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**Hospital Corporation of China Limited**  
**弘和仁愛醫療集團有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 3869)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of Hospital Corporation of China Limited (the “Company”) will be held at 1602, Tower B, Jin Qiu International Building, No. 6, Zhichun Road, Haidian District, Beijing, PRC at 10:00 a.m. on July 10, 2018, for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolution:

**ORDINARY RESOLUTION**

**“THAT**

- (a) the share purchase agreement dated May 29, 2018 (the “**Share Purchase Agreement**”) entered into between the Company and Hony Capital Fund VIII (Cayman), L.P. (the “**Vendor**”) in relation to the acquisition of the entire issued share capital of Oriental Ally Holdings Limited (the “**Target Company**”) which in turn holds 75% equity interests in Zhejiang Guangsha Medical Technology Co., Ltd\* (浙江廣廈醫療科技有限公司) (“**Guangsha Medical**”), whereby the Company has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the entire share capital in the Target Company (the “**Acquisition**”), a copy of which and the Company’s circular dated June 24, 2018 (the “**Circular**”) have been produced to the EGM, marked “A” and “B” respectively, and initialed by the Chairman of the EGM for the purpose of identification, be and are hereby approved, confirmed and ratified;
- (b) an undertaking letter (the “**Undertaking Letter**”) to be executed by the Company on or prior to the completion of the Share Purchase Agreement in favor of Hony Kangshou Management Consulting (Shanghai) Co., Ltd.\* (弘毅康壽管理諮詢(上海)有限公司) (“**Kangshou**”), which holds the remaining 25% equity interests in Guangsha Medical, and Kangshou’s shareholders, whereby the Company conditionally undertakes to purchase the remaining 25% equity interests in Guangsha Medical, a form of which has been produced to the EGM marked “C”, and initialed by the Chairman of the EGM for the purpose of identification, be and is hereby approved and confirmed;
- (c) subject to completion of the Acquisition and the terms and conditions of the Share Purchase Agreement, the issue of the Convertible Bonds (as defined in the Circular and the terms of which have been set out in the convertible bond instrument produced to the EGM marked

“D”) is hereby approved and the directors of the Company be and are hereby granted a specific mandate to exercise powers of the Company to allot and issue such number of Conversion Shares (as defined in the Circular) as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds (as defined in the Circular) in accordance with the terms and conditions of the Convertible Bonds; and

- (d) the directors of the Company be and are hereby authorised for and on behalf of the Company to do all such acts and things, to sign, and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Share Purchase Agreement, the Acquisition, the Undertaking Letter, the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds, and to agree to such variation, amendments or waivers or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Share Purchase Agreement and the Undertaking Letter) as are, in the opinion of the directors of the Company, in the interest of the Company.”

For and on behalf of the Board  
**Hospital Corporation of China Limited**  
弘和仁愛醫療集團有限公司  
**Zhao John Huan**  
*Chairman*

Beijing, China, June 24, 2018

*Notes:*

1. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote in his stead. A Shareholder who is the holder of two or more Shares in the Company may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a Shareholder of the Company.
3. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
4. In order 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 notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183

Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Delivery of any instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Record date (being the last date of registration of any share transfer given there will be no book closure) for determining the entitlement of the shareholders of the Company to attend and vote at the EGM will be the close of business on Wednesday, July 4, 2018. All transfer of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, July 4, 2018.

\* *For identification purpose only.*

*As at the date of this notice, the directors of the Company are Mr. LU Wenzuo being the executive Director; Mr. ZHAO John Huan, Mr. LIN Sheng, Ms. LIU Lu and Ms. WANG Nan being the non-executive Directors; Ms. CHEN Xiaohong, Mr. SHI Luwen and Mr. ZHOU Xiangliang being the independent non-executive Directors.*