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Town Health International Medical Group Limited
康健國際醫療集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 3886)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**Meeting**”) of Town Health International Medical Group Limited (the “**Company**”) will be held at 9:00 a.m. on Monday, 22 December 2014 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong to consider and, if thought fit, pass the following resolution (1) as a special resolution and the following resolution (2) as an ordinary resolution:

(1) SPECIAL RESOLUTION

“THAT:

- (a) the authorised share capital of the Company be and is hereby increased from HK\$300,000,000 to HK\$303,750,000 by the creation of 375,000,000 perpetual non-voting redeemable convertible preference shares of HK\$0.01 each (the “**Convertible Preference Shares**”), having the rights and restrictions as set out in Schedule 2 to the CPS Subscription Agreement (as defined below), such that following such increase, the authorised share capital of the Company will be HK\$303,750,000 divided into 30,000,000,000 ordinary shares of HK\$0.01 each (“**Shares**”) and 375,000,000 Convertible Preference Shares;

- (b) the perpetual non-voting redeemable convertible preference shares subscription agreement dated 31 October 2014 (the “**CPS Subscription Agreement**”) entered into between the Company, Fubon Life Insurance Co., Ltd. (“**Fubon Life**”), Fubon Insurance Co., Ltd. (“**Fubon Insurance**”) and Broad Idea International Limited (the “**Major Shareholder**”) in respect of the proposed subscription for 212,121,212 Convertible Preference Shares by Fubon Life, 79,545,454 Convertible Preference Shares by Fubon Insurance and 83,333,333 Convertible Preference Shares by the Major Shareholder (a copy of the CPS Subscription Agreement is marked “A” and signed by the chairman of the Meeting for identification purpose has been tabled at the Meeting) be and is hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved;
- (c) subject to completion of the CPS Subscription Agreement, the allotment and issue of the Convertible Preference Shares and up to 374,999,999 new Shares upon exercise of the conversion rights attaching to the Convertible Preference Shares (the “**Conversion Shares**”) in full at the initial conversion price of HK\$1.20 per Conversion Share (subject to adjustment in accordance with the terms of the Convertible Preference Shares) by the Company in accordance with the terms and conditions of the CPS Subscription Agreement be and are hereby approved; and
- (d) any one director of the Company (“**Director**”) be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the foregoing resolutions (including the CPS Subscription Agreement and the transactions contemplated thereunder), and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the CPS Subscription Agreement) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

(2) ORDINARY RESOLUTION

“THAT:

- (a) the share subscription agreement dated 31 October 2014 (the “**Share Subscription Agreement**”) entered into between the Company, Fubon Life, Fubon Insurance and the Major Shareholder in respect of the proposed subscription for 259,740,260 Shares by Fubon Life, 97,402,597 Shares by Fubon Insurance and 102,040,816 Shares by the Major Shareholder (a copy of the Share Subscription Agreement is marked “B” and signed by the chairman of the Meeting for identification purpose has been tabled at the Meeting) be and is hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved;
- (b) subject to completion of the Share Subscription Agreement, the allotment and issue of the new Shares to be subscribed by Fubon Life, Fubon Insurance and the Major Shareholder, respectively (the “**Subscription Shares**”), by the Company in accordance with the terms and conditions of the Share Subscription Agreement be and are hereby approved; and
- (c) any one Director be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Share Subscription Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Share Subscription Agreement) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

By order of the Board

Town Health International Medical Group Limited

Lee Chik Yuet

Executive Director

Hong Kong, 28 November 2014

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

*Head office and principal place of
business in Hong Kong:*

6th Floor
Town Health Technology Centre
10-12 Yuen Shun Circuit
Siu Lek Yuen, Shatin
New Territories, Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a shareholder of the Company but must be present in person at the Meeting to represent the shareholder. 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.
- (2) To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting and/or any adjournment thereof, should he/she so wish.
- (3) Completion and return of an instrument appointing a proxy should not preclude a member of the Company from attending and voting in person at the Meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.

As at the date of this notice, the executive Directors are Miss Choi Ka Yee, Crystal (Chairperson), Dr. Cho Kwai Chee (Executive Vice Chairman), Dr. Hui Ka Wah, Ronnie, JP (Chief Executive Officer), Mr. Lee Chik Yuet, Dr. Chan Wing Lok, Brian and Mr. Wong Seung Ming (Chief Financial Officer); the non-executive Director is Dr. Choi Chee Ming, GBS, JP (Vice-Chairman) and the independent non-executive Directors are Mr. Chan Kam Chiu, Mr. Ho Kwok Wah, George and Mr. Wai Kwok Hung, SBS, JP.