

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

If you are in any doubt as to any aspect of this circular or as to 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.

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.

---



### 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 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 1602, Tower B, Jin Qiu International Building, No. 6, Zhichun Road, Haidian District, Beijing, PRC on June 22, 2020 at 3:00 p.m. is set out on pages 19 to 23 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.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of the Shareholders, staff and other stakeholders, and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting:

1. Compulsory screening or checks of body temperatures
2. Compulsory wearing of surgical face masks
3. No provision of refreshments
4. No distribution of corporate gifts

To the extent permitted under law, the Company reserves the right to deny any person entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

**For the health and safety of the Shareholders, staff and other stakeholders, the Company would like to encourage the Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person.**

May 22, 2020

---

# CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed Re-election of Retiring Directors .....	4
3. Proposed Granting of General Mandate to Repurchase Shares .....	4
4. Proposed Granting of General Mandate to Issue Shares .....	5
5. Annual General Meeting and Proxy Arrangement .....	5
6. Recommendation .....	6
<b>Appendix I – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting</b> .....	7
<b>Appendix II – Explanatory Statement on the Repurchase Mandate</b> .....	16
<b>Notice of Annual General Meeting</b> .....	19

---

## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

---

In view of the ongoing COVID-19 pandemic and the heightened requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

1. Compulsory body temperature screening or checks will be carried out on every Shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37 degrees Celsius or who is exhibiting flu-like symptoms may be denied entry into the Annual General Meeting venue and be requested to leave the Annual General Meeting venue.
2. Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting. Please note that no surgical face masks will be provided at the Annual General Meeting venue and attendees should bring and wear their own surgical face masks.
3. No refreshments will be served to attendees at the Annual General Meeting.
4. No corporate gifts will be distributed to attendees at the Annual General Meeting.

Attendees are requested to observe and practice good personal hygiene at all times at the venue of the Annual General Meeting.

To the extent permitted under law, the Company reserves the right to deny any person entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect the Shareholders, staff and other stakeholders from possible exposure to the COVID-19 pandemic. For the health and safety of the Shareholders, staff and other stakeholders, the Company would like to encourage the Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person. Physical attendance is not necessary for the purpose of exercising Shareholders' rights.

**Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they subsequently so wish.**

---

## 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 1602, Tower B, Jin Qiu International Building, No. 6, Zhichun Road, Haidian District, Beijing, PRC on June 22, 2020 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 19 to 23 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 of the Company
“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 and deal with additional Shares of up to 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 19 to 23 of this circular

---

## DEFINITIONS

---

“Latest Practicable Date”	May 15, 2020, 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
“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 up to 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 19 to 23 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) of the Company
“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. Shan Guoxin  
*(Chief Executive Officer)*  
Mr. Lu Wenzuo

*Non-executive Directors:*

Mr. Zhao John Huan  
*(Chairman)*  
Mr. Li Peng  
Ms. Liu Lu  
Ms. Wang Nan

*Independent Non-executive Directors:*

Mr. Dang Jinxue  
Mr. Shi Luwen  
Mr. Zhou Xiangliang

*Registered Office:*

Maples Corporate Services Limited  
PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*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 10, 70/F, Two International  
Finance Centre,  
No. 8 Finance Street,  
Central,  
Hong Kong

May 22, 2020

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING 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 (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**

Pursuant to Article 16.18 of the Articles of Association, Mr. Zhao John Huan, Mr. Lu Wenzuo and Mr. Zhou Xiangliang shall retire from office by rotation at the Annual General Meeting and being eligible, offer themselves for re-election. Pursuant to Article 16.2 of the Articles of Association, Mr. Li Peng and Mr. Dang Jinxue, who were newly appointed as Directors on July 24, 2019 and March 9, 2020 respectively, shall hold office only until the Annual General Meeting and shall then be eligible for re-election. Ms. Liu Lu and Ms. Wang Nan shall voluntarily retire from office at the Annual General Meeting and being eligible, offer themselves for re-election.

Biographical details of the Directors proposed for re-election are set out in Appendix I to this circular.

Each of Mr. Zhou Xiangliang and Mr. Dang Jinxue has met the independence criteria set out in Rule 3.13 of the Listing Rules and has given confirmation of independence to the Company. Having considered the aforementioned factors, the Board believes that each of Mr. Zhou and Mr. Dang is independent.

The Nomination Committee has reviewed the structure, size and composition of the Board and considered factors such as the background, skills, age, knowledge and experience of Mr. Zhou Xiangliang and Mr. Dang Jinxue, having regard to the board diversity policy of the Company, and consider that each of them can contribute to the diversity of the Board. In view of the knowledge, experience and skills of each of Mr. Zhou and Mr. Dang in finance and hospital development and management respectively (as further described in Appendix I to this circular), as well as their commitment and contributions, the Nomination Committee considers that they will continue to fulfill their roles as independent non-executive Directors effectively, and provide valuable insight and contributions to the Board and the future development of the Company. The Nomination Committee has recommended to the Board the re-election of Mr. Zhou and Mr. Dang as independent non-executive Directors.

In light of the above, the Board recommends the re-election of Mr. Zhou Xiangliang and Mr. Dang Jinxue as independent non-executive Directors at the Annual General Meeting.

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

The general mandate previously granted to the Directors to repurchase Shares by ordinary resolutions at the annual general meeting of the Company passed on June 18, 2019 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 up to 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 proposed ordinary resolution to grant the Repurchase Mandate is set out in Appendix II to this circular.

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

The general mandate previously granted to the Directors to issue Shares by ordinary resolution at the annual general meeting of the Company passed on June 18, 2019 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 and deal with additional Shares of up to 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.

#### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 19 to 23 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, in good faith, decides to allow a resolution which relates purely 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 return of the form of proxy will not preclude you from attending and voting in person 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

---

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring 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

**Shan Guoxin**

*Executive Director and Chief Executive Officer*

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. ZHAO JOHN HUAN**

**Position and experience**

Mr. Zhao John Huan (趙令歡), aged 57, is the chairman and a non-executive Director of our Company and was appointed as a Director on February 21, 2014. Mr. Zhao is responsible for overseeing the corporate development and strategic planning of our Group.

Mr. Zhao John Huan is currently the chairman and chief executive officer of Hony Capital (a series of private equity investment funds, together with their respective management companies/general partners). He is also a non-executive director of Legend Holdings Corporation (HKEX Stock Code: 3396), a non-executive director of Lenovo Group Limited (HKEX Stock Code: 0992), a non-executive director of China Glass Holdings Limited (HKEX Stock Code: 3300), an executive director and the chairman of Best Food Holding Company Limited (HKEX Stock Code: 1488), a non-executive director of Zoomlion Heavy Industry Science and Technology Co., Ltd. (HKEX Stock Code: 1157; Shenzhen Stock Exchange Stock Code: 000157), a non-executive director of ENN Ecological Holdings Co., Ltd. (Shanghai Stock Exchange Stock Code: 600803), a non-executive 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) (Shanghai Stock Exchange Stock Code: 600754 (A shares) and 900934 (B shares)), and an executive director and chairman of the board of Goldstream Investment Limited (HKEX Stock Code: 1328).

Mr. Zhao obtained his bachelor's degree in physics from Nanjing University in China in July 1984, dual master's degrees in electronic engineering and physics from Northern Illinois University in the United States in May 1990 and a master of management degree from the Kellogg School of Management (previously known as 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 a term of three years commencing from March 16, 2020, 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 John Huan 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 was deemed to be interested in 161,693,985 Shares, representing approximately 117.01% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

**Director's emoluments**

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

**(2) MR. LI PENG****Position and experience**

Mr. Li Peng (李蓬), aged 48, is a non-executive Director of our Company and was appointed as a Director on July 24, 2019. Mr. Li has been appointed as a senior vice president and a member of the executive committee of Legend Holdings Corporation (HKEX Stock Code: 3396) since July 2015. Mr. Li joined Legend Holdings Corporation in 2003 and served consecutively as a deputy head of the corporate planning office and general manager of the investment management department, a general manager, an assistant president, a vice president as well as a senior vice president of the financial assets department and a general manager of the strategic investment department. Prior to joining Legend Holdings Corporation, Mr. Li served as a finance manager of Sinotrans Corporation (中國對外貿易運輸總公司) from 1994 to 1999. He also served as a senior financial analyst of Teradyne Connection Systems in the United States from June 2001 to December 2002.

Mr. Li currently holds directorships in various companies. He currently serves as an executive director and the chief executive officer of Legend Holdings Corporation, a director of Lakala Payment Company Limited (拉卡拉支付股份有限公司), a company listed on the Shenzhen Stock Exchange (Shenzhen Stock Exchange Stock Code: 300773), a director of Zhengqi Financial Holdings Corporation (正奇金融控股股份有限公司), and a director of Tibet Kaola Science & Technology Development Co., Ltd. (西藏考拉科技發展有限公司). Mr. Li also serves as a vice president of Banque Internationale à Luxembourg S.A. (盧森堡國際銀行).

Mr. Li obtained his bachelor's degree in international finance from the University of International Business & Economics in China in 1994, and a Master of Business Administration from the University of New Hampshire in the United States in 2001.

**Length of service**

Mr. Li Peng has entered into a service contract with the Company for an initial term of three years commencing from July 24, 2019, 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. Li Peng 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. Li Peng has no interest in the Shares within the meaning of Part XV of the SFO.

**Director's emoluments**

Mr. Li Peng will not receive any remuneration for acting as a non-executive Director.

**(3) MS. LIU LU****Position and experience**

Ms. Liu Lu (劉路), aged 46, is a non-executive Director of our Company and was appointed as a Director on May 26, 2017. Ms. Liu is mainly responsible for overseeing the corporate development and strategic planning of our Group. 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 was 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 of multiple companies, including Anhui Fengshou Investment Co., Ltd. (安徽豐收投資有限公司), Shanghai Huilun Life Technology Co., Ltd. (上海匯倫生命科技有限公司) 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 (Shenzhen Stock Exchange Stock Code: 300452). Ms. Liu obtained her bachelor's degree and master's degree in biology from Hebei University (河北大學) in June 1994 and from Nankai University (南開大學) in June 1997, respectively.

**Length of service**

Ms. Liu Lu has entered into an appointment letter with the Company for a term of one year commencing from May 26, 2019, which shall be renewed for a further term of one year upon the expiry of her current term subject to Shareholders' approval of Ms. Liu's re-election as a non-executive Director at the Annual General Meeting. Ms. Liu 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 was deemed to be interested in 9,098,800 Shares, representing approximately 6.58% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

**Director's emoluments**

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

**(4) MS. WANG NAN****Position and experience**

Ms. Wang Nan (王楠), aged 43, is a non-executive Director of our Company and was appointed as a Director on May 26, 2017. Ms. Wang is mainly responsible for overseeing the corporate development and strategic planning of our Group. Since August 1995, Ms. Wang has been serving in Neusoft Corporation (東軟集團股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code 600718), where she holds various positions, including 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. Wang has been serving as a senior vice president and the secretary to the board of directors at Neusoft Corporation since May 2011 and December 2011, respectively. Ms. Wang obtained her Doctor of Philosophy degree in computer applications from Northeastern University (東北大學) in China in July 2009.

**Length of service**

Ms. Wang Nan has entered into an appointment letter with the Company for a term of one year commencing from May 26, 2019, which shall be renewed for a further term of one year upon the expiry of her current term subject to Shareholders' approval of Ms. Wang's re-election as a non-executive Director at the Annual General Meeting. Ms. Wang 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 Nan 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 Nan has no interest in the Shares within the meaning of Part XV of the SFO.

**Director's emoluments**

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

**(5) MR. LU WENZUO****Position and experience**

Mr. Lu Wenzuo (陸文佐), aged 74, is an executive Director of our Company and was appointed as a Director on December 16, 2015. Mr. Lu is responsible for the overall hospital operation and management of Yangsi Hospital. He joined our Group in December 2003. He currently serves as a director of Weikang Investment and also held the position of hospital administrator of Yangsi Hospital upon its establishment. As the hospital administrator of Yangsi Hospital, Mr. Lu is primarily responsible for the overall management and operations of Yangsi Hospital. Mr. Lu has significant decision-making authority in the administrative matters of Yangsi Hospital, including decision-making authority in daily operations, hiring and promotion of personnel and remuneration. Mr. Lu is also responsible for the implementation of plans and the financial auditing of Yangsi Hospital. Furthermore, Mr. Lu is responsible for overseeing and executing the tasks formulated by the Chinese government and the Group. Mr. Lu has more than 34 years of experience in hospital management. Prior to joining our Group, he served as the deputy hospital administrator of 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 the Shanghai Association for Non-government Medical Institutions (上海市社會醫療機構協會) in November 2013.

**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, which has been renewed for a further term of three years upon the expiry of his initial term subject to Shareholders' approval of Mr. Lu's re-election as an executive Director at the Annual General Meeting. Mr. Lu 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 has no interest in the Shares 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 his service contract) as determined by the Board with the recommendation of the remuneration committee of the Company with reference to comparable companies, his time commitment and responsibilities and the performance of the Group. For the year ended December 31, 2019, Mr. Lu received emoluments of RMB3,625,000 in total.

**(6) MR. ZHOU XIANGLIANG****Position and experience**

Mr. Zhou Xiangliang (周向亮), aged 39, is an independent non-executive Director of our Company and was appointed as a Director on December 13, 2016 with effect from the Listing Date. Mr. Zhou has served as the chief financial officer of Beijing Science Technology Co., Ltd. (北京中環信科科技股份有限公司) since July 2010 and has also held the position of board secretary since August 2011. Prior to working in Beijing Science Technology Co., Ltd., Mr. Zhou worked as a consultant in KPMG Huazhen LLP.

Mr. Zhou obtained his bachelor's degree in management from the Central University of Finance and Economics (中央財經大學) in China in June 2003. He was qualified as a Chinese Certified Public Accountant (中國註冊會計師) by the Beijing Institute of Certified Public Accountants (北京註冊會計師協會) in July 2007 and as a board secretary by the Shenzhen Stock Exchange in November 2012. He has served as the manager of Tianjin Hexinyuan Investment Company (天津和信源投資公司) since July 2018.

**Length of service**

Mr. Zhou Xiangliang has entered into an appointment letter with the Company for a term of three years commencing from March 16, 2020, 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. Zhou Xiangliang 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. Zhou Xiangliang has no interest in the Shares within the meaning of Part XV of the SFO.

**Director's emoluments**

Mr. Zhou Xiangliang is entitled to remuneration of RMB150,000 per annum (which is covered by his appointment letter), as determined by the Board with the recommendation of the remuneration committee with reference to comparable companies, his time commitment and responsibilities and performance of the Group.



**(7) MR. DANG JINXUE****Position and experience**

Mr. Dang Jinxue (党金雪), aged 65, is an independent non-executive Director of our Company and was appointed as a Director on March 9, 2020. He has extensive experience as a hospital director, has outstanding ability in handling all aspects of hospital development and management, and also has in-depth knowledge of the medical capital market. Mr. Dang served as the dean of sales of Xijing Hospital (西京醫院) from December 2003 to 2010, and the dean of Weinan Economic Development Zone People's Hospital (private) (渭南經開區人民醫院(民營)) from 2011 to 2014. He served as the dean of Xi'an Chang'an Hospital (private) (西安長安醫院(民營)) from July 2013 to December 2016 and the medical director of Xi'an Xin Chang'an Medical Investment Company Limited (西安新長安醫療投資有限公司) from January 2017 to January 2018. Since March 2018, Mr. Dang has been serving as the deputy general manager of Beijing Kangjia Yongjian Medical Investment Management Company Limited (北京康嘉永健醫療投資管理有限公司) and since August 2019, he has been serving as the dean of preparation of Yulin Rehabilitation Hospital (Youfang Hospital) (榆林康復醫院(友芳醫院)).

Mr. Dang graduated from the military medical department of the Fourth Military Medical University (第四軍醫大學軍醫系) in 1984 and joined the Department of Psychology of Shaanxi Normal University (陝西師範大學) as a guest researcher in 2002. Mr. Dang formerly served as the leader of the rating review team of Shaanxi Provincial Hospital (陝西省醫院) and an expert of the Shaanxi Provincial Rural Cooperative Medical Technical Guidance Group (陝西省農村合作醫療技術指導組) from 2006 to 2010. He is currently a registered medical practitioner.

**Length of service**

Mr. Dang Jinxue has entered into an appointment letter with the Company for an initial term of three years commencing from March 9, 2020, 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. Dang Jinxue 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. Dang Jinxue has no interest in the Shares within the meaning of Part XV of the SFO.

**Director's emoluments**

Mr. Dang is entitled to remuneration of RMB150,000 per annum (which is covered by his appointment letter), as determined by the Board with the recommendation of the remuneration committee with reference to his qualifications and experience, his duties and performance and the Company's remuneration policy.

**GENERAL**

Each of the above retiring Directors proposed for re-election has confirmed that (i) 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; (ii) save as disclosed in this appendix, there is no information which is discloseable pursuant to Rule 13.51(2) of the Listing Rules; and (iii) there are no other matters concerning him/her that need to be brought to the attention of the Shareholders.

---

## **APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

---

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. the total number of issued Shares 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 the 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 repurchases 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 may 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 December 31, 2019) in the event that the Repurchase Mandate is to be exercised 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 level of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

---

**APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

---

**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 each month of the past 12 months 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>2019</b>		
April	14.20	13.06
May*	–	–
June*	–	–
July	12.00	12.00
August	12.00	12.00
September	12.00	12.00
October*	–	–
November*	–	–
December*	–	–
<b>2020</b>		
January*	–	–
February*	–	–
March	12.00	12.00
April	11.50	5.07
May ( <i>up to and including the Latest Practicable Date</i> )	11.50	11.50

\* *There was no trading of Shares during the month.*

**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 of the Company dated February 28, 2017) held 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 the exercise in full of the Repurchase Mandate 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 of the Company falling below the minimum public float percentage of 25% as approved by the Stock Exchange.

**8. SHARE REPURCHASES MADE BY THE COMPANY**

During the six 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

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



### **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 1602, Tower B, Jin Qiu International Building, No. 6, Zhichun Road, Haidian District, Beijing, PRC on June 22, 2020 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 of the Company (the “**Director(s)**”) and of the independent auditors of the Company for the year ended December 31, 2019.
2. To re-elect Directors as follows:
  - (a) To re-elect Mr. Zhao John Huan as a non-executive Director.
  - (b) To re-elect Mr. Li Peng as a non-executive Director.
  - (c) To re-elect Ms. Liu Lu as a non-executive Director.
  - (d) To re-elect Ms. Wang Nan as a non-executive Director.
  - (e) To re-elect Mr. Lu Wenzuo as an executive Director.
  - (f) To re-elect Mr. Zhou Xiangliang as an independent non-executive Director.
  - (g) To re-elect Mr. Dang Jinxue as an independent non-executive Director.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

3. To authorise the board of Directors to fix the Directors' remuneration.
4. To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of Directors to fix their remuneration.

### As Special Business

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 and unconditional mandate be and is hereby given to the Directors 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

---

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 to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with additional 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.”

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 resolutions 5 and 6 as set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to resolution 6 to exercise the powers of the Company to allot, issue and deal with additional shares of the Company be and is hereby extended by the addition thereto of the aggregate number of shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution 5, 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

**Shan Guoxin**

*Executive Director and Chief Executive Officer*

May 22, 2020

---

## 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 shares 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, then 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 Wednesday, June 17, 2020 to Monday, June 22, 2020, both dates inclusive, during which period no transfer of shares will be registered. The holders of shares whose name appears on the register of members of the Company on June 22, 2020 will be entitled to attend and vote at the Meeting. 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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, June 16, 2020.
6. In view of the ongoing COVID-19 pandemic and the heightened requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the Meeting to protect attending shareholders of the Company, staff and other stakeholders from the risk of infection:
  - (a) Compulsory body temperature screening or checks will be carried out on every shareholder of the Company, proxy and other attendee at the entrance of the Meeting venue. Any person with a body temperature of over 37 degrees Celsius or who is exhibiting flu-like symptoms may be denied entry into the Meeting venue and be requested to leave the Meeting venue.
  - (b) Every attendee will be required to wear a surgical face mask throughout the Meeting. Please note that no surgical face masks will be provided at the Meeting venue and attendees should bring and wear their own surgical face masks.
  - (c) No refreshments will be served to attendees at the Meeting.
  - (d) No corporate gifts will be distributed to attendees at the Meeting.

To the extent permitted under law, the Company reserves the right to deny any person entry into the Meeting venue or require any person to leave the Meeting venue in order to ensure the safety of the attendees at the Meeting.

7. For the health and safety of the shareholders of the Company, staff and other stakeholders, the Company would like to encourage shareholders to exercise their right to vote at the Meeting by appointing the chairman of the Meeting as their proxy instead of attending the Meeting in person. Physical attendance is not necessary for the purpose of exercising shareholders’ rights.

*As at the date of this notice, the Directors of the Company are Mr. SHAN Guoxin and Mr. LU Wenzuo being the executive Directors; Mr. ZHAO John Huan, Mr. LI Peng, Ms. LIU Lu and Ms. WANG Nan being the non-executive Directors; Mr. DANG Jinxue, Mr. SHI Luwen and Mr. ZHOU Xiangliang being the independent non-executive Directors.*