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Town Health International Medical Group Limited
康健國際醫療集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 3886)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of Town Health International Medical Group Limited (“**Company**”) will be held at 11:00 a.m. on Friday, 12 January 2024 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** Dr. Wong Chi Kit Nelson be and is hereby removed as executive director and chief executive officer of the Company with immediate effect upon passing of this resolution.”
2. “**THAT** Ms. Lau Wai Yee, Susanna be and is hereby removed as executive director of the Company with immediate effect upon passing of this resolution.”
3. “**THAT** Dr. Wong Chun Wa be and is hereby removed as executive director of the Company with immediate effect upon passing of this resolution.”
4. “**THAT** Ms. Yao Yuan be and is hereby removed as executive director of the Company with immediate effect upon passing of this resolution.”

5. “**THAT** Mr. Ng Ting Chi be and is hereby removed as executive director of the Company with immediate effect upon passing of this resolution.”
6. “**THAT** Mr. Ho Kwok Wah, George be and is hereby removed as independent non-executive director of the Company with immediate effect upon passing of this resolution.”
7. “**THAT** Mr. Chui Tsan Kit be and is hereby removed as independent non-executive director of the Company with immediate effect upon passing of this resolution.”
8. “**THAT** Mr. Tang Chi Kong be and is hereby removed as independent non-executive director of the Company with immediate effect upon passing of this resolution.”
9. “**THAT** Mr. Hung Hing Man be and is hereby removed as independent non-executive director of the Company with immediate effect upon passing of this resolution.”
10. “**THAT** Mr. Liu Yang be and is hereby appointed as non-executive director of the Company with immediate effect upon passing of this resolution.”
11. “**THAT** Ms. Zhang Xiaoxue be and is hereby appointed as executive director of the Company with immediate effect upon passing of this resolution.”
12. “**THAT** Mr. Liu Shiyin be and is hereby appointed as executive director of the Company with immediate effect upon passing of this resolution.”

On behalf of the Board
Town Health International Medical Group Limited
Wong Chi Kit Nelson
Chief Executive Officer and Executive Director

Hong Kong, 4 December 2023

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

*Head office and principal place
of business in Hong Kong:*

6th Floor
Town Health Technology Centre
10-12 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. Votes may be given either personally or by proxy. A shareholder of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In the case of joint registered holders of any shares of the Company, the form of proxy may be signed by any one of the joint holders, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share of the Company stands shall be deemed joint holders thereof.
3. To ascertain the entitlement of the shareholders of the Company to attend and vote at the meeting convened by the above notice, the register of members of the Company will be closed from Tuesday, 9 January 2024 to Friday, 12 January 2024, both days inclusive, during which no transfer of shares will be effected. In order to qualify for the entitlement to attend and vote at the Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Monday, 8 January 2024.
4. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 11:00 a.m. on Wednesday, 10 January 2024 or not less than 48 hours before the time appointed for holding the adjourned meeting or postponed meeting (as the case may be) .
5. Delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment or postponement thereof and, in such event, the form of a proxy shall be deemed to be revoked.
6. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all the above resolutions will be decided by way of poll.
7. If a number 8 or higher typhoon signal or black rainstorm warning is in force at or at any time after 9:00 a.m. on the date of the Meeting, the Meeting will be postponed or adjourned. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited (<https://www.hkexnews.hk>) and the Company (<https://townhealth.com/>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

8. The Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.
9. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive directors of the Company are Dr. Wong Chi Kit Nelson (Chief Executive Officer), Dr. Wong Chun Wa (Chairman), Mr. Ng Ting Chi, Ms. Yao Yuan and Ms. Lau Wai Yee, Susanna; the non-executive director of the Company is Mr. Hou Jun; and the independent non-executive directors of the Company are Mr. Ho Kwok Wah, George, MH, Mr. Yu Xuezhong, Dr. Xu Weiguo, Mr. Chui Tsan Kit, Mr. Han Wenxin, Mr. Hung Hing Man and Mr. Tang Chi Kong.