

If you are in any doubt

If you have sold or transferred

C C

弘和仁愛醫療集團有限公司,

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Hospital Corporation of China Limited

弘和仁愛醫療集團有限公司

(Incorporated in the Ca man Islands ith limited liabilit)

(Stock code: 3869)

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

w C D-19
A , C w w
:
1. C w A
A , w 37 C w
- A C
A
2. E w w A
A w w w
A w w
3. w A
4. w A
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T w, C
A A
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T C w w
,
. F C D-19
C w A
A
A

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:

A  1602, **T w B**, **C B**, . 6,
22, 2020 3:00 . ., **D**, **B**, **C**,
w 19 23
,

A A C

B D C

C C
A , C (,
C **T w**)

C C C (弘和仁愛醫療集團有限公司),
w , E w
B

D () () C

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\$, w

C A

w A  , D
20%

C 6
A 
19 23

D

15, 2020,

D

16, 2017,

w
E

E

A

E

C

10%

D

5

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:

•
(Chief Executive Officer)

Registered Office:

C
B 309,
C, 1-1104
C

Non-executive Directors:

•
(Chairman)

Head Office in the PRC:

1602, Tower B
6,
B, C D

Independent Non-executive Directors:

• D
• w
•

Principal Place of Business in Hong Kong:

10, 70/F, Tower
F C,
8 F,
C,

22, 2020

To the Shareholders

D / ,

**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

T w
A • T
, () - D ; ()
D

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

A 16.18 A A , . A , .
A A , . - . A 16.2
D A 24, 2019 . D , w w w
A A 9, 2020 ,
A A ,
B D - A
E . D
C 3.13 , B
D .
T C w , B

LETTER FROM THE BOARD

A w
w

A

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

T D
C 18, 2019 w
A C
w , w A
D ,
w 20%
(. . 138,194,000
A) . A
C w A
T D w

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

T A 19 23
A A ,
w ,
w w
w . A w C
A
A A w
w E C
(://www. w .) C (://www. .) . T
, w w ()
w , w
C , 17 F , w C , 183 , E ,
48
A . C
w A

LETTER FROM THE BOARD

6. RECOMMENDATION

T D

-

D

C

w . T D

A



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F

B

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

T w A D w w ,
- A ● .

(1) MR. ZHAO JOHN HUAN

Position and experience

. (趙令歡), 57, - D
C w D F 21, 2014. .
● .
C
(/). , w

Interests in Shares

A 161,693,985 , D , . w 117.01%
 C , w F .

Director's emoluments

. w -
 D .

(2) MR. LI PENG

Position and experience

. (李蓬), 48, - D C w
 D 24, 2019. .
 C : 3396) 2015. . C (E
 C 2003

w , , ,
 . C , .
 1999. C (中國對外貿易運輸總公司) 1994
 T C
 2001 D 2002.

. C ,
 C (拉卡拉支付股份有限公司),
 E (E C : 300773),
 F C (正奇金融控股股份有限公司), T
 & T D C ., . (西藏考拉科技發展有限公司).
 B .A. (盧森堡國際銀行).

. ,
 B & E C 1994, B

Length of service

24, 2019, C
w C
A A

Relationships

w D
C

Interests in Shares

A D, w
F

Director's emoluments

w - D

(3) MS. LIU LU

Position and experience

(劉路), 46, - D C w
D 26, 2017.
2015, F 2008
A C C., (安徽省創業投資有限公司). F
2015 F 2016, w A -T
C., (安徽省高新技術產業投資公司). D 2015,
A C.,
(安徽中安健康投資管理有限公司).
A F C., (安徽豐收投資有限公司),
T C., (上海匯倫生命科技有限公司) A
E C., (安徽山河藥用輔料股份有限公司),
E (E C : 300452).
(河北大學)
1994 (南開大學) 1997,

Length of service

26, 2019, w
w
,
,
-
D A
C w A A

Relationships

w D
C

Interests in Shares

A D , . w 9,098,800
, 6.58% C , w
F .

Director's emoluments

w - D

(4) MS. WANG NAN

Position and experience

(王楠), 43, - D C w
D 26, 2017. .
C (東軟集團股份有限公司) (1995, .
E w 600718), w ,
2011 D 2011, . . C
2009. D (東北大學) C

Length of service

.

26, 2019, w

w

w

C

APPENDIX I

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

C (復旦大學上海醫學院) (w
 F C (上海第一醫學院) C A 1969
 (主任醫師)
 T A w C (上海衛生
 技術人員高級職稱評審委員會) D 1996. w w T T
 A A
 (上海市社會醫療機構協會) 2013.

Length of service

D , w C w
 A
 D A
 C w A A

Relationships

w D
 C

Interests in Shares

A D , w
 F

Director's emoluments

) , B w (w
 C w ,
 D 31, 2019, B3,625,000 . F

(6) MR. ZHOU XIANGLIANG

Position and experience

(周向亮), 39, - D
 C w D D 13, 2016 w
 D . . B T C .,
 . (北京中環信科科技股份有限公司) 2010
 A 2011. w B T C ., . .
 w ● .
 , C
 F E (中央財經大學) C 2003. w C C
 C A (中國註冊會計師) B C
 A (北京註冊會計師協會) 2007
 E 2012. T
 C (天津和信源投資公司) 2018.

Length of service

. w C
 16, 2020,
 - C
 w A A .

Relationships

. w D
 C .

Interests in Shares

A D , .
 w F .

Director's emoluments

. B150,000 (w
), B w
 w ,

(7) MR. DANG JINXUE

Position and experience

Mr. Dang Jinxue, 65 years old, is a Chinese citizen and holds a Bachelor's degree. He has worked in the medical field for over 30 years. He has held various positions in hospitals and medical investment companies. He is currently a Director of the Board of Directors of the Company. He has also served as a Director of the Board of Directors of the Shaanxi Provincial Hospital and the Shaanxi Provincial Rural Cooperative Medical Technology Guidance Group. He has been a member of the Shaanxi Provincial Hospital and the Shaanxi Provincial Rural Cooperative Medical Technology Guidance Group since 2002. He has also served as a Director of the Board of Directors of the Shaanxi Provincial Hospital and the Shaanxi Provincial Rural Cooperative Medical Technology Guidance Group since 2002. He has also served as a Director of the Board of Directors of the Shaanxi Provincial Hospital and the Shaanxi Provincial Rural Cooperative Medical Technology Guidance Group since 2002.

Length of service

Mr. Dang Jinxue has served as a Director of the Board of Directors of the Company since September 9, 2020. He has also served as a Director of the Board of Directors of the Shaanxi Provincial Hospital and the Shaanxi Provincial Rural Cooperative Medical Technology Guidance Group since 2002.

Relationships

Mr. Dang Jinxue is not a close relative of any of the Company's directors, supervisors, senior management, or shareholders who hold 1% or more of the Company's shares.

Interests in Shares

Mr. Dang Jinxue does not hold any shares of the Company.

Director's emoluments

. D B150,000 (w
) , B w
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C , .

GENERAL

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w 13.51(2) ; ()
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1. SHARE CAPITAL

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138,194,000

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138,194,000

A

C

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w

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13,819,400

w
10%

A

2. REASONS FOR SHARE REPURCHASE

T D

C

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

5. MARKET PRICES OF SHARES

Month	Highest HK\$	Lowest HK\$
2019		
April	14.20	13.06
May		
June	12.00	12.00
July	12.00	12.00
August	12.00	12.00
September		
October		
November		
December		
2020		
January		
February	12.00	12.00
March	11.50	5.07
(up to and including the Latest Practicable Date)	11.50	11.50

* There was no trading of Shares during the month.

6. GENERAL

1. The repurchase of Shares is subject to the following conditions:

(a) the repurchase of Shares must be made in accordance with the provisions of the Companies Ordinance and the Securities and Futures Ordinance;

(b) the repurchase of Shares must be made in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company;

(c) the repurchase of Shares must be made in accordance with the provisions of the Listing Rules;

(d) the repurchase of Shares must be made in accordance with the provisions of the Repurchase Mandate;

(e) the repurchase of Shares must be made in accordance with the provisions of the relevant laws and regulations of the Hong Kong.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

7. TAKEOVERS CODE

, C ,
 w 32
T C . A ,
 (w T C),
 , C
 w 26 T C .
 A D , w C ,
 C (C
F 28, 2017) 97,000,000 , 70.19%
 C D w
 w ,
 77.99% C w
 C .
T D w w
 26 T C
 w 25%
 C , . T D
 w 25% C
 E .

8. SHARE REPURCHASES MADE BY THE COMPANY

D D , C
 (w E w).

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Exchange 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 whatsoever 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

(**Meeting**)
 C 弘和仁愛醫療集團有限公司 (**Company**) w
 1602, Tower B, B, .6, , D , B ,
 C 22, 2020 3:00 . . w :

As Ordinary Business

1. **Director(s)**
 Director(s) to be elected for the term ending 31, 2019.
2. **Director(s)**
 Director(s) to be re-elected for the term ending 31, 2019.

NOTICE OF ANNUAL GENERAL MEETING

3. T D D , .

4. T - w C C
D .

As Special Business

5. T , , w w , w
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T AT:

() () w,
D w C
() w T
E (**Stock Exchange**)
w C
w F C
(**Securities and Futures Commission**) E
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C w ;

() w C

NOTICE OF ANNUAL GENERAL MEETING

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C w ;

() w C

7. T , , w w , w
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T AT 5 6
6 , w C D w
C C C
C 5,
10%
C

F B
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

22, 2020

Notes:

1. A w (w w)
• T E (Listing Rules). T
C w w E C
2. A C . A w w . A
C C .
3. , , ,
w , w
4. w , w w , ,
C , C w , ,
17 F , w C , 183 , E , , D 48 ,
C
5. F C w C , 17, 2020 , 22, 2020,
w C w T w
C 22, 2020 w
w C ,
183 , E , C , 17 F , w C ,
2020. 4:30 . . T , 16,