
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 what action to take in relation to this circular, you should consult your licensed securities dealer or other registered securities institutions, bank manager, solicitor, professional public accountant or other professional adviser.

If you have sold or transferred all your shares in **Guangdong Kanghua Healthcare Co., Ltd.**, you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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.



廣東康華醫療股份有限公司

GUANGDONG KANGHUA HEALTHCARE CO., LTD. *

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3689)

WORK REPORT OF THE BOARD OF DIRECTORS FOR 2017
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2017
FINANCIAL REPORTS FOR 2017
ANNUAL REPORT FOR 2017
PROPOSED FINAL DIVIDEND FOR 2017
ELECTION OF DIRECTORS OF THE SECOND SESSION OF THE BOARD
ELECTION OF SUPERVISORS OF THE SECOND SESSION OF THE
SUPERVISORY COMMITTEE
RE-APPOINTMENT OF DOMESTIC AUDITOR AND INTERNATIONAL
AUDITOR OF THE COMPANY FOR 2018
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF 2017 ANNUAL GENERAL MEETING

Notice convening the AGM to be held at Boardroom 6, Mezzanine Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 8 June 2018 at 2:00 p.m.. is set out on pages 18 to 24 of this circular.

A reply slip and a form of proxy for use at the AGM are enclosed and are also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and of the Company (www.kanghuagp.com). Whether or not you intend to attend the AGM, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon no later than Friday, 18 May 2018; and (ii) the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

* *For identification purpose only*

23 April 2018

CONTENTS

	<i>page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX	11
NOTICE OF 2017 ANNUAL GENERAL MEETING	18

DEFINITIONS

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

“2017 Annual Report”	the annual report of the Company for the year ended 31 December 2017, which can be found on the HKExnews website of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and the Company’s website (http://www.kanghuagp.com)
“AGM”	the 2017 annual general meeting of the Company to be held at Boardroom 6, Mezzanine Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong at 2:00 p.m. on Friday, 8 June 2018 or any adjournment thereof for the purpose of, considering and, if thought fit, approving the resolutions contained in the notice of the 2017 annual general meeting which is set out on pages 18 to 24 of this circular
“Articles of Association”	the articles of association of the Company currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	Guangdong Kanghua Healthcare Co., Ltd. (廣東康華醫療股份有限公司), a joint stock company with limited liability incorporated in the PRC and its H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 3689)
“Company Law”	the Company Law of the People’s Republic of China revised and adopted by the Standing Committee of the Twelfth National People’s Congress on 28 December 2013 and enforced on 1 March 2014 (as amended, supplemented or otherwise modified from time to time)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted Shares which are currently not listed or traded in any stock exchange
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas-listed foreign invested ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	the independent non-executive Director(s) of the Company
“Latest Practicable Date”	18 April, 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Shares and H Shares
“Shareholder(s)”	shareholder(s) of the Company
“Supervisor(s)”	the member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD



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

Executive Directors:

Mr. Wang Junyang (*Chairman*)
Mr. Chen Wangzhi (*Chief Executive Officer*)
Mr. Wong Wai Hung Simon (*Vice Chairman*)
Ms. Wang Aiqin

Registered office:

3/F, Outpatient Zone One
Dongguan Kanghua Hospital
Nancheng Street Road
Dongguan
Guangdong Province
PRC

Non-executive Director:

Mr. Lv Yubo

*Headquarters and principal place of
business in the PRC:*

1000 Dongguan Avenue
Dongguan
Guangdong Province
PRC

Independent non-executive Directors:

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

*Principal place of business
in Hong Kong:*

Unit 3207, Metroplaza
Tower 2, 223 Hing Fong Road
Kwai Fong, New Territories
Hong Kong

To the Shareholders

Dear Sir/Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2017
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2017
FINANCIAL REPORTS FOR 2017
ANNUAL REPORT FOR 2017
PROPOSED FINAL DIVIDEND FOR 2017
ELECTION OF DIRECTORS OF THE SECOND SESSION OF THE BOARD
ELECTION OF SUPERVISORS OF THE SECOND SESSION OF THE
SUPERVISORY COMMITTEE
RE-APPOINTMENT OF DOMESTIC AUDITOR AND INTERNATIONAL
AUDITOR OF THE COMPANY FOR 2018
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF 2017 ANNUAL GENERAL MEETING**

* For identification purpose only

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM (set out on pages 18 to 24 of this circular) and information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

At the AGM, ordinary resolutions will be proposed to approve, among others, (i) the work report of the Board for 2017 (the “2017 Work Report of the Board”); (ii) the work report of the Supervisory Committee for 2017 (the “2017 Work Report of the Supervisory Committee”); (iii) the financial reports of the Company (the “2017 Financial Reports”); (iv) the 2017 Annual Report; (v) the proposed final dividend of the Company for 2017 (the “2017 Final Dividend”); (vi) election of Directors of the second session of the Board; (vii) election of Supervisors of the second session of the Supervisory Committee and (viii) the re-appointment of domestic auditor and international auditor of the Company for 2018 and authorize the Board to determine their respective remuneration. A special resolution will be proposed to approve the general mandate to issue Shares.

ORDINARY RESOLUTIONS:

1. 2017 Work Report of the Board

An ordinary resolution will be proposed at the AGM to approve the 2017 Work Report of the Board. Please refer to the report of the Board in the 2017 Annual Report.

The 2017 Work Report of the Board was considered and approved by the Board on 15 March 2018 and is hereby proposed at the AGM for consideration and approval.

2. 2017 Work Report of the Supervisory Committee

An ordinary resolution will be proposed at the AGM to approve the 2017 Work Report of the Supervisory Committee. Please refer to the report of the Supervisory Committee in the 2017 Annual Report.

The 2017 Work Report of the Supervisory Committee was considered and approved by the Supervisory Committee on 15 March 2018 and is hereby proposed at the AGM for consideration and approval.

3. 2017 Financial Reports

An ordinary resolution will be proposed at the AGM to approve the 2017 Financial Reports. Please refer to the audited consolidated financial statements in the 2017 Annual Report.

The 2017 Financial Reports were considered and approved by the Board on 15 March 2018 and are hereby proposed at the AGM for consideration and approval.

LETTER FROM THE BOARD

4. 2017 Annual Report

An ordinary resolution will be proposed at the AGM to approve the 2017 Annual Report.

The 2017 Annual Report was considered and approved by the Board on 15 March 2018 and is hereby proposed at the AGM for consideration and approval.

5. 2017 Final Dividend

The Board proposed to pay the 2017 Final Dividend of RMB16 cents per Share (inclusive of applicable tax) for the year ended 31 December 2017 to the Shareholders and an ordinary resolution will be proposed at the AGM to consider and approve the 2017 Final Dividend. The final dividend will be denominated and declared in RMB. Dividends on Domestic Shares will be paid in RMB and dividends on H Shares will be paid in Hong Kong dollars.

The 2017 Final Dividend has been considered and approved by the Board on 15 March 2018 and is hereby proposed at the AGM for consideration and approval.

6. Each as a separate resolution, to elect the following directors of the Company (the “Director(s)”):

- 6.1. To elect Mr. Wang Junyang as executive Director of the second session of the board of Directors (the “Board”) and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
- 6.2. To elect Mr. Chen Wangzhi as executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
- 6.3. To elect Mr. Wong Wai Hung Simon as executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
- 6.4. To elect Ms. Wang Aiqin as executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
- 6.5. To elect Mr. Lv Yubo as non-executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
- 6.6. To elect Mr. Yeung Ming Lai as independent non-executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;

LETTER FROM THE BOARD

- 6.7. To elect Dr. Chen Keji as independent non-executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
- 6.8. To elect Mr. Chan Sing Nun as independent non-executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;

In the event that the above-mentioned candidates for Directors are elected as Directors of the second session of the Board, their terms of office will be three years from the date of the approval of this resolution at the AGM. Biographical details of each of the candidates for Directors proposed to be elected at the AGM are set out in Appendix to this circular.

The Company has continued to receive written confirmation from each of Mr. Yeung Ming Lai, Dr. Chen Keji and Mr. Chan Sing Nun concerning their independence in accordance with the Hong Kong Listing Rules. Accordingly, the Board has resolved that each of Mr. Yeung Ming Lai, Dr. Chen Keji and Mr. Chan Sing Nun continues to be independent. As an independent non-executive Director, each of Mr. Yeung Ming Lai, Dr. Chen Keji and Mr. Chan Sing Nun brings his valuable experience to the Board and, alongside the other Directors, each of them contributes to ensuring that the interests of the Shareholders are taken into account and that relevant issues are subject to thorough and comprehensive consideration by the Board. As such, the Board recommends each of them to be elected as an independent non-executive Director of the second session of the Board at the AGM.

7. Each as a separate resolution, to elect the following supervisors of the Company (the “Supervisor(s)”):

- 7.1. To elect Mr. Chen Shaoming as Supervisor of the second session of the supervisory committee of the Company (the “Supervisory Committee”) and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
- 7.2. To elect Mr. Wang Bingzhi as Supervisor of the second session of the Supervisory Committee and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.

In the event that the above-mentioned candidates for Supervisors are elected as Supervisors of the second session of the Supervisory Committee, their terms of office will be three years from the date of the approval of this resolution at the AGM. Biographical details of each of the candidates for the Supervisors proposed to be elected at the AGM are set out in Appendix to this circular. The biographical details of the employee representative Supervisor will be disclosed by way of announcement upon conclusion of the employees’ representative meeting convened by the Company.

LETTER FROM THE BOARD

8. **Resolution on the re-appointment of domestic auditor and international auditor of the Company for 2018**

The Board proposes that Deloitte Touche Tohmatsu Certified Public Accountants LLP be re-appointed as the domestic auditor for the Company in 2018, responsible for providing relevant external auditing service in accordance with Chinese Accounting Standards for Business Enterprises until the close of the annual general meeting of the Company for 2018. The Board proposes that Messrs. Deloitte Touche Tohmatsu be re-appointed as the international auditor for the Company in 2018, responsible for providing relevant international auditing and reviewing service in accordance with the International Financial Reporting Standards until the close of the annual general meeting of the Company for 2018. The proposal on the re-appointment of domestic and international auditors and the authorisation to the Board to fix their remuneration is hereby proposed at the AGM for consideration and approval.

SPECIAL RESOLUTION:

Resolution on general mandate to issue Shares

To provide more flexibility and convenience to the fundraisings for the Company, the proposal to issue additional shares of the Company and to grant the Board a general mandate is hereby proposed at the AGM for consideration and approval:

- A. To consider and approve the Company to issue additional H Shares and additional Domestic Shares in the share capital of the Company (“**Additional Shares**”) and to grant to the Board a general mandate (“**General Mandate**”), subject to terms and conditions set out in this resolution, for the exercise by the Board during the Relevant Period (as defined in (iv)) of powers to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares (such Additional Shares being subject to a maximum of 20% of the respective aggregate number of issued H Shares and Domestic Shares of the Company as at the date of approval of this resolution), and to make or grant offers or agreements in respect of such Additional Shares:
 - i. such General Mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
 - ii. the total number of Shares approved to be allotted or agreed conditionally or unconditionally to be allotted by the Board shall not exceed: (a) 20% of the total number of H Shares of the Company in issue at the date of the passing of this resolution; and/or (b) 20% of the total number of Domestic Shares of the Company in issue at the date of the passing of this resolution, otherwise than pursuant to any scrip dividend scheme or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares in accordance with the Articles of Association;

LETTER FROM THE BOARD

iii. the Board will only exercise its power under such mandate in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Hong Kong Listing Rules and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

iv. for the purposes of this resolution:

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

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

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

- a. the conclusion of the 2018 annual general meeting of the Company following the passing of this resolution; or
- b. the date on which the authority conferred by this resolution is revoked or varied by a special resolution in a general meeting of the Company.

B. Subject to the Board issuing additional H Shares and additional Domestic Shares pursuant to this resolution, the Board be authorised to:

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

LETTER FROM THE BOARD

AGM

The Company will hold the AGM at Boardroom 6, Mezzanine Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong at 2:00 p.m. on Friday, 8 June 2018 for the Shareholders to consider, and if thought fit, approve the resolutions relating to, among others, (i) the 2017 Work Report of the Board; (ii) the 2017 Work Report of the Supervisory Committee; (iii) the 2017 Financial Reports; (iv) the annual report for 2017; (v) the 2017 Final Dividend; (vi) election of Directors of the second session of the Board; (vii) election of Supervisors of the second session of the Supervisory Committee and (viii) the re-appointment of domestic auditor and international auditor of the Company for 2018 and authorize the Board to determine their respective remuneration. A special resolution will be proposed to approve the general mandate to issue Shares. Notice of the AGM is set out on pages 18 to 24 of this circular.

CLOSURE OF REGISTER OF MEMBERS OF H SHARES AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE AGM

The register of members of H Shares of the Company will be closed from Wednesday, 9 May 2018 to Friday, 8 June 2018, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for attending the AGM and vote for all resolutions to be submitted thereat, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m., on Tuesday, 8 May 2018 for registration.

CLOSURE OF REGISTER OF MEMBERS OF H SHARES AND ASCERTAINING OF ELIGIBILITY FOR THE PROPOSED FINAL DIVIDEND

The Board proposes a final dividend of RMB16 cents per share (inclusive of applicable tax) for the year ended 31 December 2017. The dividend proposal will be submitted for consideration at the AGM. If such proposed dividend distribution is approved by the shareholders, the final dividend will be distributed to those shareholders whose names appear on the register of members of the Company on Tuesday, 19 June 2018. The register of members of H Shares of the Company will be closed from Thursday, 14 June 2018 to Tuesday, 19 June 2018, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for the entitlement to the final dividend, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m., on Wednesday, 13 June 2018 for registration.

Enclosed herewith are the reply slip and proxy form for the AGM. Whether or not you wish to attend the AGM, please complete the enclosed reply slip and/or proxy form in accordance with instructions printed thereon and return them to the Company's H shares registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holders of H Shares) or the Company's principal place of business in Hong Kong at Unit 3207, Metroplaza Tower 2, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong (in case of holders of Domestic Shares), as soon as possible and in any event no later than

LETTER FROM THE BOARD

Friday, 18 May 2018 (for the reply slip) or by no later than 24 hours before the time appointed for the AGM or any adjournment thereof (for the proxy form (if any)). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

Voting by Way of Poll

In accordance with Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at the AGM must be taken by poll. As such, all the resolutions set out in the notice convening the AGM will be voted by poll.

Save as disclosed in the circular, if any, no Shareholder will have a material interest in the matters to be approved and will be required to abstain from voting in respect of such resolutions.

RESPONSIBILITY STATEMENT

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

RECOMMENDATIONS

The Directors (including the Independent Non-executive Directors) consider that all the above resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the aforesaid resolutions to be proposed at the AGM.

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

23 April 2018

* *For identification purpose only*

APPENDIX

Details of each of the abovementioned Director and Supervisor candidates are set out as follows pursuant to Rule 13.51(2) of the Hong Kong Listing Rules:

Mr. WANG Junyang (王君揚), aged 35, is an executive Director and chairman of the Board. He is primarily responsible for the overall business operation and strategic planning of the Group. Mr. Wang was appointed as the executive Director in December 2015 after the Company was converted into a joint stock limited liability company. Mr. Wang has approximately 11 years of industry and management experience, and is familiar with modern enterprise management, capital operations and marketing. Mr. Wang joined Kanghua Hospital in August 2007 and has held various positions since then, including assistant to general manager responsible for hospital operations from August 2007 to July 2009, manager of the business department responsible for business development from August 2009 to November 2012 and vice general manager of the business department responsible for business management and overall strategic development of the hospital since December 2012. Mr. Wang has also served as director and general manager responsible for business management and overall strategic development of Kanghua Group since August 2007 and Xingye Group since December 2008. Mr. Wang has served on the fourth council of Dongguan City Houjie Chamber of Commerce (東莞市厚街商會第四屆理事會理事) since December 2009. In 2012, Mr. Wang served as the president of the fifth council of Dongguan Young Entrepreneurs Association (東莞市青年企業家協會第五屆理事會會長). In June 2014, Mr. Wang was awarded Outstanding Young Dongguan Businessman (優秀青年莞商) by the World Dongguan Entrepreneurs Convention Organising Committee (世界莞商大會組織委員會). Mr. Wang is a member of the Wang Family and is the cousin of Mr. Wong Wai Hung Simon and nephew of Mr. Chen Wangzhi and Ms. Wang Aiqin.

Mr. CHEN Wangzhi (陳旺枝), aged 47, is an executive Director and the chief executive officer of the Company. Mr. Chen is primarily responsible for the overall hospital operations and management of the Group. Mr. Chen was appointed as the executive Director in December 2015 after the Company was converted into a joint stock limited liability company. Mr. Chen has over 11 years of experience in the healthcare industry. Mr. Chen joined Renkang Hospital in August 2005 when it was established as a limited liability company in the PRC and has since served as the chairman responsible for hospital operations and development. Mr. Chen joined Kanghua Hospital in September 2005 when it was established as a limited liability company in the PRC and has since served as the chairman and general manager responsible for hospital operations and development. He was principally responsible for supervising the construction and development of Kanghua Hospital and Renkang Hospital from which he had gained extensive experience in hospital management and development. Under the leadership of Mr. Chen, Kanghua Hospital and Renkang Hospital have developed a management style reflective of the values and characteristics of the “Kanghua” brand and obtained many prestigious accreditations and recognitions. Mr. Chen obtained an executive master’s degree in business administration (高級管理人員工商管理) from Sun Yat-sen University (中山大學) in December 2014. Mr. Chen is a member of the Wang Family and is uncle-in-law of Mr. Wang Junyung and spouse of Ms. Wang Aiqin.

APPENDIX

Mr. WONG Wai Hung Simon (王偉雄), aged 29, is an executive Director and vice chairman of the Board. He is primarily responsible for the overall business operations and strategic planning of the Group. Mr. Wong was appointed as the executive Director in December 2015 after the Company was converted into a joint stock limited liability company. Mr. Wong has approximately 7 years of hospital management experience. Mr. Wong joined Kanghua Hospital in July 2010 and has since served various roles, including assistant to chairman responsible for implementing and executing chairman's decisions from July 2010 to April 2012, manager of the finance department responsible for the overall supervision of the financial affairs of the hospital from May 2012 to June 2013, and vice general manager of the business department responsible for hospital administration management since July 2013. Mr. Wong actively participates in the business communities in Dongguan. He has served as the vice chairman of the Hong Kong Houjie Clansmen Association (香港厚街同鄉會) since January 2016. Mr. Wong obtained a bachelor's degree in management from the California State University, Northridge in December 2010. Mr. Wong is a member of the Wang Family and is the cousin of Mr. Wang Junyung and nephew of Mr. Chen Wangzhi and Ms. Wang Aiqin.

Ms. WANG Aiqin (王愛勤), aged 47, is an executive Director. Ms. Wang is primarily responsible for the overall financial management and capital investment of the Group. Ms. Wang has approximately 20 years of group management experience, in particular group financial management. Ms. Wang joined Renkang Hospital in August 2005 when it was established as a limited liability company in the PRC and has since served as a supervisor and a vice general manager of the finance department responsible for financial management. Ms. Wang joined Kanghua Hospital in September 2005 when it was established as a limited liability company in the PRC and has since served as a vice general manager of the finance department responsible for financial management. She was also substantially involved in the construction and development of Kanghua Hospital and Renkang Hospital. Ms. Wang has also served as a director and vice general manager of Kanghua Group since June 2002 and Xingye Group since June 1997, and has obtained significant experience in implementing and executing group control systems in financial management, human resources management, risk management, audit management and cultural management. Ms. Wang is a member of the Wang Family and is the aunt of Mr. Wang Junyang and Mr. Wong Wai Hung Simon, and spouse of Mr. Chen Wangzhi.

Mr. LV Yubo (呂玉波), aged 67, is a non-executive Director. He is primarily responsible for overseeing the corporate development and strategic planning of the Group. Mr. Lv joined the Group in June 2016 and was appointed as non-executive Director in June 2016. Mr. Lv has more than 41 years of extensive experience in hospital management. Since October 1974, Mr. Lv has played an instrumental role in the development of Guangdong Provincial Hospital of Traditional Chinese Medicine (廣東省中醫院), which has now become one of the largest hospitals of traditional Chinese medicine in the PRC. Mr. Lv is currently a lifetime honorary director (終身名譽院長) of Guangdong Provincial Hospital of Traditional Chinese Medicine. Before such appointment, Mr. Lv had served numerous managerial roles at Guangdong Provincial Hospital of Traditional Chinese Medicine, including vice director (副院長) and director (院長). Mr. Lv has served in a number of healthcare associations in the PRC, including deputy chairman (副會長) of the China Hospital Association (中國醫院協會) since February 2006, chairman (會長) of the Guangdong Provincial Association of

APPENDIX

Chinese Medicine (廣東省中醫藥學會) since August 2010 and chairman (主任委員) of the Chinese Medicine Hospital Division of the China Hospital Association (中國醫院協會中醫醫院分會) since August 2015. Mr. Lv is well regarded in the medical profession in the PRC and has received numerous awards, including Outstanding Contribution to Chinese Hospitals (中國醫院突出貢獻) from the China Hospital Association (中國醫院協會) in 2006, National Outstanding Director of the Chinese Medicine Hospital (全國中醫醫院優秀院長) from the China Association of Chinese Medicine (中華中醫藥學會) in September 2007, Outstanding Management Personnel (優秀管理人才) from the China Association of Chinese Medicine (中華中醫藥學會) in 2014 and the First Class Sci-Tech Advancement Award of Guangdong Province (廣東省科技進步一等獎) from the People's Government of Guangdong Province (廣東省人民政府) in 2015. Mr. Lv graduated from Guangdong Provincial University of Continuing Technology Education (廣東業餘科技大學) in July 1981 majoring in English, and Guangdong Economics Management Cadre College (廣東省經濟管理幹部學院) in July 1988 majoring in organisation management (組織管理). Mr. Lv obtained an executive master's degree in business administration (高級管理人員工商管理) from Lingnan (University) College of Sun Yat-sen University (中山大學嶺南學院) in December 2005.

Mr. YEUNG Ming Lai (楊銘澧), aged 69, is an independent non-executive Director. He is primarily responsible for supervising and providing independent judgment to the Board. Mr. Yeung joined the Group in June 2016 and was appointed as independent non-executive Director in June 2016. Mr. Yeung has approximately 33 years of hospital operation experience, particularly in financial management, personnel management, human relations and marketing. He dedicated much of his career to the Adventist Hospitals in Hong Kong. Mr. Yeung started as an assistant accountant at Hong Kong Adventist Hospital (香港港安醫院) in July 1968. He became the vice president for finance of Hong Kong Adventist Hospital in April 1977. He left Hong Kong in October 1979 to pursue advanced training in hospital administration under sponsorship from the Hong Kong Adventist Hospital. Mr. Yeung had also served as an administrative residency at hospital administration at the Kettering Medical Center in Kettering, Ohio, the United States from March 1981 to March 1982. He returned to Hong Kong and became senior vice president of both Hong Kong Adventist Hospital and Tsuen Wan Adventist Hospital (荃灣港安醫院) in April 1982. Shortly after, Mr. Yeung was appointed as president of Tsuen Wan Adventist Hospital in July 1983. Under the leadership of Mr. Yeung, Tsuen Wan Adventist Hospital developed into a modern healthcare institution providing advanced multi-disciplinary healthcare services. He left the hospital in April 1992 and later emigrated to Canada to pursue other interests. Mr. Yeung returned to Hong Kong and had served as president and chief executive officer of both Adventist Hospitals from January 2006 to December 2015. Mr. Yeung left his positions at both Adventist Hospitals in December 2015.

Mr. Yeung obtained a diploma in business administration from the South China Union College in Hong Kong in June 1979 and a master's degree in hospital administration from Loma Linda University in California, the United States in March 1982. In recognition of his remarkable contributions to the Adventist Hospitals in Hong Kong, the Adventist University of Philippines bestowed a doctorate degree in humanities upon Mr. Yeung in March 2009.

APPENDIX

Dr. CHEN Keji (陳可冀), aged 87, is an independent non-executive Director. He is primarily responsible for supervising and providing independent judgment to the Board. Dr. Chen joined the Group in June 2016 and was appointed as independent non-executive Director in June 2016. Dr. Chen is a renowned cardiologist in the PRC with over 61 years of experience in the medical industry. Dr. Chen has played a pivotal role in the development of the Xiyuan Hospital of China Academy of Chinese Medical Sciences (中國中醫科學院西苑醫院), where he currently serves as chief researcher (首席研究員) and the lifetime researcher (終身研究員) of the China Academy of Traditional Chinese Medicine (中國中醫研究院). Dr. Chen has worked at the Chinese Medical Science Xiyuan Hospital (中國科學院西苑醫院) since April 1956, and has served various roles, including resident doctor (住院醫師), attending doctor (主治醫師), associate chief doctor (副主任醫師), associate researcher (副研究員), department head (科室主任), chief doctor (主任醫師), researcher (研究員), tutor for doctor of philosophy students (博士生導師) and vice director (副院長). Dr. Chen has made significant contributions to the medical profession in the PRC. He was elected as the fellow of Chinese Academy of Sciences (中國科學院院士) in 1991. He received the First Lifu Academic Award (第一屆立夫中醫藥學術獎) for Chinese Medicine from the Lifu Medical Research Foundation (立夫醫藥研究文教基金會) in Taiwan in 1994. He was awarded the Wu Jieping Medicine Prize (吳階平醫學獎) by the Wujieping Medicine Prize Committee (吳階平醫學獎評審委員會) in 2009. He received a First Class National Science and Technology Progress Award (國家科技進步獎一等獎) from the State Council (國務院) in 2004. He also received an honorary doctorate of science from Hong Kong Baptist University in 2004, and an honorary doctorate of medicine (榮譽博士) from the Macau University of Science and Technology in 2010. He received a Lifetime Achievement Award (終身成就獎) from the China Association of Chinese Medicine (中華中醫藥學會) in 2014 for his contribution to the academic development of TCM. He became the honorary president (名譽會長) of the Hong Kong Association for Integration of Chinese-Western Medicine (香港中西醫結合醫師會) in 2009, the honorary academic advisor (榮譽學術顧問) of the Hong Kong Association of Traditional Chinese Medicine (香港中醫學會) in 2011, and the director of the academic committee (學術委員會主任) of the State Key Laboratories of Quality Research in Chinese Medicines (中藥質量研究國家重點實驗室) of the University of Macau (澳門大學) and the Macau University of Science and Technology (澳門科技大學) in 2011 and the honorary president (名譽會長) of the Chinese Association of Integrative Medicine (中國中西醫結合學會) in 2015. Dr. Chen graduated from Fujian Medical University (福建醫科大學) (formerly Fujian Medical College (福建醫學院)) in July 1954, majoring in medicine (醫療系).

Mr. CHAN Sing Nun (陳星能), aged 43, is an independent non-executive Director. He is primarily responsible for supervising and providing independent judgment to the Board. Mr. Chan was appointed as a Director in December 2015; his appointment as independent non-executive Director was officially confirmed in June 2016. Mr. Chan has approximately 19 years of experience in auditing, accounting and financial management. From 1998 to 2002, Mr. Chan was a senior audit associate at K.L. Wong & Co., an audit firm. Since January 2003, Mr. Chan has been the financial manager of Brandwell Limited, a consulting services company. Since September 2009, Mr. Chan has been the audit principal of Qing Lan C.P.A. Limited, mainly responsible for audit planning and supervision, internal control assessment, tax advisory, corporate secretarial services and business development. Mr. Chan has served as an independent non-executive director of Differ Group Holding Company Limited (a company formerly listed on the GEM board with stock code 8056 and currently listed on the Main

APPENDIX

Board of the Hong Kong Stock Exchange with stock code 6878) since November 2013, and is the sole director and shareholder of Victory Logistic Company Limited, a company principally engaged in providing logistic services, and director of A2Z Hotel Equipment Limited, a company that is principally engaged in tableware trading. Victory Logistic Company Limited had been deregistered and wound up on January 6, 2017 under Section 751 of the Companies Ordinance. Mr. Chan is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a member of the Association of Chartered Certified Accountants. Mr. Chan graduated from the City University of Hong Kong in 1998, and obtained a higher diploma in professional accounting.

Mr. CHEN Shaoming (陳少明), aged 39, is the chairman of the Supervisory Committee. He is primarily responsible for supervising the daily operations and management of the Group. Mr. Chen joined the Group in September 2005 and was appointed as our Supervisor and the chairman of the supervisory committee in December 2015. Mr. Chen has more than 11 years of financial management experience in the healthcare industry. Mr. Chen joined Kanghua Hospital in September 2005 when it was established as a limited liability company in the PRC and has since served various roles, including manager of the finance department from September 2005 to April 2007, financial controller of the finance department from May 2007 to December 2013 and supervisor since March 2013. Mr. Chen participated in the construction and development of Kanghua Hospital from which he gained valuable hospital management experience. Mr. Chen has also served as a supervisor of Dongguan Houjie Huaye Village Bank (東莞厚街華業村鎮銀行) since March 2012 and a financial controller of the finance department of Kanghua Group since November 2012. Mr. Chen graduated from Guangdong Economic Management College (廣東省經濟管理幹部學院) and obtained a diploma in accounting in July 2003.

Mr. WANG Bingzhi (王炳枝), aged 54, is a Supervisor. He is primarily responsible for monitoring the compliance with laws and regulations of the Group. Mr. Wang joined the Group in December 2015 and was appointed as our Supervisor in December 2015. Mr. Wang has approximately 20 years of financial experience. Mr. Wang joined Xingye Group in April 1997 as an accountant and has served as a financial controller since June 2006. Mr. Wang has also served as a financial consultant of Kanghua Group since July 2012. Mr. Wang graduated from Jiangmen Advanced Accounting Vocational School (江門市前進會計職業技術學校) with a diploma in accounting in March 1991.

Each of the Directors has entered into a service contract with the Company on 11 October 2016. These service contracts are (a) for a term of three years commencing from the date on which the relevant Shareholders' approvals for the appointment were obtained and (b) are subject to termination in accordance with their respective terms. These service contracts may be renewed in accordance with our Articles of Association and the applicable rules and regulations.

Each of the Supervisors entered into a service contract with the Company in respect of, among other things, compliance with relevant laws and regulations, observation of the Articles of Association and settlement of disputes by arbitration on 11 October 2016.

Save as disclosed above, none of the Directors or Supervisors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation)).

APPENDIX

With respect to the executive Directors, each of Mr. Wang Junyang, Mr. Wong Wai Hung Simon and Ms. Wang Aiqin is entitled to an annual director's fee of RMB360,000 and Mr. Chen Wangzhi is entitled to an annual salary and other benefits of up to RMB1,000,000 and an annual director's fee of RMB360,000. With respect to the non-executive Director, Mr Lv Yubo (呂玉波) has waived emoluments in acting as the non-executive Director. With respect to the independent non-executive Directors, each of Mr. Yeung Ming Lai (楊銘禮), Dr. Chen Keji (陳可冀) and Mr. Chan Sing Nun (陳星能) is entitled to an annual director's fee of RMB240,000. With respect to the Supervisors, each of Mr. Chen Shaoming (陳少明) and Mr. Wang Bingzhi (王炳枝) is not entitled to any annual supervisor's fee.

The following tables set forth the interests of Mr. Wang Junyang, Ms. Wang Aici and Mr. Chen Wangzhi in the Shares and shares of associated corporations of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date:

(a) the Company

Name	Nature of interest	Number of Shares
Mr. Wang Junyang ^(1,3)	interest of a party to an agreement regarding interest in the Company; interest in a controlled corporation	250,000,000 Domestic Shares (long position)
Mr. Chen Wangzhi ^(2,3)	interest of a party to an agreement regarding interest in the Company; interest in a controlled corporation; family interest of spouse	250,000,000 Domestic Shares (long position)
Ms. Wang Aiqin ^(2,3)	interest of a party to an agreement regarding interest in the Company; interest in a controlled corporation; family interest of spouse	250,000,000 Domestic Shares (long position)

(b) associated corporations of the Company

Name	Associated corporation	Nature of interest	Approximate percentage interest in the associated corporation
Mr. Wang Junyang	Dongguan Kanghua Investment Group Co., Ltd. (東莞市康華投資集團有限公司)	beneficial owner	97.46%
Mr. Wang Junyang	Dongguan Xingye Group Co., Ltd. (東莞市興業集團有限公司)	beneficial owner	80%

APPENDIX

Name	Associated corporation	Nature of interest	Approximate percentage interest in the associated corporation
Mr. Chen Wangzhi ⁽²⁾	Dongguan Xingda Property Investment Co., Ltd. (東莞市興達物業投資有限公司)	beneficial owner; family interest of spouse	100%
Ms. Wang Aiqin ⁽²⁾	Dongguan Xingda Property Investment Co., Ltd. (東莞市興達物業投資有限公司)	beneficial owner; family interest of spouse	100%

Notes:

- Mr. Wang Junyang holds (i) 97.46% in Dongguan Kanghua Investment Group Co., Ltd. (東莞市康華投資集團有限公司), which in turn holds 197,500,000 Domestic Shares (long position); and (ii) 80% in Dongguan Xingye Group Co., Ltd. (東莞市興業集團有限公司), which in turn holds 25,000,000 Domestic shares (long position). Therefore, Mr. Wang Junyang is deemed to be interested in 222,500,000 Domestic Shares through interest in controlled corporations by virtue of the SFO.
- Each of Mr. Chen Wangzhi and Ms. Wang Aiqin holds 50% in Dongguan Xingda Property Investment Co., Ltd. (東莞市興達物業投資有限公司), which in turn holds 27,500,000 Domestic Shares (long position). Therefore, each of Mr. Chen Wangzhi and Ms. Wang Aiqin is deemed to be interested in 27,500,000 Domestic Shares through interest in controlled corporation by virtue of the SFO. As Ms. Wang Aiqin and Mr. Chen Wangzhi are husband and wife, each of them is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.
- Pursuant to a concert party agreement, each of Mr. Wang Junyang, Ms. Wang Aici, Mr. Chen Wangzhi and Ms. Wang Aiqin has agreed to jointly control their respective interests in the Company and the decisions as to the business and operations of the Group shall be in accordance with the unanimous consent of all of them. Therefore, each of them is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.

Save as disclosed above and as at the Latest Practicable Date, each of the above Directors and Supervisors does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, each of the above Directors and Supervisors does not hold any other position with the Company or other members of the Group and does not have any other relationships with any of the other Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning each of the above Directors and Supervisors that need to be brought to the attention of the Shareholders in connection with his/her election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

NOTICE OF 2017 ANNUAL GENERAL MEETING



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

NOTICE IS HEREBY GIVEN that the 2017 annual general meeting (the “AGM”) of Guangdong Kanghua Healthcare Co., Ltd. (the “Company”) will be held at Boardroom 6, Mezzanine Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 8 June 2018 at 2:00 p.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, approve the work report of board of directors of the Company (the “Director(s)”) for 2017.
2. To consider and, if thought fit, approve the work report of supervisory committee of the Company for 2017.
3. To consider and, if thought fit, approve the financial reports of the Company for 2017.
4. To consider and, if thought fit, approve the annual report of the Company for 2017.
5. To consider and, if thought fit, approve the proposed final dividend of the Company for 2017.
6. Each as a separate resolution, to elect the following directors of the Company (the “Director(s)”):
 - 6.1. To elect Mr. Wang Junyang as executive Director of the second session of the board of Directors (the “Board”) and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.2. To elect Mr. Chen Wangzhi as executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.3. To elect Mr. Wong Wai Hung Simon as executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;

NOTICE OF 2017 ANNUAL GENERAL MEETING

- 6.4. To elect Ms. Wang Ai Qin as executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.5. To elect Mr. Lv Yubo as non-executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.6. To elect Mr. Yeung Ming Lai as independent non-executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.7. To elect Dr. Chen Keji as independent non-executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters; and
 - 6.8. To elect Mr. Chan Sing Nun as independent non-executive Director of the second session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.
7. Each as a separate resolution, to elect the following supervisors of the Company (the “Supervisor(s)”):
- 7.1. To elect Mr. Chen Shaoming as Supervisor of the second session of the supervisory committee of the Company (the “Supervisory Committee”) and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters; and
 - 7.2. To elect Mr. Wang Bingzhi as Supervisor of the second session of the Supervisory Committee and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.
8. To consider and, if thought fit, approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company’s domestic auditor and Messrs. Deloitte Touche Tohmatsu as the Company’s international auditor, respectively until the close of the annual general meeting of the Company for 2018, and to authorise the Board to fix their respective remuneration.

SPECIAL RESOLUTION

9. To consider and approve the Company to issue additional H Shares and additional Domestic Shares in the share capital of the Company (“**Additional Shares**”) and to grant to the Board a general mandate (“**General Mandate**”), subject to terms and conditions set out in this resolution, for the exercise by the Board during the Relevant Period (as defined below) of powers to allot or issue Additional Shares and/or make offers, agreements or options which might require the

NOTICE OF 2017 ANNUAL GENERAL MEETING

issue, allotment or disposal of Additional Shares (such Additional Shares being subject to a maximum of 20% of the respective aggregate number of issued H Shares and Domestic Shares of the Company as at the date of approval of this resolution), and to make or grant offers or agreements in respect of such Additional Shares:

(1) To consider and approve the Company to issue additional H Shares and additional Domestic Shares in the share capital of the Company and to grant to the Board a general mandate, subject to terms and conditions set out, to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares and to make or grant offers or agreements in respect of such Additional Shares:

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

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

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

NOTICE OF 2017 ANNUAL GENERAL MEETING

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

- (a) the conclusion of the 2018 annual general meeting of the Company following the passing of this resolution; or
 - (b) the date on which the authority conferred by this resolution is revoked or varied by a special resolution in a general meeting of the Company.
- (2) Subject to the Board issuing additional H Shares and additional Domestic Shares pursuant to this resolution, the Board be authorised to:
- i. approve, execute and do or procure to be executed and done, all documents, deeds and things as it may consider necessary in connection with the issue of such new shares of the Company (including, but not limited to the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreement);
 - ii. determine the use of proceeds and make all necessary filing, registration and applications with or to the relevant authorities in the PRC and/or Hong Kong (if required);
 - iii. determine the registered capital and the number of shares of the Company pursuant to the issue or allotment of shares pursuant to this resolution, and register with the relevant authorities in the PRC and/or Hong Kong upon an increase of registered capital and the number of shares of the Company; and
 - iv. make amendments to the articles of association of the Company accordingly as it thinks fit so as to reflect relevant matters such as the registered capital and new capital structure of the Company after the issue and allotment of shares of the Company.

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

Dongguan, the PRC

23 April 2018

NOTICE OF 2017 ANNUAL GENERAL MEETING

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

Executive directors:

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

Independent non-executive directors:

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

Non-executive director:

Mr. Lv Yubo

Notes:

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

The register of members of H Shares of the Company will be closed from Wednesday, 9 May 2018 to Friday, 8 June 2018, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for attending the AGM and vote for all resolutions to be submitted thereat, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30p.m., on Tuesday, 8 May 2018 for registration.

2. Closure of register of members of H Shares and ascertaining of eligibility for the proposed final dividend

The Board proposes a final dividend of RMB16 cents per share (inclusive of applicable tax) for the year ended 31 December 2017. The dividend proposal will be submitted for consideration at the AGM. If such proposed dividend distribution is approved by the shareholders, the final dividend will be distributed to those shareholders whose names appear on the register of members of the Company on Tuesday, 19 June 2018. The register of members of H Shares of the Company will be closed from Thursday, 14 June 2018 to Tuesday, 19 June 2018, both days inclusive, during which no transfer of H Shares will be registered.

In order to qualify for the entitlement to the final dividend, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m., on Wednesday, 13 June 2018.

3. Proxy

- (1) Each shareholder entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. A proxy need not be a shareholder of the Company.

NOTICE OF 2017 ANNUAL GENERAL MEETING

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

4. Registration procedures for attending the AGM

- (1) A shareholder or his proxy should present proof of identity when attending the AGM. If a shareholder is a legal person, its legal representative or other person authorised by the Board or other governing body of such shareholder may attend the AGM by providing a copy of the resolution of the Board or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders of the Company intending to attend the AGM in person or by their proxies should complete and return the reply slip for attending the AGM to (a) the Company's principal place of business in Hong Kong at Unit 3207, Metroplaza Tower 2, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong (for holders of Domestic Shares); or (b) Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) on or before Friday, 18 May 2018.
- (3) A shareholder may return the above reply slip in person, by post or by facsimile to the Company's principal place of business in Hong Kong (for holders of Domestic Shares) or the office of Computershare Hong Kong Investor Services Limited (for holders of H Shares).
- (4) Shareholders or proxies attending the AGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. The votes abstained will be counted in the calculation of the required majority.

NOTICE OF 2017 ANNUAL GENERAL MEETING

5. Voting method at the AGM

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

6. Miscellaneous

- (1) The AGM is expected to take no more than half a day. Shareholders who attend the AGM shall bear their own travelling and accommodation expenses.
- (2) The address of the Company's H Share Registrar is:
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
- (3) The address and contact details of the Company's principal place of business in Hong Kong is:

Unit 3207, Metroplaza Tower 2
223 Hing Fong Road
Kwai Fong, New Territories
Hong Kong
Telephone: (852) 2428 2880
Facsimile: (852) 2418 5688

* *For identification purpose only*