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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders (the “**Shareholders**”) of Hospital Corporation of China Limited (the “**Company**”) will be held at 4th Floor, Air China Century Plaza, No. 40, Xiaoyun Road, Chaoyang District, Beijing, PRC on Monday, 31 July 2023 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the deed of amendment dated 6 June 2023 (the “**Vanguard Glory Deed of Amendment**”) entered into between the Company and Vanguard Glory Limited (“**Vanguard Glory**”) and the alteration of terms of the convertible bonds in the aggregate principal amount of HK\$468,000,000 issued by the Company to Vanguard Glory (the “**Vanguard Glory Convertible Bonds**”) contemplated thereunder (the “**Vanguard Glory Alteration of Terms**”), be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue such number of shares of the Company as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Vanguard Glory Convertible Bonds; and
- (c) any one or more directors of the Company be and is/are hereby authorized for and on behalf of the Company to execute all such documents and agreements and do all such acts and things, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Vanguard Glory Deed of Amendment or the Vanguard Glory Alteration of Terms and all matters incidental thereto or in connection therewith.”

2. **“THAT:**

- (a) the deed of amendment dated 6 June 2023 (the **“Hony Fund Deed of Amendment”**) entered into between the Company and Hony Capital Fund VIII (Cayman), L.P. (**“Hony Fund VIII”**) and the alteration of terms of the convertible bonds in the aggregate principal amount of HK\$773,879,717 issued by the Company to Hony Fund VIII (the **“Hony Fund VIII Convertible Bonds”**) contemplated thereunder (the **“Hony Fund Alteration of Terms”**), be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue such number of shares of the Company as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Hony Fund VIII Convertible Bonds; and
- (c) any one or more directors of the Company be and is/are hereby authorized for and on behalf of the Company to execute all such documents and agreements and do all such acts and things, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Hony Fund Deed of Amendment or the Hony Fund Alteration of Terms and all matters incidental thereto or in connection therewith.”

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

7 July 2023

Notes:

1. All resolutions at the EGM 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 EGM 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 EGM. 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 EGM, 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 EGM 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 EGM or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Record date (being the last date of registration of any share transfer given there will be no book closure) for determining the entitlement of shareholders of the Company to attend and vote at the EGM will be the close of business on Friday, 21 July 2023. Shareholders whose name appears on the register of members of the Company at the close of business on Friday, 21 July 2023 will be entitled to attend and vote at the EGM. In order to qualify as shareholders to attend and vote at the EGM, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 July 2023.

As at the date of this notice, the Directors of the Company are Mr. CHEN Shuai, Mr. PU Chengchuan and Ms. PAN Jianli being the executive Directors; 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.