

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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.



HEALTHCARE
华 | 夏 | 健 | 康

CHINA HEALTHCARE ENTERPRISE GROUP LIMITED
華夏健康產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1143)

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

A notice convening the annual general meeting of the Company to be held on 24 May 2018 (Thursday) at 11:00 a.m. at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

26 April 2018

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	7
APPENDIX II — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	10
NOTICE OF ANNUAL GENERAL MEETING	13

DEFINITIONS

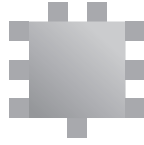
In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held on 24 May 2018 (Thursday) at 11:00 a.m. at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 13 to 17 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Company”	China Healthcare Enterprise Group Limited, a company incorporated in the Cayman Islands with limited liability and the securities of which are listed on the Stock Exchange;
“connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 4 in the AGM Notice;
“Latest Practicable Date”	23 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 5 in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.001 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



HEALTHCARE

华 | 夏 | 健 | 康

CHINA HEALTHCARE ENTERPRISE GROUP LIMITED

華夏健康產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1143)

Executive Directors:

Mr. Gong Shaoxiang
Mr. Lee Chi Hwa Joshua
Mr. Duan Chuanhong
Mr. Shi Xinbiao

Registered Office:

Clifton House 75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Non-Executive Director:

Mr. Cao Yuyun

*Head Office and Principal Place of
Business in Hong Kong:*

Suites 5815–5816
58/F., Two International Finance Centre
No. 8 Finance Street
Central, Hong Kong

Independent Non-executive Directors:

Mr. Bao Jinqiao
Mr. Wong Chun Hung
Mr. Leung Pok Man

26 April 2018

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you details of the proposed re-election of Directors; and (iv) give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 29 May 2017, ordinary resolutions were passed to grant general mandates to the Directors (i) to issue additional Shares not exceeding 20% of issued share capital of the Company as at the date of passing the relevant resolutions; (ii) to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the relevant resolutions; and (iii) to extend the general mandate to issue Shares to include the aggregate number of shares repurchased by the Company. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 5,945,311,400 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 1,189,062,280 Shares representing 20% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Articles 108(a) and 108(b) of the Articles of Association, Mr. Lee Chi Hwa Joshua and Mr. Wong Chun Hung will retire at the AGM and, being eligible, will offer themselves for re-election at the AGM. In accordance with Article 112 of the Articles of Association, Mr. Duan Chuanhong and Mr. Shi Xinbiao will retire at the AGM and, being eligible, will offer themselves for re-election at the AGM. Particulars of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held on 24 May 2018 (Thursday) at 11:00 a.m. at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong is set out on pages 13 to 17 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein. Under Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter (as defined in the Note to Rule 13.39(4) of the Listing Rules) to be voted on by a show of hands.

The register of members of the Company will be closed from 18 May 2018 (Friday) to 24 May 2018 (Thursday), both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share register of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 17 May 2018 (Thursday).

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar of the Company, 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 holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM, or any adjourned meeting thereof should you so desire.

RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the re-election of the Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM.

By Order of the Board
China Healthcare Enterprise Group Limited
Gong Shaoxiang
Chairman and Executive Director

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors in the AGM.

1. LISTING RULES RELATING TO REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorised by the Articles and subject to the laws of the Cayman Islands, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the laws of the Cayman Islands, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

As compared with the financial position of the Company as at 31 December 2017 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

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

3. REASONS FOR REPURCHASES

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

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,945,311,400 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 594,531,140 Shares, being 10% of the issued share capital of the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum and articles of association of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

If as a result of a buy-back of Shares, 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 Shareholders' 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. Save as aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present

intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not purchase any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 calendar months prior to the Latest Practicable Date:

	Price Per Share	
	Highest HK\$	Lowest HK\$
2017		
April	0.108	0.087
May	0.226	0.090
June	0.176	0.105
July	0.161	0.116
August	0.138	0.117
September	0.175	0.119
October (<i>Note i</i>)	0.490	0.152
November	0.440	0.247
December	0.305	0.225
2018		
January	0.290	0.243
February	0.340	0.219
March	0.355	0.230
April (up to the Latest Practicable Date)	0.260	0.230

Note:

- (i) The shares has been halted for trading on 11 October 2017.

Mr. Lee Chi Hwa Joshua (“Mr. Lee”), aged 45, is an Executive Director of the Company since 4 November 2015. Mr. Lee is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Lee has extensive experience in the fields of auditing, accounting and financing. Mr. Lee currently serves as an independent non-executive director of Hao Tian Development Group Limited (stock code: 474), Hao Tian International Construction Investment Group Limited (formerly known as Clear Lift Holdings Limited) (stock code: 1341) and Fujian Nuoqi Co. Ltd. (stock code: 1353), which are listed on the Main Board of the Stock Exchange, and China Fortune Investments (Holding) Limited (stock code: 8116), Code Agriculture (Holdings) Limited (stock code: 8153) and Cornerstone Financial Holdings Limited (formerly known as Focus Media Network Limited) (stock code: 8112), which are listed on the Growth Enterprise Market of the Stock Exchange. He was an independent non-executive director of Teamway International Group Holdings Limited (formerly known as Jin Bao Bao Holdings Limited) (stock code: 1239) from March 2015 to August 2017 and China Minsheng Drawin Technology Group Limited (stock code: 726) from December 2013 to February 2015.

Save as disclosed above, Mr. Lee does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lee does not have any long or short position in the Company pursuant to Part XV of SFO.

There is no service contract signed between the Company and Mr. Lee. Mr. Lee is subject to retirement by rotation at least once every three years in accordance with the memorandum and articles of association of the Company. Mr. Lee is currently entitled to a director’s fee of HK\$1,200,000 per annum, which is determined with reference to the prevailing market rate and his duties and responsibilities in the Company. Mr. Lee’s remuneration is subject to review by the Board and Remuneration Committee of the Company.

In addition, Mr. Lee is not aware of any other matters that need to be brought to the attention of the Shareholders. As advised by Mr. Lee, there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

Mr. Duan Chuanhong (“Mr. Duan”), aged 30, is an Executive Director of the Company since 1 June 2017. Mr. Duan has worked in different industries for over 10 years. Mr. Duan has ample experience in corporate planning, management and execution.

Mr. Duan does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Duan does not have any long or short position in the Company pursuant to Part XV of SFO.

There is no service contract signed between the Company and Mr. Duan. Mr. Duan is subject to retirement by rotation at least once every three years in accordance with the memorandum and articles of association of the Company. Mr. Duan is currently entitled to a director's fee of HK\$1,000,000 per annum, which is determined with reference to the prevailing market rate and his duties and responsibilities in the Company. Mr. Duan's remuneration is subject to review by the Board and Remuneration Committee of the Company.

In addition, Mr. Duan is not aware of any other matters that need to be brought to the attention of the Shareholders. As advised by Mr. Duan, there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

Mr. Shi Xinbiao ("Mr. Shi"), aged 52, is an Executive Director of the Company since 16 October 2017. Mr. Shi was graduated from Zhongnan University of Economic and Law with major in business and economics administration. Mr. Shi was the vice general manager of the finance department of C-BONS Group from 2006 to 2008. Mr. Shi was also the financial controller of Hubei Landing Holding Co., Limited (currently known as Gosun Holding Co., Ltd.) (shares of which are listed on Shenzhen Stock Exchange, stock code: 000971) ("Landing Holding") from May 2008 to December 2011. Mr. Shi also acted as a director and general manager of Landing Holding from August 2012 to November 2015. Mr. Shi has been the vice president of a local property developing company in the PRC since March 2016.

Save as disclosed above, Mr. Shi does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Shi does not have any long or short position in the Company pursuant to Part XV of SFO.

There is no service contract signed between the Company and Mr. Shi. Mr. Shi is subject to retirement by rotation at least once every three years in accordance with the memorandum and articles of association of the Company. Mr. Shi is currently entitled to a director's fee of HK\$1,000,000 per annum, which is determined with reference to the prevailing market rate and his duties and responsibilities in the Company. Mr. Shi's remuneration is subject to review by the Board and Remuneration Committee of the Company.

In addition, Mr. Shi is not aware of any other matters that need to be brought to the attention of the Shareholders. As advised by Mr. Shi, there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

Mr. Wong Chun Hung ("Mr. Wong"), aged 44, is an Independent Non-Executive Director of the Company since 4 November 2015. Mr. Wong was graduated from Hong Kong Baptist University with a bachelor degree in accounting. He is a member of the Hong Kong Institute of Certified Public Accountants and has over 10 years' experience in accounting, auditing and consulting. Mr. Wong has been the director of B&C Finance and Corporate Advisory Limited since December 2005. Mr. Wong currently serves as an executive director of China Environmental Energy Investment Limited (stock code: 986), an independent non-

executive director of Asia Pacific Silk Road Investment Company Limited (formerly known as Pacific Plywood Holdings Limited) (stock code: 767) and Landing International Development Limited (stock code: 582) which are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Wong does not hold any directorship in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wong does not have any long or short position in the Company pursuant to Part XV of SFO.

There is no service contract signed between the Company and Mr. Wong. Mr. Wong is appointed for a term of three years commencing from 4 November 2015 and is subject to retirement by rotation at least once every three years in accordance with the memorandum of articles of association of the Company. Mr. Wong is currently entitled to a director's fee of HK\$240,000 per annum, which is determined with reference to the prevailing market rate and his duties and responsibilities in the Company. Mr. Wong's remuneration is subject to review by the Board and Remuneration Committee of the Company.

In addition, Mr. Wong is not aware of any other matters that need to be brought to the attention of the Shareholders. As advised by Mr. Wong, there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



HEALTHCARE

華 | 夏 | 健 | 康

CHINA HEALTHCARE ENTERPRISE GROUP LIMITED

華夏健康產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1143)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of China Healthcare Enterprise Group Limited (the “**Company**”) will be held on 24 May 2018 Thursday at 11:00 a.m. at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2017.
2. To re-appoint RSM Hong Kong Certified Public Accountants as auditors of the Company and the board of directors of the Company (the “**Board**”) be authorised to fix their remuneration.
3.
 - (a) To re-elect Mr. Lee Chi Hwa Joshua as an executive Director of the Company and the Board be authorised to fix his director’s remuneration
 - (b) To re-elect Mr. Duan Chuanhong as an executive Director of the Company and the Board be authorised to fix his director’s remuneration
 - (c) To re-elect Mr. Shi Xinbiao as an executive Director of the Company and the Board be authorised to fix his director’s remuneration
 - (d) To re-elect Mr. Wong Chun Hung as an independent non-executive Director of the Company and the Board be authorised to fix his director’s remuneration

NOTICE OF ANNUAL GENERAL MEETING

4. “THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:
 - “Relevant Period” means the period from the time of 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 laws of the Cayman Islands or the Articles to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

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

5. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of 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 laws of the Cayman Islands or the Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of Resolutions 4 and 5 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the Directors pursuant to Resolution 4 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

By Order of the Board
China Healthcare Enterprise Group Limited
Gong Shaoxiang
Chairman and Executive Director

Hong Kong, 26 April 2018

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. The register of members of the Company will be closed from 18 May 2018 (Friday) to 24 May 2018 (Thursday), both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 17 May 2018 (Thursday).
4. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar of the Company, 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 holding the Meeting or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
6. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.

NOTICE OF ANNUAL GENERAL MEETING

7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so desire and in such event, the instrument appointing a proxy should be deemed to be revoked.
8. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 as set out in this notice is enclosed.
9. Details of the Directors proposed to be re-elected as Directors of the Company at the Meeting are set out in Appendix II to this circular.
10. A form of proxy for use at the Meeting is enclosed.