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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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  
AND APPOINTMENT OF NEW DIRECTOR,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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, 2021 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.

**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.**

April 28, 2021

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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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.**

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## DEFINITIONS

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*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, 2021 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 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 7 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular

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## DEFINITIONS

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“Latest Practicable Date”	April 13, 2021, 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
“Nomination Committee”	the nomination committee of the Company
“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 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) 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

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Chen Shuai  
*(Chairman and Acting  
Chief Executive Officer)*  
Mr. Lu Wenzuo

*Registered Office:*

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

*Non-executive Directors:*

Mr. Su Zhiqiang  
Ms. Shi Wenting  
Ms. Liu Lu  
Ms. Wang Nan

*Head Office in the PRC:*

1602, Tower B  
Jin Qiu International Building  
No. 6, Zhichun Road, Haidian District  
Beijing, PRC

*Independent Non-executive Directors:*

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

*Principal Place of Business in Hong Kong:*

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

April 28, 2021

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND APPOINTMENT OF NEW DIRECTOR,  
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 appointment of new Director; and (ii) the granting to the Directors of the Repurchase Mandate and the Issue Mandate.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND APPOINTMENT OF NEW DIRECTOR

Pursuant to Article 16.18 of the Articles of Association, Mr. Shi Luwen shall retire from office by rotation at the Annual General Meeting and being eligible, will offer himself for re-election. Pursuant to Article 16.2 of the Articles of Association, Mr. Chen Shuai, Mr. Su Zhiqiang and Ms. Shi Wenting, who were newly appointed as Directors on June 23, 2020, shall hold office only until the Annual General Meeting. Mr. Chen Shuai and Ms. Shi Wenting, being eligible, will offer themselves for re-election at the Annual General Meeting. Mr. Su Zhiqiang will not offer himself for re-election at the Annual General Meeting due to his other business commitments. Ms. Liu Lu and Ms. Wang Nan shall voluntarily retire from office at the Annual General Meeting and being eligible, will offer themselves for re-election.

Each of Mr. Dang Jinxue, Mr. Shi Luwen and Mr. Zhou Xiangliang has made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that each of Mr. Dang Jinxue, Mr. Shi Luwen and Mr. Zhou Xiangliang is independent in accordance with the independence guidelines. Hence, the Company recommends Mr. Shi Luwen to be re-elected as an independent non-executive Director.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge) with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, the Nomination Committee has reviewed the re-election of the Directors through:

- (a) evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation; and
- (b) assessing the independence of the independent non-executive Directors, being Mr. Dang Jinxue, Mr. Shi Luwen and Mr. Zhou Xiangliang, and considered whether they remained independent and suitable to continue to act in such roles.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

- (a) the performance of the retiring Directors was satisfactory and contributed effectively to the operation of the Board; and
- (b) based on the information available to the Nomination Committee and the annual written independence confirmation received from the independent non-executive Directors, the Nomination Committee was satisfied that Mr. Dang Jinxue, Mr. Shi Luwen and Mr. Zhou Xiangliang
  - i. fulfill the requirements of an independent non-executive Director as stipulated under 3.13 of the Listing Rules; and
  - ii. are the persons of integrity and independent in character and judgement.

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## LETTER FROM THE BOARD

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The Nomination Committee further proposes to nominate Mr. Pu Chengchuan for appointment as a non-executive Director at the Annual General Meeting. According to Article 16.3 of the Articles of Association, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Directors. The Board accepted the nomination by the Nomination Committee and recommended that an ordinary resolution be proposed at the Annual General Meeting to appoint Mr. Pu Chengchuan as a non-executive Director.

Accordingly, the Nomination Committee recommended to the Board, and the Board has considered the re-election of Mr. Chen Shuai as an executive Director, Mr. Shi Wenting, Ms. Liu Lu and Ms. Wang Nan as non-executive Directors and Mr. Shi Luwen as an independent non-executive Director and the appointment of Mr. Pu Chengchuan as a non-executive Director, is in the best interests of the Company and the Shareholders as a whole and has resolved to propose to re-elect each of the retiring Directors and appoint Mr. Pu Chengchuan as a non-executive Director at the Annual General Meeting.

Details of the Directors who will be proposed to be re-elected or appointed at the Annual General Meeting are set out in Appendix I to this circular.

### **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 22, 2020 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.

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 22, 2020 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.



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## LETTER FROM THE BOARD

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### 5. 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, 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.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and appointment of new Director and the proposed 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

**Chen Shuai**

*Chairman and Acting 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. CHEN SHUAI**

**Position and experience**

Mr. Chen Shuai (陳帥), aged 47, was appointed as a non-executive Director, the chairman of the Board and acting chief executive officer of the Company on June 23, 2020 and was redesignated as an executive Director on November 20, 2020. Mr. Chen is also the chairman of the Nomination Committee. Mr. Chen has extensive experience in investment management, supplier management and retail business. He joined Hony Capital (a series of private equity investment funds, together with their respective management companies/general partners, “**Hony Capital**”) in 2003 and has served as a managing director of Hony Capital since 2011. Mr. Chen also currently serves as the deputy general manager of the private equity investment department and a member of the private equity business steering committee of Hony Capital, as well as general manager of Hony Capital’s Shanghai platform. Prior to joining Hony Capital, Mr. Chen was the senior financial manager of Wumart Stores, Inc., general manager of the vendor management department of Beijing Jiahe Group (北京家和集團), and senior investment manager of the investment management department and urban strategic circulation department of D’Long International Strategic Investment Company.

Mr. Chen is currently a non-executive director of China Rongzhong Financial Holdings Company Limited (HKEX Stock Code: 3963), a non-executive director of Century Ginwa Retail Holdings Limited (HKEX Stock Code: 162) and a director of Shanghai Chengtou Holding Co., Ltd. (Shanghai Stock Exchange Stock Code: 600649). He was a director of Shanghai Environment Group Co., Ltd. (Shanghai Stock Exchange Stock Code: 601200) from February 2017 to September 2019. Mr. Chen is also a member of the 11th Finance Sector Youth Union (青聯金融界別) of Shanghai and the 7th Merger, Acquisition and Reorganization Committee (併購重組委) of the China Securities Regulatory Commission.

Mr. Chen obtained his bachelor’s degree in economics from Beijing Forestry University in 1997, and a Master of Business Administration from the China Europe International Business School in 2010.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Chen (i) does not hold any position in the Company or members of the Group; (ii) does not hold any directorship in other listed companies in Hong Kong or overseas for the last three years; and (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

**Length of service**

Mr. Chen has entered into a service contract with the Company for a term of three years commencing from November 20, 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.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Chen has no interest in the Shares within the meaning of Part XV of the SFO.

**Director's emoluments**

Mr. Chen will not receive any remuneration for acting as an executive Director.

**(2) MS. SHI WENTING****Position and experience**

Ms. Shi Wenting (石文婷), aged 32, was appointed as a non-executive Director and a member of the audit committee of the Company on June 23, 2020. Ms. Shi is currently the senior investment manager in the consumption and advanced manufacturing investment department of Legend Holdings Corporation (HKEX Stock Code: 3396) (“**Legend Holdings**”). Ms. Shi joined Legend Holdings in 2016 and has served as the investment manager of the healthcare service investment department, investment manager and senior investment manager of the innovative consumption and services investment department, and senior investment manager of the consumption and advanced manufacturing investment department. Prior to joining Legend Holdings, Ms. Shi served as an analyst of the investment banking department of First Capital Investment Banking Co., Ltd. (formerly known as J.P. Morgan First Capital Securities Co., Ltd.).

Ms. Shi obtained her bachelor's degree in business administration and master's degree in accounting from Tsinghua University in 2011 and 2013, respectively.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Shi (i) does not hold any position in the Company or members of the Group; (ii) does not hold any directorship in other listed companies in Hong Kong or overseas for the last three years; and (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

**Length of service**

Ms. Shi has entered into an appointment letter with the Company for an initial term of three year commencing from June 23, 2020, and 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.

**Interests in Shares**

As at the Latest Practicable Date, Ms. Shi has no interest in the Shares within the meaning of Part XV of the SFO.

**Director's emoluments**

Ms. Shi 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 47, was appointed as a non-executive Director of our Company 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) 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.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Liu (i) does not hold any position in the Company or members of the Group; (ii) does not hold any directorship in other listed companies in Hong Kong or overseas for the last three years; and (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

**Length of service**

Ms. Liu has entered into an appointment letter with the Company for a term of one year commencing from May 26, 2020, 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.

**Interests in Shares**

As at the Latest Practicable Date, Ms. Liu 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 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 44, was appointed as a non-executive Director of our Company 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.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Wang (i) does not hold any position in the Company or members of the Group; (ii) does not hold any directorship in other listed companies in Hong Kong or overseas for the last three years; and (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

**Length of service**

Ms. Wang has entered into an appointment letter with the Company for a term of one year commencing from May 26, 2020, 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.

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**APPENDIX I** **DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AND THE NEW DIRECTOR PROPOSED TO BE APPOINTED AT THE ANNUAL GENERAL MEETING**

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**Interests in Shares**

As at the Latest Practicable Date, Ms. Wang has no interest in the Shares within the meaning of Part XV of the SFO.

**Director's emoluments**

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

**(5) MR. SHI LUWEN**

**Position and Experience**

Mr. Shi Luwen (史錄文), aged 57, was appointed as an independent non-executive Director on December 13, 2016 with effect from the Listing Date. Mr. Shi is also a member of each of the audit committee and the nomination committee of the Company. Mr. Shi has served as a professor of the Department of Pharmacy Administration and Clinical Pharmacy of Peking University School of Pharmaceutical Sciences (北京大學藥學院) since 2000 and as the director of the International Research Center for Medical Administration of Peking University (北京大學醫藥管理國際研究中心) since 2002. Mr. Shi currently holds positions in various organizations, including those set out below:

<b>Name of organization</b>	<b>Position</b>
Medicine Policy Professional Committee of China Pharmaceutical Industry Research and Development Association (中國藥促會藥物政策專委會)	Vice chairman
Pharmaceutical Affairs Management Commission of Chinese Pharmaceutical Association (中國藥學會藥事管理專委會)	Committee member
Pharmacoeconomics Expert Committee of Chinese Research Hospital Association (中國研究型醫院學會藥物經濟學專業委員會)	Chairman
Rare Disease Branch of Beijing Medical Association (北京醫學會罕見病分會)	Vice chairman
Paediatrics Committee of Chinese Research Hospital Association (中國研究型醫院學會兒科專業委會)	Vice chairman
Pharmaceuticals Price and Tender Procurement Guidance Center of National Healthcare Security Administration (國家醫療保障局醫藥價格和招標採購指導中心)	Member of the expert panel
Expert Committee of National Food and Drug Administration for Consistency Evaluation on Quality and Efficacy of Generic Drugs (國家食品藥品監督總局仿製藥質量和療效一致性評價專家委員會)	Committee member
Medical and Health System Reform Intensifying Expert Advisory Panel of the Ministry of Health of the PRC (中國衛生部深化醫藥衛生體制改革專家諮詢組)	Expert

Mr. Shi has been an independent non-executive director of China Meheco Co., Ltd. (中國醫藥健康產業股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600056), since December 2015. Mr. Shi was awarded the Scientific Chinese Person (2011) (科學中國人(2011)年度人物) by Scientific Chinese Magazine in 2012, the Hospital Science and Technology Innovation Award (醫院科技創新獎) by the Chinese Hospital Association in 2011 and the Xue Muqiao Price Research Award (薛暮橋價格研究獎) by the Price Association of China (中國價格協會) in 2010. He was awarded the Beijing Science and Technology Award (北京市科學技術獎) by the People's Government of Beijing Municipality in 2002. Mr. Shi obtained his Bachelor's degree in Science from Peking University Health Science Center (北京大學醫學部) (formerly known as Beijing Medical University (北京醫科大學)) in July 1987 and his Master's degree in Health Professions Education from the University of Illinois in the United States in July 1992.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Shi (i) does not hold any position in the Company or members of the Group; (ii) does not hold any directorship in other listed companies in Hong Kong or overseas for the last three years; and (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

**Length of service**

Mr. Shi has entered into an appointment letter with the Company for an initial term of three years commencing from March 16, 2020, 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.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Shi has no interest in the Shares within the meaning of Part XV of the SFO.

**Director's emoluments**

Mr. Shi is entitled to a salary of RMB150,000 per annum as determined by the Board with the recommendation of the remuneration committee of the Company with reference to the comparable companies, his time commitment and responsibilities and the performance of the Group.

**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.

The following are details of the candidate proposed to be appointed at the Annual General Meeting.

**MR. PU CHENGCHUAN****Position and experience**

Mr. Pu Chengchuan (蒲成川), aged 34, currently serves as a senior investment manager of the private equity investment department of Hony Capital, focusing on the investment in medical and healthcare-related fields. Prior to joining Hony Capital, Mr. Pu worked in the investment department of CITIC Private Equity Funds Management Co., Ltd. from 2012 to 2016, and in the strategic investment department of Beijing Cathay Health Technology Co, Ltd.\* (北京國泰智慧醫療科技有限公司) from 2016 to 2018.

Mr. Pu is currently a director of certain subsidiaries of the Company, namely, Bliss Success Holdings Limited, Impeccable Success Limited, New Pride Holdings Limited, Acute Sky Holdings Limited, Ever Surpass Investments Limited, Oriental Ally Holdings Limited, Shanghai Weikang Investment Management Co., Ltd.\* (上海維康投資管理有限公司) and Zhejiang Honghe Zhiyuan Medical Technology Co., Ltd.\* (浙江弘和致遠醫療科技有限公司). Mr. Pu is also currently a supervisor of certain subsidiaries of the Company, namely, Honghe Yixin Investment Management (Shanghai) Co., Ltd.\* (弘和醫信投資管理(上海)有限公司), Tibet Honghe Zhiyuan Business Management Co., Ltd.\* (西藏弘和志遠企業管理有限公司), Tibet Dazi Honghe Ruixin Business Management Co., Ltd.\* (西藏達孜弘和瑞信企業管理有限公司) and Tibet Hongai Business Management Co., Ltd.\* (西藏弘愛企業管理有限公司).

Mr. Pu obtained his Bachelor's degree in Science (Physics) from Tsinghua University in July 2008 and his Master's degree in Finance from Peking University in June 2012.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Pu (i) does not hold any position in the Company or members of the Group; (ii) does not hold any directorship in other listed companies in Hong Kong or overseas for the last three years; and (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.



**Length of service**

Subject to Shareholders' approval, Mr. Pu will enter into an appointment letter with the Company for an initial term of three years commencing from the date on which the approval is obtained from the Annual General Meeting, 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.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Pu has no interest in the Shares within the meaning of Part XV of the SFO.

**Director's emoluments**

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

**GENERAL**

The candidate proposed for appointment 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 that need to be brought to the attention of the Shareholders.

\* For identification purposes only

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

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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, 2020) 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.

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

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**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 HK\$</b>	<b>Lowest HK\$</b>
<b>2020</b>		
April	11.50	5.07
May	11.50	11.48
June	11.46	11.42
July	11.40	11.00
August	11.02	10.00
September*	–	–
October*	–	–
November*	–	–
December	11.22	11.02
<b>2021</b>		
January	11.20	10.00
February	12.18	9.99
March	12.30	11.00
April ( <i>up to and including the Latest Practicable Date</i> )*	–	–

\* *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 shares. 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).

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### **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, 2021 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, 2020.
2. To re-elect Directors as follows:
  - (a) To re-elect Mr. Chen Shuai as an executive Director.
  - (b) To re-elect Ms. Shi Wenting 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. Shi Luwen as an independent non-executive Director.
3. To appoint Mr. Pu Chengchuan as a non-executive Director.

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## NOTICE OF ANNUAL GENERAL MEETING

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

### 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 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 pursuant to resolution 7 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 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

**Chen Shuai**

*Chairman and Acting Chief Executive Officer*

April 28, 2021



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## NOTICE OF ANNUAL GENERAL MEETING

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*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 16, 2021 to Tuesday, June 22, 2021, 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, 2021 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 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 Tuesday, June 15, 2021.
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. CHEN Shuai and Mr. LU Wenzuo being the executive Directors; Mr. SU Zhiqiang, Ms. SHI Wenting, 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.*