

H K E c a 3 a d C 2a L 3, 2d a d T 2S c E c a 3 H K L 3, 2d a 3 3 b
3c 3 3 c 3, 3a 3 3 3 3 a a acc ac c 3 3 3 3 a d 3 3 d c a 3, a
ab a 3 3 a 3 3 a 3 3 a c 3 3 3 a a 3 c 3
c 3.



Hospital Corporation of China Limited
弘和仁愛醫療集團有限公司

(I c a d 3 Ca 3, I a d 3, 2d ab)
(Stock code: 3869)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the “**Meeting**”) of Hospital Corporation of China Limited 弘和仁愛醫療集團有限公司 (the “**Company**”) will be held at 1602, Tower B, Jin Qiu International Building, No. 6, Zhichun Road, Haidian District, Beijing, PRC on June 22, 2020 at 3:00 p.m. for the following purposes:

As Ordinary Business

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and of the independent auditors of the Company for the year ended December 31, 2019.
2. To re-elect Directors as follows:
 - (a) To re-elect Mr. Zhao John Huan as a non-executive Director.
 - (b) To re-elect Mr. Li Peng as a non-executive Director.
 - (c) To re-elect Ms. Liu Lu as a non-executive Director.
 - (d) To re-elect Ms. Wang Nan as a non-executive Director.
 - (e) To re-elect Mr. Lu Wenzuo as an executive Director.
 - (f) To re-elect Mr. Zhou Xiangliang as an independent non-executive Director.
 - (g) To re-elect Mr. Dang Jinxue as an independent non-executive Director.

3. To authorise the board of Directors to fix the Directors' remuneration.
4. To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of Directors to fix their remuneration.

As Special Business

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general and unconditional mandate be and is hereby given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;
- (b) the total number of shares of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general and unconditional mandate be and is hereby given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate number of shares allotted, issued or agreed conditionally or unconditionally to be allotted, issued or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:-
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);
 - (ii) the exercise of options under a share option scheme;
 - (iii) the exercise of rights of conversion under the terms of any securities which

(c) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of resolutions 5 and 6 as set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to resolution 6 to exercise the powers of the Company to allot, issue and deal with additional shares of the Company be and is hereby extended by the addition thereto of the aggregate number of shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution 5, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

For and on behalf of the Board
Hospital Corporation of China Limited
弘和仁愛醫療集團有限公司
Shan Guoxin

E sc 2D sc a d C 2 E sc 2 O c2

May 22, 2020

