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

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

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**AK MEDICAL HOLDINGS LIMITED**

**愛康醫療控股有限公司**

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

**(Stock Code: 1789)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of AK Medical Holdings Limited to be held at 1501-02, Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on Monday, 11 June 2018 at 9:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.ak-medical.net>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:00 a.m. on Saturday, 9 June 2018) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

27 April 2018

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 1501-02, Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on Monday, 11 June 2018 at 9:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof
“Articles” or “Articles of Association”	the second amended and restated articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of China and Taiwan
“Company”	AK Medical Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 16 to 17 of this circular
“Latest Practicable Date”	20 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 15 to 16 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent



**AK MEDICAL HOLDINGS LIMITED**

**愛康醫療控股有限公司**

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

**(Stock Code: 1789)**

*Executive Directors:*

Mr. Li Zhijiang  
Ms. Zhang Bin  
Mr. Zhang Chaoyang  
Ms. Zhao Xiaohong

*Non-executive Directors:*

Mr. Li Wenming  
Dr. Wang David Guowei

*Independent Non-executive Directors:*

Mr. Dang Gengting  
Mr. Kong Chi Mo  
Mr. Li Shu Wing David

*Registered Office:*

Cricket Square, Hutchins Drive  
PO Box 2681, Grand Cayman  
KY1-1111, Cayman Islands

*Headquarters and Principal*

*Place of Business in China:*

10 Baifuquan Road  
Changping District Science  
and Technology Park  
Beijing  
China

*Principal Place of Business*

*in Hong Kong:*

Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

27 April 2018

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 11 June 2018.

## LETTER FROM THE BOARD

### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Articles 83 and 84 of the Company's Articles of Association, Mr. Li Zhijiang, Ms. Zhang Bin, Mr. Zhang Chaoyang, Ms. Zhao Xiaohong, Mr. Li Wenming and Dr. Wang David Guowei shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors proposed to be re-elected are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

The current general mandate granted to the Directors to repurchase Shares pursuant to the written resolutions of all the Shareholders dated 17 November 2017 will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 15 to 16 this circular (i.e. a total of 103,750,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

The current general mandate granted to the Directors to issue Shares pursuant to the written resolutions of all the Shareholders dated 17 November 2017 will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 16 to 17 of this circular (i.e. a total of 207,500,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

## LETTER FROM THE BOARD

### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.ak-medical.net>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:00 a.m. on Saturday, 9 June 2018) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**AK Medical Holdings Limited**  
**Li Zhijiang**  
*Chairman*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

**Mr. Li Zhijiang, Executive Director**

Mr. Li Zhijiang, aged 49, is the chairman of our Board, the chief executive officer of our Company and an executive Director, primarily responsible for the overall strategic planning and development of our Group. He was appointed as a Director on 17 July 2015 and was designated as the chairman of our Board, the chief executive officer of our Company and an executive Director on 6 April 2016. Mr. Li is the spouse of Ms. Zhang Bin, an executive Director and a senior vice president of our Company, and the brother-in-law of Mr. Zhang Chaoyang, an executive Director and a senior vice president of our Company.

Mr. Li is one of the founders of our Group and has over 20 years of experience in the clinical and orthopedic industry. He has been a director of AK Medical Investments Limited, AK Medical International Limited, Bright AK Limited (formerly known as OrbiMed Asia AK Limited), Beijing AK Medical Co., Ltd\* (北京愛康宜誠醫療器材有限公司) (“AK Medical Beijing”) (formerly known as 北京愛康宜誠醫療器材股份有限公司) and Beijing Ximai Kesi Medical Device Limited\* (北京西麥克斯醫療器械有限公司) since 21 July 2015, 28 July 2015, 15 March 2016, 8 May 2003 and 11 November 2009, respectively. He has also been the general manager of AK Medical Beijing since May 2003. Prior to establishing our Group in May 2003, Mr. Li worked in the surgical department of Shougang Kuangshan Hospital (首鋼礦山醫院) in Tangshan, Hebei Province, China from 1988 to 1999.

Mr. Li completed the Executive MBA Programme and obtained a Master of Business Administration (MBA) from China Europe International Business School (中歐國際工商學院) in August 2014. He completed a diploma program in medicine and graduated from Beijing Staff Medical College (北京職工醫學院) in July 1998.

Save as disclosed above, Mr. Li has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Li has entered into a service contract with our Company under which he agreed to act as an executive Director for a period of three years commencing from 17 November 2017 until terminated by not less than three months’ notice in writing served by either party on the other. He is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

As at the Latest Practical Date, Ximalaya Limited and Summer Limited held 585,157,500 and 10,125,000 Shares. Mr. Li directly holds 50% of the issued share capital of Ximalaya Limited and thus is deemed to be interested in Ximalaya Limited’s interest in the Shares pursuant to the SFO. In addition, Mr. Li is the husband of Ms. Zhang Bin, who holds 100% of the issued share capital of Summer Limited, and thus is deemed to be interested in Ms. Zhang Bin’s interest in the Shares pursuant to the SFO. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Li was



deemed to be interested in 595,282,500 Shares representing 57.38% of the issued share capital of the Company. Save as disclosed above, Mr. Li was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO. Under the service contract entered into between Mr. Li and the Company, Mr. Li is entitled to receive an annual salary of RMB720,000.

**Ms. Zhang Bin, Executive Director**

Ms. Zhang Bin, aged 50, is an executive Director and a senior vice president of our Company, primarily responsible for the overall management and operations including management of the capital markets, human resources and administrative matters of our Group. She was appointed as a Director on 17 July 2015 and was designated as an executive Director and a senior vice president of our Company on 6 April 2016. Ms. Zhang is the spouse of Mr. Li Zhijiang, the chairman of our Board, an executive Director and the chief executive officer of our Company, and the sister of Mr. Zhang Chaoyang, an executive Director and a senior vice president of our Company.

Ms. Zhang has over 20 years of experience in the medical industry. She has been a director of Bright AK Limited (formerly known as OrbiMed Asia AK Limited) and AK Medical Beijing since 15 March 2016 and 30 July 2015, respectively. She has also been a vice general manager of AK Medical Beijing since December 2009. Prior to joining our Group, Ms. Zhang had served several roles including physician, head of the hospital chief executive office and radiologist in the CT room of the radiological department in Shougang Kuangshan Hospital (首鋼礦山醫院) in Tangshan, Hebei Province, China respectively from 1988 to 2002.

Ms. Zhang obtained an Executive Master of Business Administration (EMBA) from the Shanghai Advanced Institute of Finance of the Shanghai Jiao Tong University (上海交通大學上海高級金融學院) in December 2016. She completed a diploma program in medicine and graduated from Shougang College of Health (首都鋼鐵公司衛生學校) in August 1988.

Save as disclosed above, Ms. Zhang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Zhang has entered into a service contract with the Company under which she agreed to act as an executive Director for a period of three years commencing from 17 November 2017 until terminated by not less than three months' notice in writing served by either party on the other. She is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

As at the Latest Practical Date, Ximalaya Limited and Summer Limited held 585,157,500 and 10,125,000 Shares. Ms. Zhang directly holds 100% of the issued share capital of Summer Limited and thus is deemed to be interested in Summer Limited's interest in the Shares pursuant to the SFO. In addition, Ms. Zhang is the wife of Mr. Li

Zhijiang, who holds 50% of the issued share capital of Ximalaya Limited, and thus is deemed to be interested in Mr. Li Zhijiang's interest in the Shares pursuant to the SFO. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms. Zhang was deemed to be interested in 595,282,500 Shares representing 57.38% of the issued share capital of the Company. Save as disclosed above, Ms. Zhang was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO. Under the service contract entered into between Ms. Zhang and the Company, Ms. Zhang is entitled to receive an annual salary of RMB360,000.

**Mr. Zhang Chaoyang, Executive Director**

Mr. Zhang Chaoyang, aged 48, is an executive Director and a senior vice president of our Company, primarily responsible for product development, planning, construction, operation and management of the new production facilities of our Group. He was appointed as a Director on 17 July 2015 and was designated as an executive Director and a senior vice president of our Company on 6 April 2016. Mr. Zhang is brother of Ms. Zhang Bin, an executive Director and a senior vice president of our Company, and brother-in-law of Mr. Li Zhijiang, the chairman of our Board, an executive Director and the chief executive officer of our Company.

Mr. Zhang is one of the founders of our Group and has over 10 years of experience in the orthopedic medical device industry. He has been a director of AK Medical Investments Limited, AK Medical International Limited, AK Medical Beijing and ITI Medical Co. Ltd.\* (天衍醫療器材有限公司) since 21 July 2015, 28 July 2015, 30 July 2015 and 28 March 2016, respectively. He has also been a vice general manager of AK Medical Beijing since May 2003. Prior to joining our Group, Mr. Zhang had served as a vice director of workshop and a vice president of labor union of Shougang Mining Company Sintering Plant (首鋼礦業公司燒結廠) from September 1988 to March 2003 respectively.

Mr. Zhang obtained an Executive Master of Business Administration (EMBA) from China Europe International Business School (中歐國際工商學院) in November 2016. He obtained his diploma in economics management from the Correspondence Institute of the Party School of the Central Committee of Communist Party of China (中央黨校函授學院) in June 2001.

Save as disclosed above, Mr. Zhang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Zhang has entered into a service contract with the Company under which he agreed to act as an executive Director for a period of three years commencing from 17 November 2017 until terminated by not less than three months' notice in writing served by either party on the other. He is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

As at the Latest Practical Date, Suntop Limited held 67,432,500 Shares. Mr. Zhang directly holds 100% of the issued share capital of Suntop Limited and thus is deemed to be interested in Suntop Limited's interest in the Shares pursuant to the SFO. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Zhang was deemed to be interested in 67,432,500 Shares representing 6.5% of the issued share capital of the Company. Save as disclosed above, Mr. Zhang was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO. Under the service contract entered into between Mr. Zhang and the Company, Mr. Zhang is entitled to receive an annual salary of RMB600,000.

**Ms. Zhao Xiaohong, Executive Director**

Ms. Zhao Xiaohong, aged 40, is an executive Director and the chief financial officer of our Company, primarily responsible for financial management and accounting affairs of our Group. She was appointed as a Director on 29 February 2016 and was designated as an executive Director and the chief financial officer of our Company on 6 April 2016.

Ms. Zhao has over 10 years of experience in the accounting industry. She has been the finance director of AK Medical Beijing since September 2010 and served as the operation director of AK Medical Beijing from December 2014 to December 2016. Prior to joining our Group, she worked as an auditor in Ernst & Young Hua Ming LLP from August 2004 to September 2009. Ms. Zhao has been a Certified Public Accountant recognized by the Chinese Institute of Certified Public Accountants since 27 November 2009 and an associate member of the Association of International Accountants since 27 February 2015.

Ms. Zhao received her master degree in corporate management from Renmin University of China (中國人民大學) in June 2004 and her bachelor degree in international corporate management in Central University of Finance and Economics (中央財經大學) in June 2001.

Save as disclosed above, Ms. Zhao has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Zhao has entered into a service contract with the Company under which she agreed to act as an executive Director for a period of three years commencing from 17 November 2017 until terminated by not less than three months' notice in writing served by either party on the other. She is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Ms. Zhao does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practical Date, Sanbao Limited held 12,285,000 Shares. Ms. Zhao directly holds 30.22% of the issued share capital of Sanbao Limited and thus is deemed to be interested in Sanbao Limited's interest in the Shares pursuant to the SFO. In addition,

Ms. Zhao has been granted with options to subscribe 4,000,000 Shares pursuant to pre-IPO share option scheme of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms. Zhao was deemed to be interested in 16,285,000 Shares representing 1.57% of the issued share capital of the Company. Save as disclosed above, Ms. Zhao was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO. Under the service contract entered into between Ms. Zhao and the Company, Ms. Zhao is entitled to receive an annual salary of RMB570,000.

**Mr. Li Wenming, Non-executive Director**

Mr. Li Wenming, aged 44, is a non-executive Director primarily responsible for providing advice on strategy and operations of our Group. Mr. Li has been an independent director of AK Medical Beijing since May 2010, and was appointed and designated as a non-executive Director on 6 April 2016.

Mr. Li has over 10 years of experience in the pharmaceutical and investment industry. Mr. Li has been a pharmacist registered with China Food and Drug Administration since February 2004. He has been a partner of Beijing Hejun Consulting Company Limited (北京和君諮詢有限公司), a company principally engaged in economy and trading consulting, investment consulting and enterprise management consulting since January 2007. Since 20 March 2015, he has been appointed as an independent non-executive director of Shandong Xinhua Pharmaceutical Company Limited (山東新華製藥股份有限公司) (A-share stock code: 756, H-share stock code: 719), a company listed on the Stock Exchange and the Shenzhen Stock Exchange.

Mr. Li obtained a Master of Business Administration from the Faculty of Management of the Dalian University of Technology (大連理工大學) in July 2004.

Save as disclosed above, Mr. Li has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Li has been appointed for an initial term of three years commencing from 17 November 2017 until terminated by either party giving not less than three months' written notice to the other. He is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Mr. Li does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Li was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations. Under the service contract entered into between Mr. Li and the Company, Mr. Li is entitled to a Director's fee of HK\$180,000 per annum.

**Dr. Wang David Guowei, Non-executive Director**

Dr. Wang David Guowei, aged 56, is a non-executive Director primarily responsible for providing advice on strategy of our Group. He was appointed as a Director on 29 February 2016 and was designated as a non-executive Director on 6 April 2016.

Dr. Wang has over 10 years of experience in the medical industry. Dr. Wang is the senior managing director of Asia at OrbiMed Advisors LLC, an investment fund with a focus on healthcare industry, where he has worked from August 2011. From April 2006 to July 2011, he served as managing director at WI Harper Group, responsible for investment activities in life sciences and healthcare areas. From March 2010 to July 2012, he served on the board of directors of Edan Instruments, Inc. (a company listed in the Shenzhen Stock Exchange, stock code: 300206), a provider of advanced electronic medical equipments, where he also served on both the audit committee and strategic committee. Dr. Wang is a director of Amoy Diagnostics Co., Ltd. (a company listed in Shenzhen Stock Exchange, stock code: 300685) and a director of Suzhou Medical System Technology Co., Ltd. (a company listed in Shanghai Stock Exchange, stock code: 603990).

Dr. Wang received his doctorate in developmental biology from California Institute of Technology in June 1995. He received his bachelor degree in medicine from Beijing Medical University (北京醫科大學) (currently known as Peking University Health Science Center (北京大學醫學部)) in July 1986.

Save as disclosed above, Dr. Wang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Dr. Wang has been appointed for an initial term of three years commencing from 17 November 2017 until terminated by either party giving not less than three months' written notice to the other. He is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Dr. Wang does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Dr. Wang was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations. Under the service contract entered into between Dr. Wang and the Company, Dr. Wang shall not receive any Director's fee.

Save as disclosed above, there is no information which is discloseable nor the above Directors involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning the above Directors that need to be brought to the attention of the Shareholders.

\* *the English translations of Chinese entities are for identification purposes only*

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,037,500,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 1,037,500,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 103,750,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

The company may only apply funds legally available for share repurchase in accordance with the amended and restated Memorandum of Association of the Company, the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2017) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from 20 December 2017 (the date of listing of the Shares on the Stock Exchange) up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2017</b>		
December	3.47	1.75
<b>2018</b>		
January	5.81	2.68
February	4.61	3.00
March	4.61	3.80
April ( <i>up to the Latest Practicable Date</i> )	4.15	3.60

## 6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Li Zhijiang and Ms. Zhang Bin, the executive Directors and the controlling shareholders of the Company (as defined in the Listing Rules), were interested in 595,282,500 Shares representing approximately 57.38% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate shareholding of Mr. Li Zhijiang and Ms. Zhang Bin would be increased to approximately 63.75% of the issued share capital of the Company.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Share Buy-back Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement and will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

#### **8. SHARE BUY-BACK MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



## NOTICE OF ANNUAL GENERAL MEETING



### AK MEDICAL HOLDINGS LIMITED

愛康醫療控股有限公司

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

**(Stock Code: 1789)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of AK Medical Holdings Limited (the “Company”) will be held at 1501-02, Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on Monday, 11 June 2018 at 9:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2017.
2. To declare a final dividend of HKD3.5 cents per share for the year ended 31 December 2017.
- 3(a). To re-elect Mr. Li Zhijiang as executive director of the Company.
- 3(b). To re-elect Ms. Zhang Bin as executive director of the Company.
- 3(c). To re-elect Mr. Zhang Chaoyang as executive director of the Company.
- 3(d). To re-elect Ms. Zhao Xiaohong as executive director of the Company.
- 3(e). To re-elect Mr. Li Wenming as non-executive director of the Company.
- 3(f). To re-elect Dr. Wang David Guowei as non-executive director of the Company.
- 3(g). To authorize the board of directors to fix the respective directors’ remuneration.
4. To re-appoint KPMG as auditors and to authorize the board of directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares

## NOTICE OF ANNUAL GENERAL MEETING

is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. 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, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and

## NOTICE OF ANNUAL GENERAL MEETING

- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

- 7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted

## NOTICE OF ANNUAL GENERAL MEETING

and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board  
**AK Medical Holdings Limited**  
**Li Zhijiang**  
*Chairman*

Hong Kong, 27 April 2018

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order 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 certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 9:00 a.m. on Saturday, 9 June 2018) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Wednesday, 6 June 2018 to Monday, 11 June 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 5 June 2018.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Monday, 25 June 2018 to Wednesday, 27 June 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at the above address for registration not later than 4:30 p.m. on Friday, 22 June 2018.
6. References to time and dates in this notice are to Hong Kong time and dates.