具創業板上市規則所賦予之涵義
“controlling shareholder(s)” 「控股股東」	has the meaning ascribed thereto in the GEM Listing Rules 具創業板上市規則所賦予之涵義
“Director(s)” 「董事」	the director(s) of the Company 本公司董事
“Eligible Participant(s)” 「合資格參與者」	any person(s) who satisfies the eligibility criteria under the New Share Option Scheme 任何符合新購股權計劃項下合資格標準之人士
“Extension Mandate” 「擴大授權」	a general and unconditional mandate proposed to be granted by the Company to the Directors to the effect that the aggregate nominal value of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate nominal value of Shares repurchased under the Repurchase Mandate 本公司擬向董事授出之一般及無條件授權，以可能擴大根據發行授權可能配發及發行股份之總面值，擴大金額相當於根據購回授權所購回股份之總面值
“GEM” 「創業板」	the Growth Enterprise Market of the Stock Exchange 聯交所創業板
“GEM Listing Rules” 「創業板上市規則」	The Rules Governing the Listing of Securities on GEM 創業板證券上市規則
“Grantee(s)” 「承授人」	any Eligible Participant(s) who accepts an Offer in accordance with the terms of the New Share Option Scheme or, where the context so permits, a legal personal representative entitled to any such Options in consequence of the death of the original Grantee(s) 任何根據新購股權計劃條款接受要約之合資格參與者或（文義許可下）原始承授人身故後之任何購股權之合法遺產代理人

<p>“Group” 「本集團」</p>	<p>The company and its subsidiaries from time to time 本公司及其不時之附屬公司</p>
<p>“HK\$” 「港元」</p>	<p>Hong kong dollars, the lawful currency of hong kong 港元，香港之法定貨幣</p>
<p>“Hong Kong” 「香港」</p>	<p>The hong kong special administrative region of the prc 中國香港特別行政區</p>
<p>“Issue Mandate” 「發行授權」</p>	<p>A general and unconditional mandate proposed to be granted by the company to the directors to allot, issue and deal with shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the company in issue as at the date of passing the relevant resolution at the agm 本公司擬授予董事之一般及無條件授權，以配發、發行及處理總面值不超過本公司於股東周年大會通過相關決議案日期已發行股本總面值 20%之股份</p>
<p>“Repurchase Mandate” 「購回授權」</p>	<p>A general and unconditional mandate proposed to be granted by the company to the directors to repurchase the shares on the stock exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the company in issue as at the date of passing the relevant resolution at the agm 本公司擬授予董事之一般及無條件授權，以於聯交所購回總面值不超過 本公司於股東周年大會通過相關決議案當日已發行股本總面值 10%之股份</p>
<p>“Last Practicable Date” 「最後可行日期」</p>	<p>21 June 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein 二零一八年六月二十一日，即刊印本通函前就確認當中所載若干資料之最後實際可行日期</p>
<p>“SFO” 「證券及期貨條例」</p>	<p>The securities and futures ordinance (chapter 571 of the laws of hong kong) 香港法例第 571 章證券及期貨條例</p>
<p>“Share(s)” 「股份」</p>	<p>The ordinary share(s) of hk\$0.10 each in the share capital of the company 本公司股本中每股面值 0.10 港元之普通股</p>
<p>“Shareholder(s)” 「股東」</p>	<p>Holder(s) of the share(s) 股份持有人</p>
<p>“Stock Exchange” 「聯交所」</p>	<p>The stock exchange of hong kong limited 香港聯合交易所有限公司</p>
<p>“Subscription Price” 「認購價」</p>	<p>The price per share at which a grantee may subscribe for shares on the exercise of an option 承授人於行使購股權時可能認購股份之每股股份價格</p>
<p>“Subsidiary(ies)” 「附屬公司」</p>	<p>A company(ies) which is/are for the time being and from time to time a subsidiary(ies) within the meaning of the companies ordinance (chapter 622 of the laws of hong kong) of the company, whether incorporated in hong kong or elsewhere 當時及不時屬本公司附屬公司（定義見香港法例第 622 章公司條例）之 公司，無論是否於香港或其他地方註冊成立</p>
<p>“substantial shareholder(s)” 「主要股東」</p>	<p>Has the meaning ascribed thereto in the gem listing rules 具創業者上市規則所賦予之涵義</p>
<p>“Takeovers Code” 「收購准則」</p>	<p>Hong kong code on takeovers and mergers 香港公司收購及合併守則</p>
<p>“%” 「%」</p>	<p>Per cent. 百分比</p>



LETTER FROM THE BOARD

董事會函件



CHINA HEALTH GROUP INC.

中國醫療集團有限公司

(Carrying on business in Hong Kong as “萬全醫療集團”)

(以「萬全醫療集團」名稱在香港經營業務)

(Formerly known as “Venturepharm Laboratories Limited”)

(前稱「萬全科技藥業有限公司」)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8225)

(股份代號: 8225)

**Executive Director:**

Mr. William Xia GUO

Dr. Maria Xue Mei SONG

**Non-executive Director:**

Mr. Michael SU

**Independent Non-executive Director:**

Mr. Rui QIU

WU Dr. Bin Hui NI

Mr. Mark Gavin Lotter

**Registered office:**

Vistra (Cayman) Limited

P.O. Box 31119 Grand Pavilion

Hibiscus Way,

802 West Bay Road,

Grand Cayman,

KY1-1205

Cayman Islands

**Head Office:**

2/F, UCOMMUNE, Fangyuan Mansion, No.

56 Zhongguancun South Avenue, Haidian

District, Beijing China, 100000

**Principal place of business and head office in Hong Kong:**

Unit B, 19/F.

Times Media Centre

133 Wanchai Road, Wanchai Hong Kong

**執行董事:**

郭夏先生

宋雪梅博士

**非執行董事:**

蘇毅先生

**獨立非執行董事:**

仇銳先生

倪彬暉博士

Mark Gavin LOTTER 先生

**註冊辦事處:**

開曼群島

大開曼島

西灣道 802 號

芙蓉路

宏閣

郵箱 31119

KY1-1205

Vistra (Cayman) Limited

**總辦事處:**

中國北京

中關村南大街甲 56 號，方圓大廈優客工場二層

郵編：100000

**香港主要營業地點及總辦事處:**

香港

灣仔灣仔道 133 號

卓凌中心

19 樓 B 室

\* For identification purpose only

\* 仅供识别

---

LETTER FROM THE BOARD  
董事會函件

---

Dear Sir or Madam

敬啟者：

**PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,**  
建議發行及購回股份之一般授權

**AND**  
及

**RE-ELECTION OF RETIRING DIRECTORS**  
重選退任董事

**1.INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the (i) the proposed general mandates for the issue and repurchase of shares to be granted to the Directors; (ii) the proposed re-election of the Directors and; (iii) other information required under the GEM Listing Rules, to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM.

**2.PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the last annual general meeting of the Company held on 30 June 2017, general mandates were given by the Company to the Directors (a) to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution; (b) to repurchase the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the resolution; and (c) to the effect that the aggregate nominal value of the Shares which may be allotted and issued under the issue mandate may be extended by an addition of an amount representing the aggregate nominal value of Shares repurchased under the repurchase mandate. Such general mandates will lapse at the conclusion of the AGM.

At the AGM, the following resolutions, among other matters, will be proposed:

(a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution;

(一) 緒言

本通函旨在向閣下提供有關：(i)建議授予董事發行及購回股份之一般授權；(ii)建議重選董事及；(iii)創業板上市規則規定之其他資料，以便閣下就投票贊成或反對將於股東周年大會上提呈之決議案作出知情決定。

(二) 建議授予發行授權、回購授權和擴額授權

於本公司在二零一七年六月三十日舉行之上屆股東周年大會上，本公司授予董事一般授權以(a)配發、發行及處理不超過於決議案通過當日本公司已發行股本面值總額 20%之股份；(b)在聯交所購回面值總額不超過於決議案通過當日本公司已發行股本面值總額 10%之股份；及(c)透過增加相當於購回授權項下購回股份之面值總額之金額，將可能根據發行授權配發及發行之股份之面值總額擴大。該等一般授權將在股東周年大會結束時失效。

下列決議案（其中包括）將在股東周年大會上提呈：

(a) 授予董事發行授權以行使本公司之權力，配發、發行及處理最多為通過有關決議案當日本公司已發行股本面值總額 20%之股份；

---

LETTER FROM THE BOARD  
董事會函件

---

(b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution; and

(c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 992,771,660 Shares. Subject to the passing of the resolutions approving the Issue Mandate and the Repurchase Mandate at the AGM and assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 198,554,332 Shares (representing 20% of the total number of Shares in issue as at the date of passing of the relevant resolution) and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 99,277,166 Shares (representing 10% of the total number of Shares in issue as at the date of passing of the relevant resolution).

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by any applicable law of the Cayman Islands or the Articles of Association to be held; or (c) when the mandates are revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company following the AGM.

Under the GEM Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement on the Repurchase Mandate is set out in Appendix I to this circular.

(b) 授予董事購回授權，以令彼等購回最多為通過該決議案當日本公司已發行股本面值總額10%之股份；及

(c) 授予董事擴大授權，以透過增加相當於購回授權項下購回股份數目之數額增加可能根據發行授權配發及發行之股份總數。

於最後可行日期，本公司已發行股本包括992,771,660股股份。待批准發行授權及購回授權之決議案於股東周年大會通過後，並假設本公司已發行股本於最後可行日期至股東周年大會日期期間概無變動，根據發行授權可能發行之最高股份數目將為198,554,332股（相當於有關決議案通過當日已發行股份總數20%）及根據購回授權可能購回之最高股份數目將為99,277,166股（相當於有關決議案通過當日已發行股份總數10%）。

發行授權、購回授權及擴大授權將於下列日期（以最早者為準）屆滿：(a) 本公司下屆股東周年大會結束之時；(b) 任何開曼群島適用法例或組織章程細則規定本公司須舉行下屆股東周年大會之日；或(c) 股東於下屆股東周年大會之前在本公司股東大會上透過普通決議案撤銷或更改該等授權之時。

根據創業板上市規則，本公司須向股東提供一切合理所需資料，以便股東就在股東周年大會上投票贊成或反對有關購回授權之決議案作出知情決定。購回授權說明函件載於本通函附錄一。

---

## LETTER FROM THE BOARD

### 董事會函件

---

#### 3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 95 of the Company's Articles of Association, Mr. Rui QIU, Dr. Bin Hui NI, and Mr. Mark Gavin LOTTER shall hold office only until the AGM and, being eligible, offer themselves for re-election at the AGM.

#### 4. THE AGM

A notice of convening the AGM to be held at 2/F, UCOMMUNE, Fangyuan Mansion, No. 56 Zhongguancun South Avenue, Haidian District, Beijing China at 10:00 a.m. on Wednesday, 25 July 2018 is set out on pages 12 to 17 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Of proxy in accordance with the instructions printed thereon to the Company's Registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

#### 5. VOTING BY POLL

According to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands). The chairman of the AGM will therefore demand a poll for all the resolutions put to the vote at the AGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

#### 6. RECOMMENDATION

The Board is of the view that the Issue Mandate, the Repurchase Mandate and the Extension Mandate he proposed re-election of Directors and the proposed adoption of the New Share Option Scheme are in the best

#### (三) 重選退任董事

根據本公司組織章程細則第 95 條，仇銳先生、倪彬暉博士以及 Mark Gavin LOTTER 先生僅須任職直至股東週年大會為止，且符合資格並於股東週年大會上願意應選連任。

#### (四) 股東周年大會

本公司謹訂於二零一八年七月二十五日星期三上午十時正假座北京市海澱區中關村南大街甲 56 號，方圓大廈優客工場二層召開股東周年大會，大會通告載於本通函第 12 至 17 頁。本通函亦附奉股東周年大會適用之代表委任表格。

無論閣下能否親身出席股東周年大會並於會上投票，務請盡快根據隨附代表委任表格上印備之指示將其填妥，並將表格送達本公司之股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東 183 號合和中心 22 樓，惟無論如何須於股東周年大會或其任何續會指定舉行時間 48 小時前交回，方為有效。填妥及交回代表委任表格後，閣下仍可親身出席股東周年大會並於會上投票。

#### (五) 投票表決

根據創業板上市規則第 17.47(4) 條，股東於股東大會上所作任何表決均須以投票表決方式進行（惟主席以誠實信用原則作出決定，容許純粹關於程式或行政事宜之決議案以舉手方式表決除外）。因此，股東周年大會主席要求所有於股東周年大會提呈之決議案將以投票表決方式進行表決。

據董事作出一切合理查詢後所深知、全悉及確信，概無股東須就將於股東周年大會上提呈之決議案放棄投票。

#### (六) 推薦意見

董事會認為，發行授權、購回授權及擴大授權，建議重選董事以及建議採納新購股權計劃符合本公司及其股東之整體最佳利益。因此，董事會建議股東投票贊成股東周年大會通告所載之所有決

---

## LETTER FROM THE BOARD

### 董事會函件

---

interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all resolutions as set out in the AGM Notice.

議案。

#### 7. CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from 19 July 2018 to 25 July 2018, both days inclusive, for the purpose of determining Shareholders' entitlements to attend and vote at the AGM. In order to qualify for the right to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar at Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 18 July 2018.

#### (七) 暫停辦理股份過戶登記

本公司將由二零一八年七月十九日至二零一八年七月二十五日（包括首尾兩日）期間暫停辦理股份過戶登記，以確定股東出席股東周年大會及於會上投票之權利。為合資格出席股東周年大會並於會上投票，所有過戶檔連同有關股票須於二零一八年七月十八日下午四時三十分前交回本公司之香港股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東 183 號合和中心 22 樓。

#### 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

#### (八) 責任聲明

本通函乃遵照創業板上市規則之規定而提供有關本公司之資料，各董事願就此共同及個別承擔全部責任。各董事經作出一切合理查詢後確認，就彼等所深知及確信，本通函所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分，亦無遺漏任何其他事實致使本通函所載任何聲明或本通函有所誤導。

#### 9. COMPETING INTERESTS

To the best knowledge of the Directors, as at the Latest Practicable Date, none of the Directors or their respective associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group which would be required to be disclosed under rule 11.04 of the GEM Listing Rules, as if the Directors were controlling shareholders.

#### (九) 競爭性權益

就董事所深知，於最後可行日期，概無董事或彼等各自之聯繫人士在與本集團業務直接或間接構成競爭或可能構成競爭之業務中擁有須根據創業板上市規則第 11.04 條規定披露之任何權益，猶如董事為控股股東。

---

LETTER FROM THE BOARD  
董事會函件

---

The English texts of this circular and the accompanying proxy form shall prevail over the Chinese texts in case of inconsistency.

本通函及隨附代表委任表格之中英文版本如有差異，概以英文版本為準。

Yours faithfully,  
For and on behalf of the Board  
**China Health Group Inc.**  
**William Xia GUO**  
*Chairman*

代表董事會  
中國醫療集團有限公司  
主席  
郭夏

Hong Kong, 27 June 2018

香港，二零一八年六月二十七日

---

## APPENDIX 1 EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

### 附錄一 購回之說明文件

---

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to approve the grant of the Repurchase Mandate.

#### 1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their shares on GEM or any other stock exchange on which the securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong and GEM subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such companies must be fully paid up and all repurchase of shares by such companies must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

#### 2. SHARE CAPITAL

Exercise in full of the Repurchase Mandate (on the basis of 992,771,660 Shares in issue as at the Latest Practicable Date) would result in up to 99,277,166 Shares (representing 10% of the issued share capital of the Company as at the date of passing of the relevant resolution) being repurchased by the Company during the Relevant Period (as defined in the relevant resolution), assuming no Shares are issued or repurchased between the Latest Practicable Date and the date of AGM.

#### 3. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement in the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

根據創業板上市規則規定，作為說明函件，本附錄提供所需資料以使股東可就投票贊成或反對有關批准授出購回授權之決議案作出知情決定。

#### 1. 有關購回股份之創業板上市規則

創業板上市規則允許以創業板為第一上市地之公司於創業板或公司證券上市並獲香港證券及期貨事務監察委員會及創業板認可的任何其他證券交易所購回本身之股份，惟受若干限制所限。在該等限制中，創業板上市規則規定，該等公司之股份須為已繳足股份，該等公司購回股份均須事先經股東以普通決議案（無論以一般購回授權或以某一特定交易的特定批准）批准。

#### 2. 股本

按最後可行日期已發行股份 992,771,660 股計算並假設於最後可行日期至股東周年大會日期並無發行或購回 股份，全面行使購回授權將使本公司於有關期間（定義見有關決議案）購回最多 99,277,166 股股份（相當於 本公司於有關決議案獲通過當日已發行股本之 10%）。

#### 3. 購回理由

董事相信，向股東徵求一般授權使董事可購回股份，符合本公司及股東之最佳利益。視乎當時市況及資金安排而定，有關購回可能會提升每股股份之資產淨值及/或盈利，並僅會於董事認為有關購回將對本公司及股東有利之情況下方會進行。

---

## APPENDIX 1 EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

### 附錄一 購回之說明文件

---

#### 4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles of Association of the Company, the Companies Law and other applicable laws of the Cayman Islands. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, out of capital if so authorized by the Articles of Association and subject to and in accordance with the Companies Law.

Any premium payable on repurchase must be paid out of profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased in the manner provided in the Companies Law.

#### 5. EFFECT OF EXERCISING THE REPURCHASE MANDATE

Taking into account of the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in the most recent published audited accounts.

The Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### 6. DIRECTORS' UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

#### 4. 購回資金

根據本公司組織章程細則、公司法及開曼群島其他適用法例，根據購回授權購回股份將由合法可作此用途之資金撥付。根據公司法規定，本公司進行購回所用資金只可來源於本公司利潤或就此新發行股份之所得款項，或組織章程細則批准及公司法所規定之資金。

購回產生的任何應付溢價必須在按照公司法規定之方式購回股份之前或之時，以本公司利潤或本公司股份溢價賬進行支付。

#### 5. 行使購回授權之影響

考慮到本公司現時之營運資金狀況，董事認為，倘購回授權獲全面行使，與最近期刊發之經審核賬目所披露之狀況相比，其可能對本公司之營運資金及/或資本負債狀況造成重大不利影響。

倘於若干情況下行使購回授權將會對董事認為本公司宜不時具備的營運資金需要或資產負債狀況構成重大不利影響，則董事擬不行使購回授權。

#### 6. 董事承諾

目前，概無董事或（經彼等作出一切合理查詢後所深知）彼等之任何聯繫人士，有意在購回授權獲股東批准之情況下根據購回授權向本公司或其附屬公司出售任何股份。



---

## APPENDIX 1 EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

### 附錄一 購回之說明文件

---

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association, the Companies Law and any other applicable laws of the Cayman Islands.

No connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, nor has any such connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

#### 7. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders are interested in 5% or more of the Company's issued share capital. Based on the disclosure of interest filings as at the Latest Practicable Date, Mr. William Xia Guo and its controlled corporations, Winsland Agents Limited, Venturepharm Holdings Inc. and Bright Excel Assets Limited respectively controlled 11.54%, 34.78%, 15.05% and 9.26% voting rights in the Company (or 70.63% voting rights in aggregate). In the event the Directors exercise in full the Repurchase Mandate to repurchase Shares, subject to the relevant shareholder's consultation with the Executive, Winsland Agents Limited may or may not be regarded as have triggered the mandatory offer obligation under Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Repurchase Mandate to such an extent as would trigger the mandatory offer obligation of any shareholder under the Takeovers Code.

董事已向聯交所承諾，於適當情況下，彼等將根據創業板上市規則、組織章程細則、公司法及開曼群島之任何其他適用法例進行購回。

概無本公司關連人士知會本公司，其現時有意在購回授權獲授予之情況下，向本公司出售任何股份，或承諾不會向本公司出售其持有之任何股份。

#### 7. 收購守則之影響及公眾持股量

倘本公司購回股份後股東所佔本公司投票權權益比例有所增加，則就收購守則規則 32 而言，有關增加將被視為一項收購。因此，一名或一群一致行動之股東（定義見收購守則）可取得或整合本公司控制權，且須根據收購守則規則 26 及 32 提出強制收購要約。

於最後可行日期，就董事所深知及確信，下列股東擁有本公司已發行股本 5%或以上權益。根據最後可行日期存檔之權益披露，郭夏先生及其受控法團、Winsland Agents Limited、Venturepharm Holdings Inc 及 Bright Excel Assets Limited 分別控制本公司 11.54%、34.78%、15.05%及 9.26%之投票權（或合共控制 70.63%之投票權）。倘董事全面行使購回股份之購回授權，Winsland Agents Limited 或不會被視為已觸發須根據收購守則規則 26 提出強制收購要約之責任，惟待有關股東向執行人員作出諮詢後方可作實。董事現時無意行使購回授權以致觸發任何股東須根據收購守則提出強制收購要約之責任。

## APPENDIX 1 EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

### 附錄一 購回之說明文件

The GEM Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentages determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

根據創業板上市規則規定，倘若購回會導致公眾持股量少於已發行股本之 25% (或聯交所釐定之其他指定最低百分比)，則公司不得在聯交所購回股份。董事無意行使購回授權以致公眾人士所持股份數目跌至低於所規定之最低百分比 25%。

#### 8. SHARE REPURCHASE MADE BY THE COMPANY

#### 8. 本公司購回股份

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

截至最後實際可行日期止六個月，本公司並無購回股份 (不論於聯交所或其他交易所)。

#### 9. SHARE PRICES

#### 9. 股份價格

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date are as follows:

截至最後實際可行日期止十二個月期間，股份於聯交所的每月最高及最低成交價如下：

Month	月份	Highest traded price	Lowest traded price HK\$
		股票價格最高價 HK\$ 港元	股票價格最低價 HK\$ 港元
2017	二零一七年		
June	六月	0.14	0.09
July	七月	0.14	0.09
August	八月	0.11	0.09
September	九月	0.16	0.08
October	十月	0.16	0.14
November	十一月	0.31	0.10
December	十二月	0.24	0.16
2018	二零一八年		
January	一月	0.32	0.23
February	二月	0.28	0.21
March	三月	0.68	0.24
April	四月	0.38	0.27
May	五月	0.45	0.28
June (up to the Latest Practicable Date)	六月 (截至最後實際可行日期)		

## APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

### 附錄二 建議重選董事之履歷詳

Mr. Rui QIU, Dr. Bin Hui NI, and Mr. Mark Gavin LOTTER are eligible and are offering themselves for re-election in accordance with the Articles of Association at the AGM.

The biographical information of the retiring Directors proposed for re-election at the AGM is set out as follows:

Mr. Rui QIU

Mr. Rui Qiu, aged 42, has been appointed as an independent non-executive Director and the chairman of the audit committee since 12 February 2018. Mr. Qiu graduated from Peking University and holds bachelor degree of Economics. With 20 years of working experience in accounting and financial management and Merge& Acquisition, Mr. Qiu formerly worked for PwC and TPG, etc, and founded several investment funds as the key member. Mr. Qiu is the founding partner of BDStar Capital and the directors of his invested companies. Mr. Qiu is the CFA and the CPA.

Mr. QIU had not held any directorships in public listed companies and the securities listed on any securities market in Hong Kong or overseas in the last three years.

The length of service of Mr. QIU is three years. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the terms of the appointment agreement, Mr. Qiu is entitled to receive an annual director's fee of HK\$50,000. The remuneration of Mr. Qiu is determined by the Board and its remuneration committee with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Other than the above, the Company would like to take this opportunity to express its sincere gratitude to Mr. Wu for his valuable contribution to the Board during his tenure of office and to welcome Mr. Qiu for his new appointment.

根據組織章程細則，仇銳先生、倪彬暉博士以及 Mark Gavin LOTTER 先生合資格及願意於股東週年大會上膺選連任。

仇銳先生之履歷載列如下：

仇銳先生

仇銳先生，42 歲，於二零一八年二月十二日獲委任為獨立非執行董事及審核委員會主席、提名委員會主席、薪酬委員會成員。畢業於北京大學經濟學院，獲經濟學學士，仇銳先生擁有 20 年的財務管理和投資併購經驗，曾任職普華永道（PwC）、德太投資（TPG）等國際機構，作為核心成員參與創建數支投資基金，目前擔任北門資本創始合夥人，同事，擔任多家公司董事。仇銳先生擁有特許金融分析師和中國註冊會計師資質。

在過去三年內，仇銳先生並無在其證券於香港或海外任何證券市場上市之公眾上市公司擔任任何董事職務。

仇銳先生之任期為三年。彼須根據組織章程細則輪值退任及應選連任。根據委任協議之條款，仇先生有權收取壹份港幣 50,000 元的董事年度酬金。仇先生之薪酬乃由董事會及其薪酬委員會參考彼於本公司之職務及職責以及現行市場狀況後釐定。

除上文披露者外，公司並不知悉任何有關委任仇先生之事宜須提呈股東注意，亦無任何資料須根據創業板上市規則第 17.50(2)(h)至(v)條任何規定予以披露。

---

NOTICE OF ANNUAL GENERAL MEETING  
股東周年大會通告

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

香港交易及結算所有限公司及香港聯合交易所有限公司對本公佈之內容概不負責, 對其準確性或完備性亦無發表聲明, 並表明不會就本公佈全部或任何部份內容或因倚賴該等內容而引致之任何損失承擔任何責任。



CHINA HEALTH GROUP INC.

中國醫療集團

(Carrying on business in Hong Kong as “万全医疗集团”)

(以「萬全醫療集團」名稱在香港經營業務)

(Formerly known as “Venturepharm Laboratories Limited”)

(前稱「万全科技药业有限公司」)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島注册成立之有限公司)

(Stock Code: 8225)

(股份代号: 8225)

NOTICE OF ANNUAL GENERAL MEETING  
股東周年大會通告

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the shareholders of **China Health Group Inc.** (the “**Company**”) will be held at 2/F, UCOMMUNE, Fangyuan Mansion, No. 56 Zhongguancun South Avenue, Haidian District, Beijing China at 10:00 a.m. on Wednesday, 25 July 2018 to transact the following businesses:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2017;

2. To consider and, if thought fit, resolve that no final dividend is declared for the year ended 31 December 2017;

茲通告中國醫療集團有限公司(「本公司」)謹訂於二零一八年七月二十五日星期三上午十時正假座北京市海澱區中關村南大街甲56號, 方圓大廈優客工場二層舉行股東周年大會, 藉以處理下列事項:

1. 省覽及考慮截至二零一七年十二月三十一日止年度之經審核綜合財務報表以及董事會報告及核數師報告;

2. 考慮及酌情批准不就二零一七年宣派末期股息

---

**NOTICE OF THE AGM**  
股東周年大會通告

---

3. To re-election Baker Tilly Hong Kong Limited. as auditors of the Company and authorize the Board to fix their remuneration;

4. To re-elect the retiring directors and authorize the board of directors of the company (the "Board" ) to fix their remuneration: (a) Mr. Qiu Rui;

5. To re-elect the directors and authorize the board of directors of the company (the "Board" ) to fix their remuneration (a) Mark Gavin Lotter; (b) Ni Binhui;

6. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**"THAT:**

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with shares of HK\$0.10 each in the capital of the Company ( "Shares" ), and to issue, allot or grant securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements and options which might require the exercise of such powers, subject to and in accordance with applicable laws, be and is hereby generally and unconditionally approved;

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

3. 重选 Baker Tilly Hong Kong Limited 為公司核數師並授權董事會釐定其酬金；；

4. 重選退任董事並授權本公司董事會(「董事會」)釐定其酬金：(a) 仇銳先生；

5. 重選董事並授權本公司董事會(「董事會」)釐定其酬金(a)Mark Gavin Lotter ；(b)倪彬暉。

6. 作為特別事項，考慮並酌情通過(不論是否經過修訂)下列決議案作為普通決議案：

**「動議：**

(a) 在下文(c)段限制下，根據香港聯合交易所有限公司創業板證券上市規則，一般及無條件批准本公司董事於有關期間(定義見下文)，根據適用法律，行使本公司一切權力，以配發、發行及處理本公司股本中每股面值 0.10 港元之股份(「股份」)，並發行、配發或授出可轉換為股份之證券或購股權、認股權證或認購股份或該等可換股證券之類似權利及作出或授予可能須行使該等權力之建議、協議及購股權；

(b)上文(a)段之批准將授權董事於有關期間作出或授予或須於有關期間屆滿後行使該等權力之建議、協議及購股權；

---

## NOTICE OF THE AGM 股東周年大會通告

---

(c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company, or any securities which are convertible into shares of the Company, (iii) any employee share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, and (iv) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the approval in paragraph (a) shall be limited accordingly;

(d) the approval in paragraph (a) above shall be additional to the authority given to the directors at any time to allot and issue additional shares in the capital of the Company; and

(e) 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;

(c) 董事根據上文(a)段之批准配發或同意有條件或無條件配發(不論是否根據購股權或其他方式配發)之本公司股本面值總額不得超過於本決議案獲通過當日本公司股本面值總額之 20%,惟根據(i)供股(定義見下文),(ii)根據本公司發行之任何認股權證或任何可轉換為本公司股份之證券之條款,行使認購權或兌換權,(iii)任何當時已採納可向本公司及/或其任何附屬公司高級職員及/或僱員授予或發行股份或購買本公司股份之權利之僱員購股權計劃或類似安排,及(iv)不時根據本公司章程細則實行之任何以股代息計劃或類似安排規定配發股份代替本公司股份之全部或部份股息者除外,而(a)段之批准亦須受此數額限制;

(d) (a)段之批准乃外加於在任何時間給予董事可配發及發行本公司股本中額外股份之授權;及

ii. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Cayman Islands or the Articles of Association of the Company to be held; and

(e)就本決議案而言:

「有關期間」指由本決議案獲通過之日起至下列三者中之較早日期止之期間:

iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

i.本公司下屆股東週年大會結束之日;

ii.依照開曼群島任何適用法例或本公司組織章程細則,規定本公司下屆股東週年大會須予舉行之期限屆滿之日;及

iii.本決議案所述之授權經本公司股東於股東大會上以普通決議案予以撤銷或更改之日。

---

## NOTICE OF THE AGM

### 股東周年大會通告

---

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

5. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

(a) there be granted to the Directors an unconditional general mandate to repurchase shares in the capital of the Company, and that the exercise by the Directors of all powers of the Company to purchase shares subject to and in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved, subject to the following conditions:

i. such mandate shall not extend beyond the Relevant Period;

ii. such mandate shall authorize the Directors to procure the Company to repurchase shares at such prices as the Directors may at their discretion determine;

iii. the aggregate nominal amount of the shares repurchased by the Company pursuant to this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution; and

(b) 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;

「供股」指董事於所定期間內根據於某一指定記錄日期名列本公司股東名冊之股份持有人於該日持有股份之比例向彼等提出發售股份之建議(惟董事就零碎股權或香港或香港以外區域之任何法律限制或責任或任何認可監管機構或任何證券交易所之規定,作出其認為必須或權宜之豁免或其他安排)。」

5. 作為特別事項,考慮並酌情通過(不論是否經過修訂)下列決議案作為普通決議案:

「動議:

(a) 一般及無條件批准授予董事一項無條件一般授權以購回本公司股本中之股份,及由董事根據所有適用法律、規則及法規行使本公司所有權力購回股份,惟須受下列條件所規限:

i. 該項授權不得超過有關期間;

ii. 該項授權應授權董事促使本公司按董事酌情釐定之價格購回股份;

iii. 本公司於有關期間內根據本決議案購回之股份面值總額,不得超過本決議案獲通過當日本公司已發行股本面值總額之 10%; 及

(b) 就本決議案而言,「有關期間」指由本決議案獲通過當日起至下列三者中之最早日期止之期間:

i. 本公司下屆股東周年大會結束之日;



---

**NOTICE OF THE AGM**  
股東周年大會通告

---

ii. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Cayman Islands or the Articles of Association of the Company to be held; and

iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

6. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

conditional upon resolutions nos. 4 and 5 above being passed, the general mandate granted to the directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution no. 4 above be and hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

By order of the Board  
**China Health Group Inc.**  
**William Xia GUO**  
*Chairman*

Hong Kong, 27 June 2018

***Registered office:***

Vistra (Cayman) Limited  
P.O. Box 31119 Grand  
Pavilion, Hibiscus Way, 802  
West Bay Road, Grand  
Cayman, KY1-1205,  
Cayman Islands

ii. 依照開曼群島任何適用法例或本公司組織章程細則，規定本公司下屆股東周年大會須予舉行之期限屆滿之日；及

iii. 本決議案所述之授權經本公司股東於股東大會上以普通決議案予以撤銷 或更改之日。

6. 作為特別事項，考慮並酌情通過(不論是否經過修訂)下列決議案作為普通決議案：

「動議：

待上述第 4 及 5 項決議案獲通過後，謹此擴大根據上述第 4 項所載決議案授予董事行使本公司之權力以配發、發行及以其他方式處理本公司股份之一般授權，方式為於本公司董事根據有關一般授權可配發本公司已發行股本之總面值，增加相等於本公司根據上述第 5 項所載決議案授出之授權所購回之本公司股本總面值，惟為有關金額不得超過本公司於通過本決議案通過日期之已發行股本總面值之 10%。」

承董事會命  
**中國醫療集團有限公司**  
主席  
郭夏

香港，二零一八年六月二十七日

*Principal place of business and head office in Hong Kong:*  
Unit B, 19/F.  
Times Media Centre  
133 Wanchai Road, Wanchai  
Hong Kong

## NOTICE OF THE AGM 股東周年大會通告

### Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his, her or its behalf in accordance with the Articles of Association of the Company. A proxy needs not be a shareholder of the Company.

2. Where there are joint registered holders of any share of the Company, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

3. To be valid, a form of proxy and, if such form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of such power of attorney or authority must be deposited with the Company's Registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or at any adjournment thereof.

4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.

5. The transfer books and register of members of the Company will be closed from 19 July 2018 to 25 July 2018, both days inclusive, for the purpose of determining Shareholders' entitlements to attend and vote at the AGM. In order to qualify for the right to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar at Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 18 July 2018.

6. A circular containing, inter alia, details of the proposed general mandate to issue and repurchase shares of the Company, information of the retiring Directors who are proposed to be re-elected at the AGM, and the proposed adoption of the new share option scheme of the Company, will be dispatched to the shareholders of the Company.

*As at the date hereof, the Board comprises two executive directors, being Mr. William Xia Guo and Dr. Maria Xue Mei Song; one non-executive director, being Mr. Michael Su; and three independent non-executive directors, being Mr. Rui QIU, Dr. Bin Hui Ni and Mr. Mark Gavin Lotter.*

*This announcement, for which the directors of the Company (the "Directors") collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of securities of the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, conform that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in all material respects and not misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website with the domain name of [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at [www.chgi.net](http://www.chgi.net).*

### 附註:

1. 根據本公司之組織章程細則，凡有權出席上述通告召開之大會及於會上投票之任何本公司股東，均有權委任一名或以上代表出席大會，並代表其投票。受委代表毋須為本公司股東。

2. 倘為本公司任何股份之聯名登記持有人，則任何一位該等聯名持有人均可就有關股份親自或委任代表於會上投票（猶如彼為唯一有權投票者）；惟倘有多於一位該等聯名持有人親自或委派代表出席大會，則上述出席之人士中於股東名冊內就有關股份排名首位之人士方有權就有關股份投票。

3. 代表委任表格連同（倘有關表格由其他人士根據授權書或其他授權檔代表委任方簽署）經由公證人簽署證明之授權書或授權檔副本，須於大會或其任何續會指定舉行時間 48 小時前，送達本公司之股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東 183 號合和中心 22 樓，方為有效。

4. 本公司股東或彼等之受委代表須于出席大會時出示身分證明文件。

5. 本公司將由二零一八年七月十九日至二零一八年七月二十五日（包括首尾兩日）期間暫停辦理股份過戶登記，以確定股東出席上述大會及於會上投票之權利，於此期間本公司將不會辦理任何股份過戶。為合資格出席股東週年大會並於會上投票，所有過戶檔連同有關股票須於二零一八年七月十八日下午四時三十分前交回本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東 183 號合和中心 22 樓。

6. 載有（其中包括）建議授出發行公司股份之一般授權之詳情、建議于股東周年大會上重選董事及建議採納新購股權計劃之資料之通函，將發送予本公司股東。

於本公佈日期，董事會執行董事兩名，分別為郭夏先生（本公司之主席）、宋雪梅博士；非執行董事一名，為蘇毅先生；獨立非執行董事三名，分別為仇銳先生、Mark Gavin Lotter 先生及倪彬暉博士。

本公佈由各董事共同及個別對此負全責，乃遵照聯交所《創業板證券上市規則》之規定而提供有關本公司之資料。本公司各董事經作出一切合理查詢後，確認就彼等所知並所信：（1）本公佈所載資料在各重大方面均屬準確及完整，且無誤導成分；（2）並無遺漏任何其他事實致使本公佈所載任何內容產生誤導；及（3）本公佈內表達之一切意見乃經審慎周詳之考慮方作出，並以公平合理基準和假設為依據。

本公佈將於創業板網址 [www.hkgem.com](http://www.hkgem.com) 之「最新公司公告」網頁登出，由登出日期起計為期七日，並於本公司網址 [www.chgi.net](http://www.chgi.net) 網頁登出。