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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Wah Yan Healthcare Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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China Wah Yan Healthcare Limited

中國華仁醫療有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED REFRESHMENT OF THE
SCHEME MANDATE LIMIT;
(3) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Suites 903–905, 9/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 23 May 2017 at 4:00 p.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange at www.hkex.com.hk and the Company at www.chinawahyan.com.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the registered office of the Company at 36th Floor, Times Tower, 391–407, Jaffe Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed revoked.

20 April 2017

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DEFINITIONS

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

“2001 Share Option Scheme”	the share option scheme adopted by the Company in 2001 and expired in 2011
“2014 Share Option Scheme”	the share option scheme adopted by the Company at the annual general meeting of the Company held on 12 June 2014
“AGM”	the annual general meeting of the Company to be convened and held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 23 May 2017 at 4:00 p.m. to consider and, if thought fit, approve, among other things (i) the proposed grant of the General Mandates (including the Extension Mandate) and the Repurchase Mandate to the Directors; (ii) the proposed re-election of Directors and (iii) the proposed refreshment of the Scheme Mandate Limit
“Article(s)” or “Articles of Association”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	the Companies (Winding up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong or the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as the case may be
“Company”	China Wah Yan Healthcare Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Extension Mandate”	the extension of the General Mandates proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandates
“General Mandates”	the general mandates proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the number of Shares in issue of the Company as at the date of granting of the General Mandate and together with the extension under the Extension Mandate
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	7 April 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of Shares in issue of the Company as at the date of granting of the Repurchase Mandate
“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all options to be granted under the 2014 Share Option Scheme, which must not in aggregate exceed 10% of the Shares in issue as at the date of passing of relevant ordinary resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



China Wah Yan Healthcare Limited

中國華仁醫療有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

Executive Directors:

Mr. Chan Ka Chung (*Chairman*)
Mr. Cheung Wai Kwan
Mr. Wang Jianguo

Registered Office:

36th Floor, Times Tower
391–407 Jaffe Road
Wanchai
Hong Kong

Independent non-executive Directors:

Mr. Chan Yee Ping, Michael
Ms. Hu Xuezheng
Mr. Lam Chun Ho

20 April 2017

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED REFRESHMENT OF THE
SCHEME MANDATE LIMIT;
(3) RE-ELECTION OF DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the approval of Shareholders for, among other things, (i) the proposed grant of the General Mandates (including the Extension Mandate) and the Repurchase Mandate to the Directors; (ii) the proposed refreshment of the Scheme Mandate Limit; and (iii) the proposed re-election of Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the above-mentioned resolutions to be proposed at the AGM.

2. GENERAL MANDATES AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandates (including the Extension Mandate) and the Repurchase Mandate.

General Mandates

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of up to 20% of the number of Shares in issue as at the date of granting of the General Mandates.

In addition, a separate ordinary resolution will be further proposed for the Extension Mandate to extend the General Mandates which will authorise the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company had an aggregate of 6,520,736,569 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandates and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the granting of the General Mandates, the Company would be allowed to allot, issue and deal with a maximum of 1,304,147,313 Shares under the General Mandates.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the number of Shares in issue as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the granting of the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 652,073,656 Shares.

LETTER FROM THE BOARD

The General Mandates (including the Extension Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandates (including the Extension Mandate) and the Repurchase Mandate up to (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 or the Companies Ordinance to be held; or (iii) the revocation or variation of the General Mandates (including the Extension Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

3. REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Company adopted the 2014 Share Option Scheme pursuant to a resolution passed at the annual general meeting of the Company held on 12 June 2014. Save for the 2014 Share Option Scheme, the Company has no other share option scheme currently in force.

At the annual general meeting held on 18 May 2016, the Scheme Mandate Limit was refreshed pursuant to an ordinary resolution approved by the Shareholders such that a total of 389,029,354 Shares (representing 10% of the total number of Shares in issue at the annual general meeting of the Company held on 18 May 2016) can be allotted and issued under the 2014 Share Option Scheme. Since the refreshment of the Scheme Mandate Limit on 18 May 2016 up to the Latest Practicable Date, no options have been granted under the 2014 Share Option Scheme.

As at the Latest Practicable Date, the Company had 127,900,787 options outstanding (comprising 16,187,444 options granted under the 2001 Share Option Scheme and 111,713,343 options granted under the 2014 Share Option Scheme), which entitle the holders of the options under the 2001 Share Option Scheme and the 2014 Share Option Scheme to subscribe for an aggregate of 127,900,787 Shares. The number of Shares that can be issued upon full exercise of the 127,900,787 options represent approximately 1.96% of the 6,520,736,569 Shares in issue as at the Latest Practicable Date and accordingly, the Company is in compliance with the threshold limit under Rule 17.03(3) of the Listing Rules. In view of the increase in the number of issued Shares as a result of the placing of 778 million new Shares and 1,800 million new Shares completed in September and November 2016 respectively following the refreshment of the Scheme Mandate Limit on 18 May 2016, the Company proposes to put forward a resolution at the AGM to refresh the Scheme Mandate Limit so as to provide more flexibility to the Company for the purpose of providing incentives and rewards to the eligible participants for their continuous contribution to the development of the Group.

LETTER FROM THE BOARD

Assuming that there is no change in the number of issued Shares during the period from the Latest Practicable Date and up to the date of the AGM, and based on the 6,520,736,569 Shares in issue as at the Latest Practicable Date, upon approval of the refreshment of the Scheme Mandate Limit, the Directors will be authorised to issue options under the 2014 Share Option Scheme to allow eligible participants to subscribe for a total of 652,073,656 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date.

The refreshment of the Scheme Mandate Limit is conditional upon:

1. the passing by the Shareholders of an ordinary resolution at the general meeting of the Company to approve, among other things, the refreshment of the Scheme Mandate Limit; and
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, 10% of the Shares in issue at the date of approval of the refreshment of the Scheme Mandate Limit which may be issued pursuant to the exercise of options to be granted under the 2014 Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the grant of the listing of, and the permission to deal in, 10% of the Shares which may be issued pursuant to the exercise of options to be granted under the 2014 Share Option Scheme under the refreshed 2014 Scheme Mandate Limit.

To the best of the Directors' knowledge, information and belief, there are no Shareholders who have a material interest in the refreshment of the Scheme Mandate Limit. Therefore, no Shareholders are required to abstain from voting at the AGM to approve the resolution regarding the refreshment of the Scheme Mandate Limit.

4. THE RE-ELECTION OF DIRECTORS

According to Article 104 of the Articles of Association, each Director, whether or not appointed for a specific term, shall be subject to retirement by rotation once for every three years at the annual general meeting of the Company and shall be eligible for re-election. A retiring Director shall retain office until the conclusion of the meeting or adjourned meeting at which he is due to retire. Since Mr. Chan Ka Chung, Mr. Wang Jianguo and Ms. Hu Xue Zhen had retired and been re-elected at the annual general meeting of the Company held on 12 June 2014, these Directors will retire at the forthcoming AGM and will, being eligible, offer themselves for re-election at the forthcoming AGM.

Particulars of the above Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. AGM

A notice convening the AGM to be held at Suites 903–905, 9/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 23 May 2017 at 4:00 p.m. is set out on pages 14 to 18 of this circular. Resolutions will be proposed at the AGM to approve, among other things, (i) the proposed grant of the General Mandates (including the Extension Mandate) and the Repurchase Mandate to the Directors; (ii) the proposed re-election of Directors and (iii) the proposed refreshment of Scheme Mandate Limit.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the websites of the Stock Exchange at www.hkex.com.hk and the Company at www.chinawahyan.com. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company at 36th Floor, Times Tower, 391–407 Jaffe Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in 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 herein or this circular misleading.

7. RECOMMENDATION

Based on the above, the Directors consider that (i) the proposed grant of the General Mandates (including the Extension Mandate) and the Repurchase Mandate; (ii) the proposed re-election of Directors and (iii) the proposed refreshment of the Scheme Mandate Limit are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

8. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at the AGM and no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board of
China Wah Yan Healthcare Limited
Chan Ka Chung
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES

As at the Latest Practicable Date, no core connected persons (as defined in the Listing Rules) of the Company has notified the Company that they have a present intention to sell any Shares to the Company or have undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Mandate is passed.

2. NUMBER OF SHARES WHICH MAY BE REPURCHASED

As at the Latest Practicable Date, the Company has 6,520,736,569 Shares in issue.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 652,073,656 Shares under the Repurchase Mandate, representing approximately 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASE MANDATE

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, will lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the laws of Hong Kong and the Articles of Association for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company compared with those as at 31 December 2016, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
March	0.114	0.094
April	0.120	0.089
May	0.117	0.081
June	0.163	0.104
July	0.183	0.115
August	0.129	0.060
September	0.071	0.055
October	0.074	0.054
November	0.066	0.044
December	0.048	0.041
2017		
January	0.043	0.033
February	0.048	0.037
March	0.044	0.036
April (up to the Latest Practicable Date)	0.039	0.037

Source: the Stock Exchange.

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of Hong Kong.

7. TAKEOVERS CODE IMPLICATIONS

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the

Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, no Shareholder is interested in more than 10% of the Shares then in issue.

Accordingly, an exercise of the Repurchase Mandate in full will not result in the aforesaid Shareholder becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any Shareholder or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

The biographical details of the retiring Directors who are eligible for re-election at the AGM are set out below:

RE-ELECTION OF EXECUTIVE DIRECTORS

Mr. Chan Ka Chung (“Mr. Chan”)

Mr. Chan, aged 46, is a seasoned businessperson and an experienced investor. He possesses international business experience and was awarded as the “Outstanding Entrepreneur of Guangdong Province” by the Guangdong Provincial Executive Association of Entrepreneurs. Mr. Chan also has in-depth professional experience in securities, investment and corporate finance involving initial public offerings, capital raising, mergers and acquisitions and corporate restructuring. He holds a bachelor’s degree in commerce from The University of British Columbia in Canada and a master’s degree in business administration and a post-graduate diploma in marketing from Edinburgh Business School of Heriot-Watt University in the United Kingdom. Mr. Chan is also an executive director and the chairman of the board of directors of Rui Kang Pharmaceutical Group Investments Limited, a non wholly-owned subsidiary of the Company and the shares of which are listed on the Growth Enterprise Market of the Stock Exchange. Save as disclosed above, as at the Latest Practicable Date, Mr. Chan does not hold any directorship in any other listed public companies in the last three years; nor has any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company.

Save for Mr. Chan being a beneficial owner of 101,250,000 Shares and the 11,819,437 options of the Company granted under the 2014 Share Option Scheme, as at the Latest Practicable Date, Mr. Chan does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

There is currently no service contract entered into between the Company and Mr. Chan and he will hold office until the AGM. Mr. Chan is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Articles of Association.

Mr. Chan received an emolument of HK\$22 million for the year ended 31 December 2016 which is based on his responsibilities and performance.

Save as disclosed above and as far as the Board is aware, there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters relating to the re-election of Mr. Chan as Director that need to be brought to the attention of the Shareholders.

Mr. Wang Jianguo (“Mr. Wang”)

Mr. Wang, aged 53, is a qualified lawyer in the PRC. Prior to joining the Group, he was a practising lawyer at a law firm in the PRC, where his legal practice was mainly in the medical sector in the PRC. Mr. Wang was awarded an Advanced Lawyer in Anhui Province. Mr. Wang holds an executive master’s degree in business administration from

Nanjing University, the PRC. As at the Latest Practicable Date, Mr. Wang does not hold any directorship in any other listed public companies in the last three years; nor has any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wang does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

There is currently no service contract entered into between the Company and Mr. Wang and he will hold office until the AGM. Mr. Wang is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Articles of Association.

Mr. Wang received an emolument of HK\$2.95 million for the year ended 31 December 2016 which is based on his responsibilities and performance.

Save as disclosed above and as far as the Board is aware, there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters relating to the re-election of Mr. Wang as Director that need to be brought to the attention of the shareholders of the Company.

RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Hu Xuezheng (“Ms. Hu”)

Ms. Hu, aged 50, is the chairman and founder of a company engaged in education and manufacturing of household products in the PRC. Ms. Hu has extensive experience in corporate management and business development. As at the Latest Practicable Date, Ms. Hu does not hold any directorship in any other listed public companies in the last three years; nor has any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, save for the 1,499,866 options granted to Ms. Hu under the 2014 Share Option Scheme, Ms. Hu does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

There is currently no service contract entered into between the Company and Ms. Hu will hold office until the AGM. Ms. Hu is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Articles of Association.

Ms. Hu received an emolument of HK\$0.12 million for the year ended 31 December 2016 which is based on her responsibilities and performance.

Save as disclosed above and as far as the Board is aware, there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters relating to the re-election of Ms. Hu as Director that need to be brought to the attention of the shareholders of the Company.



China Wah Yan Healthcare Limited

中國華仁醫療有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Wah Yan Healthcare Limited (the “**Company**”) will be held at Suites 903–905, 9/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 23 May 2017 at 4:00 p.m. for the following purposes:

AS ORDINARY BUSINESSES:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2016;
2. (a) to re-elect Mr. Chan Ka Chung as an executive Director;
(b) to re-elect Mr. Wang Jianguo as an executive Director;
(c) to re-elect Ms. Hu Xuezhen as an independent non-executive Director;
3. To authorise the Board to fix the Directors’ remuneration;
4. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

AS ORDINARY RESOLUTIONS

5. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to The Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to

NOTICE OF AGM

make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company from time to time; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the number of the Shares in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of Shares in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the 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, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”) or any applicable laws to be held; and

NOTICE OF AGM

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Ordinance and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the 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, the Companies Ordinance or any applicable laws to be held; and

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(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the number of Shares referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

7. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, any Shares to be issued pursuant to the exercise of options which may be granted under the Refreshed Limit (as defined below), the renewing and refreshing of the limit in respect of the aggregate number of Shares of the Scheme (as defined below) which may be issued upon exercise of options to be granted under the share option scheme adopted by the Company on 12 June 2014 (the “**Scheme**”) and any other share option scheme(s) of the Company, be and is hereby approved so that the aggregate number of Shares which may be allotted and issued pursuant to the grant or exercise of the options under the Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised) and any other share option scheme(s) of the Company shall not exceed 10% of the number of Shares in issue as at the date of passing of this resolution (the “**Refreshed Limit**”) and that the Directors be and are hereby authorized, from time to time, to offer or grant options pursuant to the Scheme subject to the Refreshed Limit and to exercise all powers of the Company to allot, issue and deal with Shares upon the exercise of any such options and to do such acts and execute such documents for or incidental to such purpose.”

For and on behalf of
the board of Directors of
China Wah Yan Healthcare Limited
Chan Ka Chung
Chairman

Hong Kong, 20 April 2017

Registered office:
36th Floor, Times Tower
391–407 Jaffe Road
Wanchai, Hong Kong

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Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. 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 order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the Company at 36th Floor, Times Tower, 391–407 Jaffe Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.
3. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto, 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 of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof.