
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or the offers referred to herein, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in China Health Group Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

PROPOSED MAXIMUM NUMBER OF DIRECTORS;
PROPOSED APPOINTMENT OF DIRECTORS;
PROPOSED REMOVAL OF DIRECTORS;
AND
NOTICE OF SGM

The notice convening a special general meeting of China Health Group Limited to be held at 11:00 a.m. on Sunday, 5 June 2016 at Lower Lobby, Novotel Century Hong Kong Hotel, 28 Jaffe Road, Wanchai, Hong Kong is set out on pages 22 to 25 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit it with Tricor Tengis Limited, the branch share registrar of China Health Group Limited in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the 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 meeting or any adjournment thereof should you so wish.

26 April 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 8 April 2016 in relation to, among other matters, the Requisition Notice and the Petition
“Board”	the board of Directors
“Bye-Law(s)”	the bye-law(s) of the Company, as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	China Health Group Limited, a company incorporated in Bermuda and the Shares of which are listed on 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 People’s Republic of China
“Latest Practicable Date”	25 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LL Convertible Notes”	the convertible notes in principal amount of HK\$195,000,000 agreed to be issued by the Company to Lin & Li Investment Limited pursuant to the LL Subscription Agreement
“LL Subscription”	the subscription for the LL Convertible Notes by Lin & Li Investment Limited pursuant to the terms of the LL Subscription Agreement
“LL Subscription Agreement”	the subscription agreement dated 3 June 2014 and entered into among the Company, Lin & Li Investment Limited and Mr. Lin Grant Xiao-Bin in relation to the LL Subscription

DEFINITIONS

“Petition”	the unfair prejudice petition dated 6 April 2016 (details of which are set out in the Announcement) by Speedy against the Company and Mr. Jia Hong Sheng, the Chairman of the Board, seeking, among other matters, the Company be restrained, whether by their directors, servants, agents or otherwise howsoever, from 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 Companies Act
“Proposed Directors”	20 individuals nominated by the Requisitionists pursuant to the Requisition Notice to be appointed to the Board subject to passing of the relevant resolutions at the SGM
“Requisitionists”	Speedy and Richer
“Requisition Notice”	the notice dated 6 April 2016 to the Company issued jointly by the Requisitionists requisitioning the Board to convene a special general meeting
“Richer”	Richer Global Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, which held approximately 0.31% of the total issued Shares as at the date of the Requisition Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held at 11:00 a.m. on Sunday, 5 June 2016 at Lower Lobby, Novotel Century Hong Kong Hotel, 28 Jaffe Road, Wanchai, Hong Kong, the notice of which is set out on pages 22 to 25 of this circular, and any adjournment thereof
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Shareholders”	holder(s) of the Shares
“Speedy”	Speedy Brilliant Investments Limited, a company incorporated in the British Virgin Islands with limited liability, which purportedly held approximately 13.04% of the total issued Shares of the Company as at the date of the Requisition Notice
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Jia Hong Sheng (*Chairman*)
Dr. Li Zhong Yuan
Mr. Zhou Bao Yi
Mr. Chung Ho
Mr. Wang Jingming
Mr. Zhao Kai

Independent non-executive Directors:

Mr. Mu Xiangming
Mr. Jiang Bo
Dr. Yan Shi Yun
Mr. Zhao Hua

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business:

Unit 801, 8/F
China Insurance Group Building
141 Des Voeux Road Central
Hong Kong

To the Shareholders

26 April 2016

Dear Sirs

**PROPOSED MAXIMUM NUMBER OF DIRECTORS;
PROPOSED APPOINTMENT OF DIRECTORS; AND
PROPOSED REMOVAL OF DIRECTORS**

INTRODUCTION

Reference is made to the Announcement in relation to, among other matters, the Requisition Notice.

The purpose of this circular is to (i) provide you with information relating to the proposed maximum number of Directors and the appointment and removal of Directors; (ii) set out recommendations of the Board; and (iii) give you notice of the SGM.

LETTER FROM THE BOARD

REQUISITION OF SGM

On 6 April 2016, the Board received the Requisition Notice dated 6 April 2016 from Speedy and Richer, the Requisitionists. According to the Requisition Notice: (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 as at the date of the Requisition Notice; and (2) Speedy is acting in concert with Mr. Ying Wei, where Mr. Ying Wei was interested in 255,119,000 Shares, representing approximately 12.03% of the issued Shares.

The Requisitionists requested the Board to convene a special general meeting within 21 days from the date of deposit of the Requisition Notice in accordance with Bye-Law 58 and section 74 of the Companies Act for the purpose of considering and, if thought fit, passing the following 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 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;

LETTER FROM THE BOARD

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;

LETTER FROM THE BOARD

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 Companies Act.

As at the date of the Requisition Notice, the Requisitionists purportedly held, in aggregate, an aggregate of 277,110,000 Shares, representing approximately 13.07% of the issued Shares as at the date of the Requisition Notice.

PROPOSED MAXIMUM NUMBER OF DIRECTORS

Pursuant to the Requisition Notice, the Requisitionists requested that an ordinary resolution be put forward at the SGM to set the maximum number of Directors at 35. An ordinary resolution will be put forward at the SGM to consider, and if thought fit, to set the maximum number of Directors at 35.

Bye-Law 86(1) provides that unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Shareholders in general meeting.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF DIRECTORS

Pursuant to the Requisition Notice, the Requisitionists requested that ordinary resolutions be put forward to appoint 20 individuals, nominated by the Requisitionists pursuant to the Requisition Notice, to the Board. Ordinary resolutions will be put forward at the SGM to consider, and if thought fit, to appoint the Proposed Directors with immediate effect upon passing of the relevant resolutions.

Details of the Proposed Directors, which have been reproduced from (with English translation arranged by the Company) and are solely based upon the information attached to the Requisition Notice, are set out in the Appendix to this circular. Such information, including the biographical information of the Proposed Directors, their relationship with any other directors, senior management or substantial or controlling shareholders (or any purported substantial shareholders) of the Company (as defined in the Listing Rules), their shareholding interest in the Company and their compliance with the independence guidance notes pursuant to Rule 3.13 of the Listing Rule (if applicable), has not been independently verified by the Company or the Directors.

PROPOSED REMOVAL OF DIRECTORS

Pursuant to the Requisition Notice, the Requisitionists requested that an ordinary resolution be put forward to remove each of the Directors appointed to the Board between 6 April 2016 and the time immediately before the holding of the SGM as a Director. An ordinary resolution will be put forward at the SGM to consider, and if thought fit, to remove each of any such Directors with immediate effect upon passing of such resolution.

Pursuant to the Requisition Notice, the Requisitionists requested that special resolutions be put forward to remove all existing Directors. Special resolutions will be put forward at the SGM to consider, and if thought fit, to remove all existing Directors with immediate effect upon passing of the relevant resolutions.

THE SGM

As set out in the paragraph headed "Recommendation" below, the Board is of the view that the Shares purportedly held by Speedy (being one of the Requisitionists) are subject to be set aside by the court. However, without admission as to:

- (a) the validity or legality of the Shares (or any part thereof) purportedly held by Speedy or the title of Speedy in such Shares;
- (b) Speedy's right to requisition a meeting of Shareholders under Bye-Law 58 and section 74 of the Companies Act; or
- (c) Speedy's right to attend and vote, or exercise any right of a Shareholder, by itself or through its proxy or any other means, at the SGM or any adjournment thereof,

LETTER FROM THE BOARD

the Board has resolved to convene the SGM pursuant to the Requisition Notice, after taking into account the inherent uncertainty in the legal proceedings (as in any legal proceedings) relating to the Petition.

Pursuant to Rule 13.39(4) of the Listing Rules, 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.

A notice of the SGM is set out on pages 22 to 25 of this circular.

Whether or not you are able to attend the SGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event not later than 48 hours before the time for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

RECOMMENDATION

As at the Latest Practicable Date, save for the brief biographical information of the Proposed Directors attached to the Requisition Notice, the Requisitionists have not provided any explanatory information in respect of the resolutions proposed by the Requisitionists as set out in the Requisition Notice. Accordingly, save for the brief biographical information of the Proposed Directors attached to the Requisition Notice, the Board is currently not able to provide Shareholders with any explanatory information in respect of the resolutions proposed by the Requisitionists as set out in the Requisition Notice for consideration.

As set out in the announcement of the Company dated 26 February 2016, upon investigation and based on the facts known to the Company, the Board discovered that Mr. Chung Ho, an executive Director, had caused the Company to purportedly allot and issue 1,230,333,333 Shares to various persons, and that these persons included:

- (a) Speedy, who was purportedly allotted 375,400,000 Shares, representing approximately 18.31% of the existing issued share capital of the Company; and
- (b) Mr. Ying Wei, who was purportedly allotted 272,000,000 Shares, representing approximately 13.27% of the existing issued share capital of the Company;

as a result of which Speedy and Mr. Ying Wei may have controlled more than 30% of issued Shares (the Company notes Speedy stated in the Requisition Notice that Mr. Ying Wei was a party acting in concert with Speedy).

Based on documents and information available as at the Latest Practicable Date, Speedy and Mr. Ying Wei were allotted Shares because they were both transferees of the LL Convertible Notes.

LETTER FROM THE BOARD

However, as noted in the Company's announcement and circular relating to the LL Convertible Notes, 30% and 70% of the LL Convertible Notes were subject to a lock-up period of six months and twelve months, respectively, commencing from the date of issue of the LL Convertible Notes.

The LL Convertible Notes were issued in January 2015, and certain portions of the LL Convertible Notes were purportedly transferred to Speedy and Mr. Ying Wei (the "LL Convertible Notes Transfers") before the end of April 2015, well within the transfer restriction periods specified in the terms and conditions of the LL Convertible Notes approved by the Shareholders, which formed part of the basis upon which the Stock Exchange granted listing approval (the "Listing Approval") of the Shares falling to be allotted and issued upon the exercise of conversion rights attached to the LL Convertible Notes.

As the LL Convertible Notes Transfers were in breach of the transfer restriction periods specified in the terms and conditions of the LL Convertible Notes approved by the Shareholders, which formed part of the basis upon which the Shareholders' approved the LL Convertible Notes and the Stock Exchange granted the Listing Approval, and such alterations of the LL Convertible Notes had not been approved by the Shareholders as well as the Stock Exchange in breach of the Listing Rules, the Board is of the view that the purported LL Convertible Notes Transfers are null and void and should be rescinded and set aside, and that the purported allotment and issue of Shares to Speedy and Mr. Ying Wei are also null and void and should also be rescinded and set aside.

On 25 February 2016, the Company issued a writ of summons against each of Lin & Li Investment Limited, Speedy, Mr. Ying Wei and Mr. Chung Ho in the High Court of Hong Kong claiming for, among other reliefs:

- (a) a declaration that the LL Convertible Notes Transfers are null and void; alternatively, an order that the LL Convertible Notes Transfers from Lin & Li Investment Limited to Speedy and Mr. Ying Wei be rescinded and set aside;
- (b) a declaration that the purported issue and allotment of Shares to Speedy and Mr. Ying Wei is null and void; further or alternatively, an order that the purported issue and allotment of Shares to Speedy and Mr. Ying Wei be rescinded and set aside;
- (c) an order that Lin & Li Investment Limited, Speedy, Mr. Ying Wei and Mr. Chung Ho take all necessary steps including the delivery to the Company of any such share certificate(s) in the Company for cancellation; and
- (d) damages and/or equitable compensation.

Accordingly, in view that the Shares purportedly held by Speedy (being one of the Requisitionists) are subject to be set aside by the court and, in the absence of explanatory information in respect of the resolutions proposed by the Requisitionists as set out in the Requisition Notice, the Board recommends the Shareholders to **vote against** each of the resolutions to be put forward at the SGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Board collectively and individually accepts full responsibility (save for the information set out in the Appendix to this circular), includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Board, having made all reasonable enquiries, confirm that, to the best of its knowledge and belief, the information contained in this circular (save for the information set out in the Appendix to this circular) is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular or this circular misleading.

NOTICE OF SGM

Your attention is drawn to the notice of the SGM.

Yours faithfully,
For and on behalf of the Board of
China Health Group Limited
Zhou Bao Yi
Executive Director

The following sets out details of the Proposed Directors, which have been reproduced from (with English translation arranged by the Company) and are solely based upon the information attached to the Requisition Notice. Such information, including the biographical information of the Proposed Directors, their relationship with any other directors, senior management or substantial or controlling shareholders (or any purported substantial shareholders) of the Company (as defined in the Listing Rules), their shareholding interest in the Company and their compliance with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules (if applicable), has not been independently verified by the Company or the Directors.

MR. WENG YU (翁羽)

Mr. Weng Yu (“Mr. Weng”), aged 37, graduated from Shanghai Jiao Tong University (上海交通大學) with a bachelor’s degree in law. Mr. Weng has been engaged in legal work in enterprises since 2002 and served as a chief legal officer and secretary of the board of directors in a high-tech company from 2005 to 2015, as a result, he has extensive experience in company law and corporation management.

Mr. Weng does not have any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Mr. Weng is not connected with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Weng is not interested in any shares of those companies within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information required to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.

MR. WANG YONGQING (王永慶)

Mr. Wang Yongqing (“Mr. Y. Wang”), aged 55, graduated from Zhongnan University of Economics and Law with a bachelor’s degree in economics. Mr. Y. Wang has extensive experience in economic policies and enterprise restructuring and is currently the legal representative of Shenzhen Muosen Arts Exchange Centre.

Mr. Y. Wang did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Mr. Y. Wang is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Mr. Y. Wang does not have any shareholding interest in the Company (within the meaning of Part XV of the SFO) and confirmed he is complied with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, regarding Mr. Y. Wang’s appointment, there is no any other information that is required to be disclosed and no other matter required to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

MR. YING WEI (應偉)

Mr. Ying Wei (“Mr. Ying”), aged 49, holds a master’s Degree in Business Administration from University of San Francisco and a Bachelor Degree in Economics from Zhejiang Gongshang University (浙江商學院) (formerly known as Hangzhou Institute of Commerce (杭州商學院)). Mr. Ying is a non-practising member of the Chinese Institute of Certified Public Accountants.

Mr. Ying served as an executive director and vice president of China Resources Textiles (Holdings) Company Limited (華潤紡織(集團)有限公司) during the period from 1989 to 2007. Mr. Ying then served as the vice president of China Water Affairs Group Limited (中國水務集團有限公司) (a company listed on the Stock Exchange with stock code of 855) during the period from 2007 to 2009, executive director and President of China Botanic Development Holdings Limited (中國植物開發控股有限公司) (re-named as China City Infrastructure Group Limited (中國城市基礎設施集團有限公司)) (a company listed on the Stock Exchange with stock code of 2349) during the period from 21 July 2008 to 30 July 2009 and an independent non-executive director of China Public Procurement Limited (中國公共採購有限公司) (a company listed on the Stock Exchange with stock code of 1094) during the period from 28 December 2012 to 24 March 2014.

Mr. Ying is an operating partner of CDH Investments, an independent non-executive director of CHTC Fong’s Industries Company Limited (恆天立信工業有限公司) (a company listed on the Stock Exchange with stock code of 641). Mr. Ying is also the chairman and non-executive director of New Focus Auto Tech Holdings Limited (新焦點汽車技術控股有限公司) (a company listed on the Stock Exchange with stock code of 360).

Mr. Ying currently holds 255,119,000 ordinary Shares. Mr. Ying is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Save as disclosed above, regarding Mr. Ying’s appointment, there is no any other information that is required to be disclosed and no other matter required to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

MR. ZHANG SONG (張松)

Mr. Zhang Song (“Mr. Zhang”), aged 34, holds a doctoral degree in biological science and technologies from Tsinghua University (清華大學) and a bachelor’s degree in biochemistry from Nanjing University (南京大學). Mr. Zhang is an executive director of CDH Investments (鼎暉投資) and has been working in the company since 2009. Mr. Zhang is also the chairman of the board of supervisors of Zhong Ding United Dairy Farming Co., Ltd. (中鼎聯合牧業股份有限公司) (National Equities Exchange and Quotations code: 834586) and the director of LUXI Group Co., Ltd. (魯西集團有限公司).

Mr. Zhang did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Mr. Zhang is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules). Mr. Zhang is not interested in any shares of those companies within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information required to be brought to the attention of holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.

MS. WEI CHANGYING (韋長英)

Ms. Wei Changying (“Ms. Wei”), aged 43, graduated from Mudanjiang College of Education in Heilongjiang (黑龍江牡丹江教育學院) majoring in financial accounting. She is a Certified Public Accountant in the PRC and is the PRC southern regional chief financial officer of China of Meinian Onehealth Healthcare (Group) Co., Ltd (美年大健康產業(集團)有限公司).

Ms. Wei did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Ms. Wei is not connected with any other directors, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules). Ms. Wei is not interested in any shares of those companies within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information required to be brought to the attention of holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.

MR. PEI KEWEI (裴克偉)

Mr. Pei Kewei (“Mr. Pei”), aged 43, graduated from China University of Political Science and Law (中國政法大學), majoring in economic law and obtained a master’s degree from the University of International Business and Economics (對外經濟貿易大學) in 2010. Mr. Pei holds the professional title of a senior economist.

Mr. Pei is currently a partner of Sino-Promise Law Firm (鑫諾律師事務所) in Beijing, and is also an arbitrator of China International Economic and Trade Arbitration Commission (中國國際經濟貿易仲裁委員會), Beijing Arbitration Commission (北京仲裁委員會), Tianjin Arbitration Commission (天津仲裁委員會), Wuhan Arbitration Commission (武漢仲裁委員會), Qingdao Arbitration Commission (青島仲裁委員會) and Langfang Arbitration Commission (廊坊仲裁委員會). Mr. Pei was the manager of legal affairs of China Construction First Division Group Construction & Development Co., Ltd. (中建一局建設發展公司).

Save as disclosed above, Mr. Pei did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

Mr. Pei is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules). Mr. Pei is not interested in any shares of those companies within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information required to be brought to the attention of holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.

MR. XING YONG (邢勇)

Mr. Xing Yang (“Mr. Xing”), aged 51, a senior engineer, graduated from Huaqiao University (華僑大學) majoring in mechanical manufacturing. In 2004, Mr. Xing formed a Hong Kong company conducting the business of trading and shipping agency for customers from the United States, Europe and South Africa. Mr. Xing was appointed as the deputy general manager of Shenzhen Teamrun Investment Development Company Limited* (深圳市天然投資發函有限公司) since 2015 and oversees commercial real estate development projects.

Mr. Xing did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Mr. Xing is not connected with any other directors, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules). Mr. Xing is not interested in any shares of those companies within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information required to be brought to the attention of holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.

MR. WANG ZILI (王梓立)

Mr. Wang Zili (“Mr. Z. Wang”), aged 52, graduated from Shanghai Institute of Building Materials (上海建築材料工業學院). Mr. Z. Wang has been engaged in the production, technologies and product sales work of float glass in several PRC companies and has extensive experience in marketing planning, human resources training and product sales in the PRC market. Mr. Z. Wang was employed as a manager of the Shanghai subsidiary of CSG Holding Co., Ltd.* (中國南玻集團) in 2000 and has been involved in the sales of construction glass.

Mr. Z. Wang did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

Mr. Z. Wang is not connected with any other directors, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Mr. Z. Wang does not have any shareholding interest in the company (within the meaning of Part XV of the SFO) and confirmed he is complied with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, regarding Mr. Z. Wang’s appointment, there is no any other information that is required to be disclosed and no other matter required to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

MS. WANG FANG (王芳女士)

Ms. Wang Fang (“Ms. Wang”), aged 39, holds a Bachelor Degree in Radio Engineering Department and a Master Degree in Business Administration from Nanjing Southeast University (東南大學). She served in a high-tech enterprise from 2004 to the beginning of 2016, fully responsible for the operation and management, development and sales and customer relationships of the enterprise. Before then, Ms. Wang served in Huawei Technologies Co., Ltd. (華為技術有限公司任職).

Ms. Wang did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

Ms. Wang is not connected with any other directors, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Ms. Wang does not have any shareholding interest in the Company (within the meaning of Part XV of the SFO) and confirmed she has complied with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, regarding Ms. Wang appointment, there is no any other information that is required to be disclosed and no other matter needs to be brought to the attention of the shareholders of the Company pursuant to Rule 13.51(2) of the Listing Rules.

MR. YANG CHENG (楊誠先生)

Mr. Yang Cheng (“Mr. Yang”), aged 48, graduated with a Science & Engineering bachelor’s degree in computer department from Wuhan Jiangnan University (江漢大學). Mr. Yang has engaged in financial investment in the field of foreign exchange, futures and securities since 1990 as an individual investors.

Mr Yang did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

Mr Yang does not have any shareholding interest in the Company (within the meaning of Part XV of the SFO) and confirmed he is complied with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules.

Saved as disclosed above, regarding Mr. Yang’s appointment, there is no any other information that is required to be disclosed and no other matter required to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

MR. WANG XIAOLIN (王小林先生)

Mr. Wang Xiaolin, aged 48, graduated from the Finance Department of Jiangxi University of Finance and Economics (江西財經大學) with a bachelor’s degree in economics. Mr. Wang Xiaolin has long been engaged in the financial management for enterprise and is currently the chief financial officer of Shenzhen Yingshanghuitong Technology Co., Ltd. (深圳盈商匯通科技有限公司).

Mr. Wang Xiaolin did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

Mr. Wang Xiaolin is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Mr. Wang Xiaolin does not have any shareholding interest in the Company (within the meaning of Part XV of the SFO) and confirmed he has complied with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules.

Saved as disclosed above, regarding Mr. Wang Xiaolin's appointment, there is no any other information that is required to be disclosed and no other matter required to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

MR. HUANG BIN (黃斌先生)

Mr. Huang Bin, aged 49, has engaged in international trade and technology introduction since 1990, involving electronic high-technology and products and technology of new energy. He is currently focusing on domestic and foreign trade business related to new energy and equipment.

Mr. Huang Bin did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

Mr. Huang Bin is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Mr. Huang Bin does not have any shareholding interest in the Company (within the meaning of Part XV of the SFO) and confirmed he has complied with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules.

Saved as disclosed above, regarding Mr. Huang Bin's appointment, there is no any other information that is required to be disclosed and no other matter required to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

MR. WANG YUEXIANG (王岳祥先生)

Mr. Wang Yuexiang, aged 54, received a bachelor's degree from Changsha Railway University (長沙鐵道學院). Since the beginning of 1985, Mr. Wang Yuexiang engaged in financial management in the enterprise; from 2008 to 2011, he served as chief financial officer in Beijing Haixinfangzhou Properties Development Co., Ltd. (北京海欣方舟房地產開發有限公司); from 2011 to date, Mr. Wang Yuexiang serves as the chief financial officer in Beijing Dongchenheyue Investment Management Co., Ltd. (北京東辰和悅投資管理有限公司).

Mr. Wang Yuexiang did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Mr. Wang Yuexiang is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Mr. Wang Yuexiang does not have any shareholding interest in the Company (within the meaning of Part XV of the SFO) and confirms he has complied with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules.

Saved as disclosed above, regarding Mr. Wang Yuexiang's appointment, there is no any other information that is required to be disclosed and no other matter required to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

MR. XIAO ZUHE (肖祖核先生)

Mr. Xiao Zuhe ("Mr. Xiao"), aged 49, graduated from Jiangxi University of Finance and Economics (江西財經大學) and the City University of Hong Kong (香港城市大學) majoring in accounting. Mr. Xiao is a Certified Public Accountant in China, certified public accountant in Hong Kong and a member of the Institute of Chartered Accountants in England and Wales. Mr. Xiao is currently the managing director of Shenzhen Qianhai Benefit Equity Investment Management Co., Ltd. (深圳市前海百富源股權投資管理有限公司) and the chief executive officer of Hong Kong Benefit Capital Limited (香港百富達融資有限公司).

Mr. Xiao was an independent director of Beijing Shenhua New Capital Co., Ltd (北京深華新股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code of 000010) during the period from 2013 to 2015 and is currently an independent director of Shenzhen Konka Group Co., Ltd (深圳康佳集團股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code of 000016).

Mr. Xiao is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules). Mr. Xiao is not interested in any shares of those companies within the meaning of Part XV of the SFO:

Save as disclosed above, there is no other information required to be brought to the attention of holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.

MR. WANG QINGYOU (王清友先生)

Mr. Wang Qingyou ("Mr. Q. Wang"), aged 48, obtained a bachelor's degree in law from China University of Political Science and Law (中國政法大學) in 1992, a Master's degree in Economic Law from Peking University School of Law (北京大學法學院) in 1998 and an EMBA degree from Xiamen University (廈門大學) in 2012. Mr. Q. Wang is a qualified lawyer in the PRC. Mr. Q. Wang is experienced in legal services, business development and law firm management. Mr. Q. Wang has taken up many important positions in many legal institutions in the PRC.

Mr. Q. Wang is currently the director of Anli Partners' (北京市安理律師事務所) Beijing office and responsible for the business development and overall management of the firm. Mr. Q. Wang is also a member of the Beijing International Arbitration Centre (北京仲裁委員會委員), an arbitrator of the China

International Economic and Trade Arbitration Commission (中國國際貿易仲裁委員會) and the director of the Beijing Lawyers Association (北京市律師協會理事). Mr. Q. Wang is also the independent director in Qingdao Tianneng Electric power Engineering Machinery Co., Ltd. (青島天能重工股份有限公司) since 6 December 2011.

Save as disclosed above, Mr. Q. Wang did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

Mr. Q. Wang is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Mr. Q. Wang does not have any shareholding interest in the Company (within the meaning of Part XV of the SFO) and confirm he has complied with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, regarding Mr. Q. Wang's appointment, there is no any other information that is required to be disclosed and no other matter needs to be brought to the attention of the shareholders of the Company pursuant to Rule 13.51(2) of the Listing Rules.

MR. ZOU LIAN (鄒練先生)

Mr. Zou Lian ("Mr. Zou"), aged 56, chief physician, professor, tutor of doctoral students. Mr. Zou graduated with a bachelor's degree in Medicine from Fourth Military Medical University (第四軍醫大學) in 1982 and obtained a Doctor degree in Medicine in the Fourth Military Medical University in 1992. In 1993, Mr. Zou attended the medical department of Hirosaki University (弘前大學) in Japan for research and studies, in which he researched on the genome treatment of renal cell carcinoma.

In 2002, Mr. Zou became the vice chairman of the General Army Urology Committee, the vice director of the PLA Second Artillery General Hospital and chairman of the Urology Department in the PLA Second Artillery General Hospital, the chief physician, the chief physician, and chairman of the Urology Department in the PLA Second Artillery General Hospital.

Mr. Zou has long been engaged in clinical medical treatment, teaching and scientific research in Urology. Mr. Zou was awarded Third Class in Military Medical Award in 2004 and 2008. Mr. Zou also published dozens of SCI thesis and statistic source journal articles, and participated in editing of four monographs.

Mr. Zou did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Mr. Zou is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Mr. Zou does not have any shareholding interest in the Company (within the meaning of Part XV of the SFO) and confirmed he is complied with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, regarding Mr. Zou's appointment, there is no any other information that is required to be disclosed and no other matter required to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

MS. YANG HUIMIN (楊惠敏女士)

Ms. Yang Huimin ("Ms. H. Yang"), aged 39, obtained a bachelor's degree in economics from Zhongnan University of Economics (中南財經大學) (now known as Zhongnan University of Economics and Law (中南財經政法大學) in 1998 and Master's degree of Management in Nanjing University (南京大學) in 2001. Ms. H. Yang is a non-practising member of the Chinese Institute of Certified Public Accountants (CPA) and holds the Chartered Financial Analyst qualification (CFA).

Ms. H. Yang has extensive experience in Company finance and listed company operations. Ms. H. Yang joined the financial department of COFCO Corporation (中糧集團) in 2001. In 2006, Ms. H. Yang joined the strategic department of China Foods Limited (中國食品有限公司) (a company listed on the Stock Exchange with stock code of 506). In 2010 – 2014, she joined COFCO Property (Group) Co., Ltd. (中糧地產集團有限公司) (a company listed on the Shenzhen Stock Exchange with stock code of SZ000031) and successively became the vice general manager of the financial department, the general manager of the operation department and the vice general manager of the Shenzhen Centre City Company* (深圳中心城市公司). In 2013, Ms. H. Yang was appointed as the vice general manager, chief financial supervisor and secretary of the board of directors of COFCO & CM (Shenzhen) Grain Electronic Trading Centre Co., Ltd. (中糧招商局(深圳)糧食電子交易中心有限公司), the director of the strategic department and also the project team leader of Qianhai Asia Pacific Region Headquarter of COFCO Property (Group) Co., Ltd.

Ms. H. Yang is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Ms. H. Yang does not have any shareholding interest in the Company (within the meaning of Part XV of the SFO) and confirmed she has complied with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, regarding Ms. H. Yang's appointment, there is no any other information that is required to be disclosed and no other matter required to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

MR. LIANG QI (梁齊先生)

Mr. Liang Qi, aged 55, graduated from Renmin University of China (中國人民大學) in 1983 and received a bachelor's degree in economics. From 1983 to 1992, Mr. Liang Qi successively worked in government agencies and news organizations; from 1992 to 2002, he worked as senior manager in a number of companies, business involved in real estate, processing trade and IT fields. Since 2002 to date, he has served as the chairman of Shenzhen City Fairview times Investment Advisory Co., Ltd. (深圳市錦繡時代投資顧問有限公司). Mr. Liang Qi was also employed as the guest professor of class president the real estate in Tsinghua University.

Mr. Liang Qi did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Mr. Liang Qi is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Mr. Liang Qi does not have any shareholding interest in the company (within the meaning of Part XV of the SFO) and confirmed he has complied with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules.

Saved as disclosed above, regarding Mr. Liang Qi's appointment, there is no any other information that is required to be disclosed and no other matter need to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

MR. XIN HUA (辛華先生)

Mr. Xin Hua, aged 51, graduated and obtained a bachelor's degree in 1988 from Jilin University (吉林大學), graduated and obtained master's degree from Jilin University (吉林大學) in 1993; and obtained a doctoral degree from Nankai University (南開大學) in 2003. From 1993 to present, Mr. Xin has worked in Comprehensive Development Institute (Shenzhen, China) (綜合開發研究院 (中國•深圳)); from 2006 to present, he has worked as head of the center of the Comprehensive Development Research Institute (Shenzhen, China) "urban resource leveling and Industrial Development Research Center" and mainly engaged in regional development, the coordinated development of urban resources and industrial research and consulting work. He has conducted more than 60 government and corporate consulting projects.

Mr. Xin Hua did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Mr. Xin Hua is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Mr. Xin Hua does not have any shareholding interest in the Company (within the meaning of Part XV of the SFO) and confirmed he is complied with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules.

Saved as disclosed above, regarding Mr. Xin Hua's appointment, there is no any other information that is required to be disclosed and no other matter required to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

MS. HE LIJUAN (賀俐娟女士)

Ms. He Lijuan (“Ms. He”), aged 50, graduated from Changsha University of Science and Technology (長沙理工大學) with a bachelor’s degree. Since 2005, she has worked as human resources manager of Shenzhen Gao Fa Investment Limited (深圳市高發投資控股有限公司). She has extensive experience in talent introduction, human resources and enterprise management.

Ms. He did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Ms. He is not connected with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Ms. He does not have any shareholding interest in the Company (within the meaning of Part XV of the SFO) and confirmed she has complied with the independence guidance notes pursuant to Rule 3.13 of the Listing Rules.

Saved as disclosed above, regarding Ms. He’s appointment, there is no any other information that is required to be disclosed and no other matter required to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF SGM



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)

NOTICE IS HEREBY GIVEN that the special general meeting of China Health Group Limited (“**Company**”) will be held at 11:00 a.m. on Sunday, 5 June 2016 at Lower Lobby, Novotel Century Hong Kong Hotel, 28 Jaffe Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, the following resolutions pursuant to a requisition notice dated 6 April 2016 (the “**Requisition Notice**”) deposited with the Company by Speedy Brilliant Investments Limited and Richer Global Holdings Limited (being shareholders of the Company purportedly holding, as at the date of the Requisition Notice, in aggregate not less than one-tenth (1/10) of the paid up capital of the Company carrying the right of voting at general meetings of the Company):

ORDINARY RESOLUTIONS

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 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 (裴克燁) be and is hereby appointed as a non-executive director of the Company with immediate effect.

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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.

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SPECIAL RESOLUTIONS

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.
32. THAT Mr. Zhao Hua (趙華) be and is hereby removed as a director of the Company with immediate effect.

By order of the board of directors of
China Health Group Limited
Zhou Bao Yi
Executive Director

Hong Kong, 26 April 2016

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business:
Unit 801, 8/F
Unit D, 3rd Floor
China Insurance Group Building
141 Des Voeux Road Central
Hong Kong

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Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares and entitled to attend and vote at the meeting convened by the above notice is entitled to appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto to. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. As at the date of this notice, the board of directors of the Company 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.