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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 Hospital Corporation of China Limited 弘和仁愛醫療集團有限公司, 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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Hospital Corporation of China Limited 弘和仁愛醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3869)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED APPOINTMENT OF NEW DIRECTORS, 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 Hospital Corporation of China Limited 弘和仁愛醫療集團有限公司 to be held at Tianshan and Lushan Rooms, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on May 26, 2017 at 3:00 p.m. is set out on pages 18 to 22 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.hcclhealthcare.com>).

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 stated thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish. In such event, the form of proxy should be deemed to be revoked.

April 25, 2017

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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 Tianshan and Lushan Rooms, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on May 26, 2017 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Company”	Hospital Corporation of China Limited (弘和仁愛醫療集團有限公司), 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\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting 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 7 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular
“Latest Practicable Date”	April 19, 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	March 16, 2017, the date on which dealings in the Shares commenced on the Stock Exchange

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting 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 6 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.001 each in the issued capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



Hospital Corporation of China Limited

弘和仁愛醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3869)

Executive Directors:

Mr. Zhang Xiaopeng (*Chief Executive Officer*)

Mr. Lu Wenzuo

Non-executive Directors:

Mr. Zhao John Huan (*Chairman*)

Mr. Yuan Bing

Mr. Lin Sheng

Mr. Lin Tun

Independent Non-executive Directors:

Ms. Chen Xiaohong

Mr. Shi Luwen

Mr. Zhou Xiangliang

Registered Office:

Maples Corporate Services Limited

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Principal Place of Business and

Head Office in the PRC:

1602, Tower B

Jin Qiu International Building

No. 6, Zhichun Road, Haidian District

Beijing, PRC

Principal Place of Business in

Hong Kong:

Suite 2701, One Exchange Square

Central

Hong Kong

April 25, 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED APPOINTMENT OF NEW DIRECTORS,
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. These include ordinary resolutions relating to, among other things, (i) the re-election of the retiring Directors and the appointment of new Directors; and (ii) the granting to the Directors of the Repurchase Mandate and the Issue Mandate.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Mr. Zhang Xiaopeng, Mr. Lu Wenzuo and Mr. Zhao John Huan shall hold office until the Annual General Meeting pursuant to Article 16.18 of the Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Biographical details of the retiring Directors are set out in Appendix I to this circular.

Mr. Yuan Bing, a non-executive Director, will retire from office and will not offer himself for re-election at the Annual General Meeting due to his other commitment. Upon Mr. Yuan's retirement, he will cease to be a member of the audit committee of the Company. There is no disagreement between Mr. Yuan and the Board, and no other matter regarding the retirement of Mr. Yuan needs to be brought to the attention of the Shareholders. Mr. Yuan was appointed as a Director of the Company on December 16, 2015 and has provided much guidance on corporate development and strategic planning of the Group. The Board, the management and the staff of the Company would like to express their sincere gratitude to Mr. Yuan for his wise counsel and contribution to the Company during his tenure.

Mr. Lin Tun, a non-executive Director, will retire from office and will not offer himself for re-election at the Annual General Meeting due to his other commitment. There is no disagreement between Mr. Lin and the Board, and no other matter regarding the retirement of Mr. Lin needs to be brought to the attention of the Shareholders. Mr. Lin was appointed as a Director of the Company on June 30, 2015 and has provided much guidance on corporate development and strategic planning of the Group. The Board, the management and the staff of the Company would like to express their sincere gratitude to Mr. Lin for his wise counsel and contribution to the Company during his tenure.

3. PROPOSED APPOINTMENT OF NEW DIRECTORS

The Board proposes to appoint Ms. Liu Lu as a non-executive Director and Ms. Wang Nan as a non-executive Director.

Biographical details of the above candidates are set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

The general mandate previously granted to the Directors to repurchase Shares by written shareholders' resolution of the Company passed on December 13, 2016 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 Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

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 propose granting of the Repurchase Mandate is set out in Appendix III to this circular.

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

The general mandate previously granted to the Directors to issue Shares by written shareholders' resolution of the Company passed on December 13, 2016 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 Issue Mandate to the Directors to allot, issue or deal with unissued Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution (i.e. a total of 138,194,000 Shares on the basis that there is no change in the total number of issued shares before the Annual General Meeting). An ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase 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 Issue Mandate.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 22 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.hcclhealthcare.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and deposited together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish. In such event, the form of proxy should be deemed to be revoked.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the proposed appointment of new Directors and granting of the Repurchase Mandate and the Issue Mandate are in the best interests of the Company and the Shareholders as a whole. The Directors therefore 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
Hospital Corporation of China Limited
弘和仁愛醫療集團有限公司
Zhang Xiaopeng
Executive Director and
Chief Executive Officer

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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

(1) MR. ZHANG XIAOPENG

Position and Experience

Mr. Zhang Xiaopeng (張曉鵬), aged 55, is the executive Director and chief executive officer of the Company and was appointed as a Director on February 21, 2014. Mr. Zhang is primarily responsible for overall business operation and strategic planning of the Group and is also responsible for overseeing investment, supervising public affairs management, resources development and logistics management of the Group. In November 2013, Mr. Zhang served as the vice hospital administrator, the chief physician and professor at Beijing Cancer Hospital (北京大學腫瘤醫院), a Class IIIA special hospital located in Beijing, from August 2000 to October 2013. Prior to the work at Beijing Cancer Hospital, Mr. Zhang worked at the First Hospital of China Medical University (中國醫科大學附屬第一醫院), a Class IIIA general hospital providing comprehensive medical services located in Shenyang, Liaoning Province, from July 1987 to July 2000, and served as the chief physician and professor from September 1999 to July 2000. Mr. Zhang is the first chairman of committee of the Chinese Society to Oncoradiology of the Chinese Anti-cancer Association (中國抗癌協會腫瘤影像專業委員會) from November 2004 to September 2014, and was a member of the standing committee of Chinese Society of Radiology (中華醫學會放射學分會) from October 2008 to October 2014, vice chairman of committee of Beijing Society of Radiology (北京醫學會放射學分會) from April 2010 to April 2013, and chairman of committee of Beijing Society to Oncoradiology of the Chinese Anti-cancer Association (北京抗癌協會腫瘤影像專業委員會) from January 2010 to January 2013. Mr. Zhang obtained a Doctoral degree in Surgery in July 1996, a Master's degree in Medicine in July 1987 and a Bachelor's degree in Medicine in December 1982 from China Medical University (中國醫科大學) in China.

Mr. Zhang Xiaopeng does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas.

Length of service

Mr. Zhang Xiaopeng has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date, determinable by either party by giving not less than three months' notice in writing, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

Relationships

Mr. Zhang Xiaopeng does not have any relationship with any Directors or senior management or substantial or controlling Shareholders of the Company.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Interests in Shares

As at the Latest Practicable Date, Mr. Zhang Xiaopeng is taken to be interested and deemed to be interested in 2,860,000 Shares, representing approximately 2.07% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

Director's emoluments

Mr. Zhang Xiaopeng is entitled to salary, discretionary bonus and other benefits (which is covered by the service contract) as determined by the Board with the recommendation of the remuneration committee with reference to the comparable companies, his time commitment and responsibilities and the performance of the Group. For the year ended December 31, 2016, Mr. Zhang received an emolument of RMB9,515,000 in total.

(2) MR. LU WENZUO

Position and Experience

Mr. Lu Wenzuo (陸文佐), aged 71, is an executive Director of the Company and was appointed as a Director on December 16, 2015. Mr. Lu is responsible for overall hospital operation and management of Yangsi Hospital. He joined the Group in December 2003. He currently serves as a director of Weikang Investment and also held the position as the hospital administrator of Yangsi Hospital upon its establishment. As the hospital administrator of Yangsi Hospital, Mr. Lu is primarily responsible for overall management and operations of Yangsi Hospital. Mr. Lu has significant decision-making authority in administrative matters in Yangsi Hospital, including the decision-making authority in daily operations, hiring and promotion of personnel and remuneration. Mr. Lu is also responsible for the implementation of plans and financial auditing of Yangsi Hospital. Furthermore, Mr. Lu is also responsible for overseeing and executing the tasks formulated by the Chinese government and the Group. Mr. Lu has more than 33 years of experience in hospital management. Prior to joining the Group, he worked as the deputy hospital administrator for the First People's Hospital of Nantong (南通市第一人民醫院), a Class IIIA general hospital located in Nantong, Jiangsu Province, from July 1983 to March 1987. He joined Shanghai Punan Hospital (上海浦南醫院), a Class II general hospital located in Shanghai, in April 1987 and served as the deputy hospital administrator from January 1992 to December 2003. Mr. Lu graduated from Shanghai Medical College (復旦大學上海醫學院) (previously known as Shanghai First Medical College (上海第一醫學院)) in China in August 1969 and majored in Medicine. Mr. Lu received the qualification of chief physician (主任醫師) from the Medical Technical Worker Advanced Qualifications Review Committee of Shanghai (上海衛生技術人員高級職稱評審委員會) in December 1996. He was awarded as one of the Top Ten Outstanding Administrators in Shanghai by Shanghai Association for Non-government Medical Institutions (上海市社會醫療機構協會) in November 2013.

Mr. Lu Wenzuo does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Length of service

Mr. Lu Wenzuo has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date, determinable by either party by giving not less than three months' notice in writing, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

Relationships

Mr. Lu Wenzuo does not have any relationship with any Directors or senior management or substantial or controlling Shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Lu Wenzuo did not have any interest in the Shares or underlying Share or debentures of the Company and/or its associated corporations within the meaning of Part XV of the SFO.

Director's emoluments

Mr. Lu Wenzuo is entitled to salary, discretionary bonus and other benefits (which is covered by the service contract) as determined by the Board with the recommendation of the remuneration committee with reference to the comparable companies, his time commitment and responsibilities and the performance of the Group. For the year ended December 31, 2016, Mr. Lu received an emolument of RMB20,910,000 in total.

(3) MR. ZHAO JOHN HUAN

Position and Experience

Mr. Zhao John Huan (趙令歡), aged 54, is the Chairman and non-executive Director of the Company and was appointed as a Director on February 21, 2014. Mr. Zhao is responsible for overseeing the corporate development and strategic planning of the Group. He is currently the chairman and chief executive officer of Hony Capital. Mr. Zhao has extensive experience in senior management positions at several companies in the United States and PRC. Prior to joining the Group, he was the advisor to the chief executive officer of Lenovo Group Limited from 2002 to 2003. From January 2003 to December 2009, Mr. Zhao served as a vice president, and from January 2010 to May 2010, a senior vice president of Legend Holdings Limited (聯想控股有限公司). From May 2010 to December 2011, he served as a director and a senior vice president of Legend Holdings Limited, and from January 2012 to present, a director and an executive vice president of Legend Holdings Limited (now known as Legend Holdings Corporation). Mr. Zhao is currently a non-executive director of Lenovo Group Limited (Stock Code: 0992), the chairman of the board of China Glass Holdings Limited (Stock Code: 3300), a director and an executive vice president of Legend Holdings Corporation (Stock Code: 3396), a non-executive director of Zoomlion Heavy Industry Science and Technology Co., Ltd. (Stock Code: 1157) and an executive director, the chairman of the board and the

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

chief executive officer of Best Food Holding Company Limited (Stock Code: 1488), which are listed on the Stock Exchange, and a deputy chairman of Shanghai Chengtou Holding Co., Ltd. (上海城投控股股份有限公司) (Stock Code: 600649), a company listed on the Shanghai Stock Exchange, and a director of Shanghai Jin Jiang International Hotels Development Co., Ltd. (上海錦江國際酒店發展股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600754 (A shares) and 900934 (B shares)). He once served as a director of Wumart Stores, Inc., a company listed on the Main Board of Stock Exchange (Stock Code: 1025) prior to December 2015 (listed on the GEM Board of the Stock Exchange prior to May 2011 (Stock Code: 8277)) from November 2009 to June 2014, a director of Fiat Industrial S.p.A., a company listed on MTA Italian Stock Exchange from January 2011 to September 2013, a non-executive director of New China Life Insurance Company Ltd., a company listed on the Stock Exchange (Stock Code: 1336) from November 2012 to March 2015, a non-executive director of Chinasoft International Limited, a company listed on the Stock Exchange (Stock Code: 0354) from July 2011 to April 2015, an executive director of CSPC Pharmaceutical Group Limited, a company listed on the Stock Exchange (Stock Code: 1093), from December 2008 to May 2015, and a director of Jiangsu Phoenix Publishing & Media Corporation Limited (江蘇鳳凰出版傳媒股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 601928), from June 2009 to June 2012. Mr. Zhao obtained his Bachelor's degree in Science from Nanjing University (南京大學) in China in July 1984 and dual Master's degrees of Science from Northern Illinois University in the United States in May 1990 and a Master of Management degree from the J.L. Kellogg Graduate School of Management at Northwestern University in the United States in June 1996.

Length of service

Mr. Zhao John Huan has entered into an appointment letter with the Company for an initial term of three years commencing from the Listing Date, determinable by either party by giving not less than three months' notice in writing, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

Relationships

Mr. Zhao John Huan is a director of Hony Capital Fund V GP Limited, one of the controlling Shareholders of the Company. Save as disclosed, Mr. Zhao does not have any relationship with any Directors or senior management or substantial or controlling Shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Zhao John Huan is taken to be interested and deemed to be interested in 99,500,000 Shares, representing approximately 72.00% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Director's emoluments

Mr. Zhao John Huan will not receive any remuneration for acting as non-executive Director.

GENERAL

Each of the above retiring Directors proposed for re-election has confirmed that there is no information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE NEW DIRECTORS PROPOSED TO BE APPOINTED AT THE ANNUAL GENERAL MEETING

The following are details of the candidates of subsequently non-executive Directors currently, the appointment of whom is subject to the Shareholders' approval at the Annual General Meeting.

(1) MS. LIU LU

Position and Experience

Ms. Liu Lu (劉路), aged 44. From November 2008 to March 2015, Ms. Liu served as an assistant to the general manager and subsequently a deputy general manager at Anhui Venture Capital Investment Co., Ltd. (安徽省創業投資有限公司). From March 2015 to February 2016, Ms. Liu had been a deputy general manager at Anhui Hi-Tech Industry Investment Co., Ltd. (安徽省高新技術產業投資公司). Since December 2015, Ms. Liu has been the general manager of Anhui Zhong'an Health Investment Management Co., Ltd. (安徽中安健康投資管理有限公司). She currently serves as a director in multiple companies, including Anhui Fengshou Investment Co., Ltd. (安徽豐收投資有限公司) and Anhui Sunhere Pharmaceutical Excipients Co., Ltd. (安徽山河藥用輔料股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 300452). Ms. Liu is also the chairwoman of the board of directors at Anhui Puren Medical Rehabilitation Management Co., Ltd. (安徽普仁醫療康復管理有限公司).

Ms. Liu obtained her Bachelor's degree and Master's degree in Biology from Hebei University (河北大學) in China in June 1994 and from Nankai University (南開大學) in China in June 1997, respectively.

Length of service

If Ms. Liu Lu is appointed as a non-executive Director of the Board at the Annual General Meeting, she will enter into an appointment letter with the Company for an initial term of one year commencing from the date on which approval is obtained from the Annual General Meeting, determinable by either party by giving not less than three months' notice in writing. The appointment letter and her term shall be automatically renewed for an additional year upon the end of term, subject to a maximum term of three years. She is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

Relationships

Ms. Liu Lu does not have any relationship with any Directors or senior management or substantial or controlling Shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Liu Lu did not have any interest in the Shares or underlying Shares or debentures of the Company and/or its associated corporations within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF THE NEW DIRECTORS PROPOSED TO BE APPOINTED AT THE ANNUAL GENERAL MEETING

Director's emoluments

Ms. Liu Lu will not receive any remuneration for acting as non-executive Director.

(2) MS. WANG NAN

Position and Experience

Ms. Wang Nan (王楠), aged 41. Since August 1995, Ms. Wang has been serving in Neusoft Corporation (東軟集團股份有限公司) (a company listed in the Shanghai Stock Exchange with stock code 600718), where she held various positions, including the manager of the Java application department in the Neusoft software centre, a deputy general manager of the middleware technology branch, the head of the mobile internet division, a deputy director of the advanced automotive electronic technology research center and the general manager of the strategic alliance and international business development division. Ms. Wong has been serving as a senior vice president and the secretary to the board of directors at Neusoft Corporation since May 2011.

Ms. Wang obtained her PhD in Computer Applications from Northeastern University (東北大學) in China in July 2009.

Length of service

If Ms. Wang is appointed as a non-executive Director of the Board of the Company at the Annual General Meeting, she will enter into an appointment letter with the Company for an initial term of one year commencing from the date on which approval is obtained from the Annual General Meeting, determinable by either party by giving not less than three months' notice in writing. The appointment letter and her term shall be automatically renewed for an additional year upon the end of term, subject to a maximum term of three years. She is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

Relationships

Ms. Wang does not have any relationship with any Directors or senior management or substantial or controlling Shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Wang did not have any interest in the Shares or underlying Shares or debentures of the Company and/or its associated corporations within the meaning of Part XV of the SFO.

Director's emoluments

Ms. Wang will not receive any remuneration for acting as non-executive Director.

**APPENDIX II DETAILS OF THE NEW DIRECTORS PROPOSED TO
BE APPOINTED AT THE ANNUAL GENERAL MEETING**

GENERAL

Each of the above candidates proposed for appointment has confirmed that there is no information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning him/her that need to be brought to the attention of the Shareholders.

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 Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 138,194,000 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate at the Annual General Meeting and on the basis that there will be no change to the total number of issued Shares from the Latest Practicable Date to the date of the Annual General Meeting, i.e. being 138,194,000 Shares, the Company will be allowed under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 13,819,400 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and Shareholders as a whole for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on 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 where the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its memorandum and articles of association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

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 consolidated accounts contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Repurchase 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 Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company 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 the Listing Date up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2017		
March	13.16	10.20
April (<i>up to and including the Latest Practicable Date</i>)	11.98	10.82

6. GENERAL

To the best of the knowledge of the Directors 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 Repurchase 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 Repurchase 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 Repurchase 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 Repurchase 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 Rule 32 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.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, the controlling shareholders of the Company (as defined in the prospectus dated February 28, 2017) were interested in 97,000,000 Shares representing approximately 70.19% of the total issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of the controlling Shareholders of the Company would be increased to approximately 77.99% of the total 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 but would reduce the percentage of Shares held by the public to less than 25% of the Company's total issued share capital. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float percentage of 25% required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

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

NOTICE OF ANNUAL GENERAL MEETING



Hospital Corporation of China Limited

弘和仁愛醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3869)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the “Meeting”) of Hospital Corporation of China Limited 弘和仁愛醫療集團有限公司 (the “Company”) will be held at Tianshan and Lushan Rooms, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on May 26, 2017 at 3:00 p.m. for the following purposes:

As Ordinary Business

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditors for the year ended 31 December 2016.
2. To re-elect directors as follows:
 - (a) To re-elect Mr. Zhang Xiaopeng as an executive Director.
 - (b) To re-elect Mr. Lu Wenzuo as an executive Director.
 - (c) To re-elect Mr. Zhao John Huan as a non-executive Director.
3. To appoint directors as follows:
 - (a) To appoint Ms. Liu Lu as a non-executive Director.
 - (b) To appoint Ms. Wang Nan as a non-executive Director.
4. To authorise the board of directors to fix the directors’ remuneration.
5. To re-appoint PricewaterhouseCoopers as auditors and to authorise the board of directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As Special Business

6. 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 and unconditional mandate be and is hereby given to the directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by The Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;
- (b) the total number of shares of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. 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 and unconditional mandate be and is hereby given to the directors of the Company (the “Directors”) to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the unissued shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate number of shares allotted, issued or agreed conditionally or unconditionally to be allotted, issued or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:-
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register 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, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);
 - (ii) the exercise of options under a share option scheme;
 - (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or exercise of warrants to subscribe for shares of the Company;
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company; or
 - (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 of the Company in general meeting.

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

“THAT conditional upon the passing of resolutions 6 and 7 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution 7 to exercise the powers of the Company to allot, issue and deal with the unissued shares of the Company be and is hereby extended by the addition thereto the aggregate number of shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution 6, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

For and on behalf of the Board
Hospital Corporation of China Limited
弘和仁愛醫療集團有限公司
Zhang Xiaopeng
Executive Director and
Chief Executive Officer

April 25, 2017

NOTICE OF ANNUAL GENERAL MEETING

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 Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A Shareholder who is the holder of two or more Shares in the Company may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a Shareholder of the Company.
3. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
4. 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 notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Delivery of any instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the qualification as shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, May 22, 2017 to Friday, May 26, 2017, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify as shareholders to attend and vote at the Meeting, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, May 19, 2017.

As at the date of this announcement, the directors of the Company are Mr. ZHANG Xiaopeng and Mr. LU Wenzuo being the executive directors; Mr. ZHAO John Huan, Mr. YUAN Bing, Mr. LIN Sheng and Mr. LIN Tun being the non-executive directors; Ms. CHEN Xiaohong, Mr. SHI Luwen and Mr. ZHOU Xiangliang being the independent non-executive directors.