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**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 OF 2017 ANNUAL GENERAL MEETING**

**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;

- 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

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;

“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

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 Aiqin

*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.

- (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.

## **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*