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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)

**NOTICE OF SPECIAL GENERAL MEETING**

**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.

### **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  
China Insurance Group Building  
141 Des Voeux Road Central  
Hong Kong

*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.