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**China Health Group Limited**  
**中國衛生集團有限公司**

*(Carrying on business in Hong Kong as CHG HS Limited)*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 673)

**(1) REQUISITION OF SPECIAL GENERAL MEETING  
BY SHAREHOLDERS;  
(2) AN UNFAIR PREJUDICE PETITION AGAINST THE COMPANY AND  
THE CHAIRMAN; AND  
(3) RESUMPTION OF TRADING**

This announcement is made by the board of directors of China Health Group Limited (the “**Company**”), pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the following:

- (i) the announcement of the Company dated 3 June 2014 and the circular dated 7 July 2014 of the Company in relation to, among other matters, the LL Subscription;
- (ii) the announcement of the Company dated 11 December 2015 in relation to, among other matters, the Company’s legal proceedings against Chung for breach of director’s fiduciary duties and against Zheng Hua Investment Limited and Pacas Worldwide Limited in relation to the CN Subscription Agreements purportedly entered into with the Company and the subsequent purported issue of the Convertible Notes by the Company;
- (iii) the announcements of the Company dated 31 December 2015 and 21 January 2016 in relation to, among other matters, the Requisition Notice from Speedy and Richer requesting the Board to convene a special general meeting;
- (iv) the announcement of the Company dated 14 January 2016 in relation to, among other matters, suspension of duties and authorities of Chung and actual and further legal proceedings against Chung;

- (v) the announcement of the Company dated 27 January 2016 in relation to, among other matters, update on matters in relation to the Tianjin Agreement;
- (vi) the notice dated 16 February 2016 published by the Requisitionists for the purpose of, among other matters, convening the SGM at 10:00 a.m. on Thursday, 10 March 2016; and
- (vii) the announcements of the Company dated 26 February 2016 and 11 March 2016 in relation to, among other matters, an injunction application by the Company in Bermuda and the Order.

Unless otherwise defined, terms used in this announcement shall have the same meanings as defined in the announcements of the Company dated 14 January 2016, 27 January 2016 and 26 February 2016 and 11 March 2016.

## (1) REQUISITION OF SPECIAL GENERAL MEETING BY SHAREHOLDERS

The Board wishes to inform the Shareholders and potential investors that on 6 April 2016, the Board received another requisition notice (the “**Second Requisition Notice**”) dated 6 April 2016 from Speedy and Richer. Pursuant to the Second Requisition Notice, it is stated that, subject to the verification of the Company, (1) the Requisitionists are the registered shareholders of the Company collectively holding an aggregate of 277,110,000 Shares representing approximately 13.07% of the issued shares of the Company as at the date of the Second Requisition Notice; and (2) Speedy is acting in concert with Mr. Ying Wei, where Mr. Ying Wei was interested in 255,119,000 ordinary shares in the Company, representing approximately 12.03% of the issued shares of the Company.

The Requisitionists requested the Board to convene a special general meeting (the “**Second Requisitioned SGM**”) within 21 days from the date of deposit of the Second Requisition Notice in accordance with bye-law 58 of the Bye-Laws of the Company (“**Bye-Laws**”) and section 74 of the Bermuda Companies Act 1981 for the purpose of considering and, if thought fit, passing the following resolutions (the “**Second Requisition Resolutions**”) by way of ordinary resolutions of the Company:

1. THAT the maximum number of directors of the Company be set at 35 with immediate effect;
2. THAT each of the directors appointed to the board of directors of the Company between 6 April 2016 and the time immediately before the holding of the Second Requisitioned SGM be and are hereby removed with immediate effect;
3. THAT Mr. Weng Yu (翁羽) be and is hereby appointed as an executive director of the Company with immediate effect;
4. THAT Mr. Wang Yongqing (王永慶) be and is hereby appointed as an executive director of the Company with immediate effect;

5. THAT Mr. Ying Wei (應偉) be and is hereby appointed as a non-executive director of the Company with immediate effect;
6. THAT Mr. Zhang Song (張松) be and is hereby appointed as a non-executive director of the Company with immediate effect;
7. THAT Ms. Wei Changying (韋長英) be and is hereby appointed as a non-executive director of the Company with immediate effect;
8. THAT Mr. Pei Kewei (裴克煒) be and is hereby appointed as a non-executive director of the Company with immediate effect;
9. THAT Mr. Xing Yong (邢勇) be and is hereby appointed as a non-executive director of the Company with immediate effect;
10. THAT Mr. Wang Zili (王梓立) be and is hereby appointed as a non-executive director of the Company with immediate effect;
11. THAT Ms. Wang Fang (王芳) be and is hereby appointed as a non-executive director of the Company with immediate effect;
12. THAT Mr. Yang Cheng (楊誠) be and is hereby appointed as a non-executive director of the Company with immediate effect;
13. THAT Mr. Wang Xiaolin (王小林) be and is hereby appointed as a non-executive director of the Company with immediate effect;
14. THAT Mr. Huang Bin (黃斌) be and is hereby appointed as a non-executive director of the Company with immediate effect;
15. THAT Mr. Wang Yuexiang (王岳祥) be and is hereby appointed as a non-executive director or the Company with immediate effect;
16. THAT Ms. He Lijuan (賀俐娟) be and is hereby appointed as a non-executive director of the Company with immediate effect;
17. THAT Mr. Xiao Zuhe (肖祖核) be and is hereby appointed as an independent non-executive director of the Company with immediate effect;
18. THAT Mr. Wang Qingyou (王清友) be and is hereby appointed as an independent non-executive director of the Company with immediate effect;
19. THAT Mr. Zou Lian (鄒練) be and is hereby appointed as an independent non-executive director of the Company with immediate effect;

20. THAT Ms. Yang Huimin (楊惠敏) be and is hereby appointed as an independent non-executive director of the Company with immediate effect;
21. THAT Mr. Liang Qi (梁齊) be and is hereby appointed as an independent non-executive director of the Company with immediate effect;
22. THAT Mr. Xin Hua (辛華) be and is hereby appointed as an independent non-executive director of the Company with immediate effect; and

by way of special resolutions of the Company:

23. THAT Mr. Jia Hong Sheng (賈虹生) be and is hereby removed as a director of the Company with immediate effect;
24. THAT Dr. Li Zhong Yuan (李重遠) be and is hereby removed as a director of the Company with immediate effect;
25. THAT Mr. Zhou Bao Yi (周寶義) be and is hereby removed as a director of the Company with immediate effect;
26. THAT Mr. Zhao Kai (趙愷) be and is hereby removed as a director of the Company with immediate effect;
27. THAT Mr. Chung Ho (鍾浩) be and is hereby removed as a director of the Company with immediate effect;
28. THAT Mr. Wang Jingming (王景明) be and is hereby removed as a director of the Company with immediate effect;
29. THAT Mr. Mu Xiang Ming (穆向明) be and is hereby removed as a director of the Company with immediate effect;
30. THAT Mr. Jiang Bo (姜波) be and is hereby removed as a director of the Company with immediate effect;
31. THAT Dr. Yan Shi Yun (嚴世芸) be and is hereby removed as a director of the Company with immediate effect; and
32. THAT Mr. Zhao Hua (趙華) be and is hereby removed as a director of the Company with immediate effect.

Pursuant to Bye-Law 58, any one or more duly registered holder of shares in the capital of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at

all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit, the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provision of Section 74(3) of the Bermuda Companies Act.

As at the date of this announcement, the Requisitionists have not provided any explanatory information in respect of the Second Requisition Resolutions. Accordingly, the Board is currently not able to provide Shareholders with any explanatory information in respect of the Second Requisition Resolutions for consideration.

The Board is now in the course of obtaining legal advice from Bermuda counsel in respect of the legality and procedural regularity of the Second Requisition Notice. Upon obtaining relevant Bermuda legal advice, the Board would transact the matter set out in the Second Requisition Notice and the Company will, if necessary, make further announcements in respect of the Second Requisition Notice and, if appropriate, the Second Requisitioned SGM to be convened for the purpose of considering, and if thought fit, passing the Second Requisition Resolutions pursuant to the relevant requirements under Bermuda law and the Bye-Laws.

## **(2) AN UNFAIR PREJUDICE PETITION AGAINST THE COMPANY AND THE CHAIRMAN IN HONG KONG**

On 6 April 2016, Speedy served an unfair prejudice petition (the “**Petition**”) against the Company and Mr. Jia Hong Sheng (“**Jia**”), Chairman of the Board, seeking, among other matters, the following:

1. the Company be restrained, whether by their directors, servants, agents or otherwise howsoever, from
  - (a) obstructing or preventing or otherwise interfering with the requisitioning by Speedy of a special general meeting of the Company pursuant to Bye-Law 58 or section 74(3) of the Bermuda Companies Act; or
  - (b) obstructing or otherwise interfering with the conduct of any special general meeting of the Company which may be convened by Speedy pursuant to Bye-Law 58 or section 74(3) of the Bermuda Companies Act;
2. the Company and Jia be restrained, whether by their directors, servants, agents or otherwise howsoever, from rejecting, not admitting and/or disallowing any vote(s) to be cast at any such special general meeting and/or any adjournment thereof by any authorised representative(s) of Speedy and/or any proxy appointed by Speedy in accordance with the Bye-Laws;

3. the Company be restrained, whether by its directors, servants, agents or otherwise howsoever, from using or applying funds and resources of the Company in or towards pursuing the proceedings against LL, Speedy, Ying Wei and Mr. Chung in the High Court of Hong Kong (as announced by the Company on 26 February 2016) (the “**Hong Kong Proceedings**”) and the proceedings in relation to the Company’s issuance of a writ in Bermuda seeking declarations that Speedy were not entitled to convene a special general meeting, on the basis that the Requisition was allegedly invalid (as announced by the Company on 26 February 2016) (the “**Bermudan Proceedings**”) or any other proceedings designed to obstruct or prevent or otherwise interfere with the requisition by Speedy of a special general meeting pursuant to Bye-Law 58 or section 74(3) of the Bermuda Companies Act, or which may have that effect; and
4. there be an order that an account be taken of the funds and resources of the Company wrongfully used and applied towards the Hong Kong Proceedings and the Bermudan Proceedings (the “**Account**”), and upon the taking of the Account, there be an order that Jia repay to the Company such sums as found due and owing, together with such interest (whether compound or simple) as the court may think fit.

In relation to the Petition, Speedy also issued an inter parte writ of summons on 6 April 2016 against the Company and Jia, seeking interim relief (pending final determination of the proceedings in relation to the Petition) in respect of, any other matters, the following:

1. the Company be restrained, whether by their directors, servants, agents or otherwise howsoever, from
  - (a) obstructing preventing or otherwise interfering with the requisitioning by Speedy of the special general meeting of the Company pursuant to Bye-Law 58 or section 74(3) of the Bermuda Companies Act; or
  - (b) obstructing or otherwise interfering with the conduct of any special general meeting of the Company which may be convened by Speedy pursuant to Bye-Law 58 or section 74(3) of the Bermuda Companies Act;
2. the Company and/or Jia be restrained, whether by their directors, servants, agents or otherwise howsoever, from rejecting, not admitting and/or disallowing any vote(s) to be cast at any such special general meeting and/or any adjournment thereof by any authorised representative(s) of Speedy and/or any proxy appointed by Speedy in accordance with the Bye-Laws;
3. the Company be restrained, whether by its directors, servants, agents or otherwise howsoever, from using or applying funds and resources of the Company in or towards pursuing the Hong Kong Proceedings, the Bermudan Proceedings, or any other

proceedings designed to obstruct or prevent or otherwise interfere with the requisition by Speedy of a special general meeting of the Company pursuant to Bye-Law 58 or section 74(3) of the Bermuda Companies Act, or which may have that effect; and

4. any meeting convened and held pursuant to the Second Requisition Notice shall not be declared closed unless all resolutions have been put before members for consideration and without any votes being disallowed by the Chairman.

The Board wishes to announce that it is in the course of obtaining legal advice from Hong Kong counsel in respect of its legal position in relation to the Petition and the interim relief sought by Speedy. Upon obtaining relevant legal advice, the Board would take necessary action and further announcements will be made as and when appropriate.

### **(3) RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:30 a.m. on 7 April 2016 pending the release of this announcement. The Company has applied to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 8 April 2016.

By Order of the Board  
**China Health Group Limited**  
**Zhou Bao Yi**  
*Executive Director*

Hong Kong, 8 April 2016

*As at the date of this announcement, the Board comprises six executive Directors, namely, Mr. Jia Hong Sheng (Chairman), Dr. Li Zhong Yuan, Mr. Zhou Bao Yi, Mr. Chung Ho, Mr. Wang Jingming and Mr. Zhao Kai; and four independent non-executive Directors, namely, Mr. Mu Xiangming, Mr. Jiang Bo, Dr. Yan Shi Yun and Mr. Zhao Hua.*