
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Concord Healthcare Group Co., Ltd.*, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CONCORD HEALTHCARE GROUP CO., LTD.*

美中嘉和醫學技術發展集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2453)

**PROVISION OF GUARANTEES
FOR THE FINANCING OF SUBSIDIARIES OF THE
COMPANY AND AUTHORISATION TO THE BOARD
AND
NOTICE OF THE 2024 FIRST EXTRAORDINARY
GENERAL MEETING**

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the extraordinary general meeting (the "EGM") of Concord Healthcare Group Co., Ltd.* (美中嘉和醫學技術發展集團股份有限公司) to be held at A1, 26th Floor, Hanwei Building East Area, No. 7 Guanghai Road, Chaoyang District, Beijing, PRC on Wednesday, April 3, 2024 at 10:00 a.m. is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.concordmedical.com).

Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of EGM (i.e. before 10:00 a.m. on Monday, April 1, 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM (or any adjournment thereof) if they so wish. In such event, the form of proxy shall be deemed to be revoked.

* *For identification purposes only*

March 18, 2024

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DEFINITIONS

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

“Board”	the board of Directors of the Company
“Company”	Concord Healthcare Group Co., Ltd.* (美中嘉和醫學技術發展集團股份有限公司), a joint stock company incorporated in the PRC with limited liability on July 23, 2008, the issued H Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2453)
“Directors”	the directors of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are not listed on the Stock Exchange
“Domestic Share Shareholder(s)”	holder(s) of Domestic Share(s)
“EGM”	the 2024 first extraordinary general meeting of the Company to be held at A1, 26th Floor, Hanwei Building East Area, No. 7 Guanghua Road, Chaoyang District, Beijing, PRC on Wednesday, April 3, 2024 at 10:00 a.m., or any adjournment thereof
“H Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars
“H Share Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Share(s)”	ordinary share(s) in the issued capital of the Company with a nominal value of RMB1.00 each, comprising Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	Percent

LETTER FROM THE BOARD



CONCORD HEALTHCARE GROUP CO., LTD.*

美中嘉和醫學技術發展集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2453)

Executive Directors:

Dr. YANG Jianyu (*Chairman*)
Ms. FU Xiao
Mr. CHANG Liang
Mr. SHI Botao

Registered office:

Room B311, 3rd Floor, Building 7
No. 48, Zhongguancun South Road
Haidian District
Beijing, PRC

Non-Executive Directors:

Mr. WANG Lei
Mr. CHEN Hongzhang

Headquarters and Principal Place of

Business in the PRC:

Room 26A1-26A5, East Tower, Hanwei Building
No. 7 Guanghua Road
Chaoyang District
Beijing, PRC

Independent Non-Executive Directors:

Ms. LI Xuemei
Mr. SUN Yansheng
Mr. NG Kwok Yin

Principal Place of Business in Hong Kong:

Room 1701, 9 Chong Yip Street
Kwun Tong, Kowloon
Hong Kong

March 18, 2024

To the Shareholders

Dear Sir or Madam,

**PROVISION OF GUARANTEES
FOR THE FINANCING OF SUBSIDIARIES OF THE
COMPANY AND AUTHORISATION TO THE BOARD
AND
NOTICE OF THE 2024 FIRST EXTRAORDINARY
GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with the information on the provision of the Guarantees for the financing of subsidiaries of the Company and authorisation to the Board, and to give you the notice of the EGM.

* *For identification purposes only*

LETTER FROM THE BOARD

II. PROVISION OF GUARANTEES FOR THE FINANCING OF SUBSIDIARIES OF THE COMPANY AND AUTHORISATION TO THE BOARD

In light of the business development and operation of the Group, the Company intends to provide new financing guarantees (the “**Guarantees**”) to its subsidiaries (collectively, the “**Subsidiaries**” or the “**Guaranteed Parties**”) for the respective financing needs of the Subsidiaries such as working capital loans, letters of credit, bank acceptance drafts, letter of guarantee, accounts receivable trade financing, ultra-short-term commercial paper credit, project loans and acquisition loans, etc. Whilst the actual aggregate amount of such credit facilities for the current financial year is yet to be determined, the Company estimates that the aggregate guaranteed amount will not exceed RMB2,700 million (the “**Guaranteed Amount**”). The term of such Guaranteed Amount shall be valid for 12 months from the date of the approval at the EGM, and the credit limit shall be valid for revolving during the term of the validity period. Specific financial institutions, credit line, credit terms and interest rates shall be based on agreements signed between the Company and the relevant financial institutions.

In the course of application for, and negotiation with, such banks and financial institutions for the financing, such banks and financial institutions generally require the Company to, among others, enter into guarantees for its subsidiaries in favour of such banks and financial institutions as security for such financing.

The Board considers that the Guarantees are conducive to improve the overall financing efficiency of the Group, and the Guaranteed Amount is estimated based on the Company’s business development plan and the operating needs of the Subsidiaries. Given the Guarantees are provided for the Group’s subsidiaries rather than external parties, the Board considers that risks associated with such Guarantees are manageable. The Company considers that it is in the best interests of the Company and its Shareholders taken as a whole that the Company provides the Guarantees such that the Group would be able to obtain the financing for the business development and operation of the Subsidiaries. The Company will monitor the balance and the performance ability of the Guaranteed Parties, strengthen management and control measures to control the associated risks.

As such, a special resolution of the Shareholders will be proposed at the EGM for the Shareholders to consider and if thought fit, to approve (i) the provision of Guarantees by the Company and (ii) authorize the Board and/or its authorised representatives to, in their sole discretion, consider and approve all the specific matters of the Guarantees within the scope of the Guaranteed Amount (collectively, the “**Resolution on the Application to the Bank for Comprehensive Credit Line and Provision of Guarantees in 2024**”).

LETTER FROM THE BOARD

III. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of H Shares of the Company will be closed from 2 April, 2024 to 3 April, 2024, both days inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents of H shares accompanied by the relevant shares certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 p.m. on 28 March, 2024.

IV. NOTICE OF EXTRAORDINARY GENERAL MEETING

Set out on pages 7 to 8 of this circular is the notice of the EGM at which, inter alia, a special resolution will be proposed to the Shareholders to consider and approve the Resolution on the Application to the Bank for Comprehensive Credit Line and Provision of Guarantees in 2024.

V. FORM OF PROXY

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.concordmedical.com). Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM (i.e. before 10:00 a.m. on Monday, April 1, 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish. In such event, the form of proxy shall be deemed to be revoked.

VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, at any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution set out in the notice of EGM will be decided by way of a poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

VII. RECOMMENDATIONS

The Board considers that the Resolution on the Application to the Bank for Comprehensive Credit Line and Provision of Guarantees in 2024 is in the best interests of the Company and the Shareholders taken as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM as set forth in the notice of the EGM.

VIII. 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board

Concord Healthcare Group Co., Ltd.*

美中嘉和醫學技術發展集團股份有限公司

YANG Jianyu

Chairman of the Board and Executive Director

NOTICE OF EGM



CONCORD HEALTHCARE GROUP CO., LTD.*
美中嘉和醫學技術發展集團股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2453)

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2024 first extraordinary general meeting (the “EGM”) of Concord Healthcare Group Co., Ltd.* (美中嘉和醫學技術發展集團股份有限公司) (the “Company”) will be held at A1, 26th Floor, Hanwei Building East Area, No. 7 Guanghua Road, Chaoyang District, Beijing, PRC on Wednesday, April 3, 2024, at 10:00 a.m., for the purpose of considering and if thought fit, passing the following resolution:

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular dated March 18, 2024.

SPECIAL RESOLUTION

1. To consider and approve the Resolution on the Application to the Bank for Comprehensive Credit Line and Provision of Guarantees in 2024.

By order of the Board

Concord Healthcare Group Co., Ltd.*
美中嘉和醫學技術發展集團股份有限公司

YANG Jianyu

Chairman of the Board and Executive Director

* *For identification purpose only*

Hong Kong, March 18, 2024

Notes:

1. For details of the resolution to be approved in this EGM, please refer to the circular of the Company date March 18, 2024 (the “Circular”). Unless the context requires otherwise, the terms used in this notice of EGM shall have the meaning same as those used in the Circular.
2. For determining the entitlement to attend and vote at the EGM, the register of members of H Shares of the Company will be closed from 2 April, 2024 to 3 April, 2024, both days inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents of H shares accompanied by the relevant shares certificates must be lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong before 4:30 p.m. on 28 March, 2024.

NOTICE OF EGM

3. H Share Shareholders and Domestic Share Shareholders who have the right to attend and vote at the EGM are entitled to appoint one or more proxies (whether or not a Shareholder) to attend and vote on his/her/its behalf. For those Shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of poll.
4. In order to be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and return it to the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (for the H Share Shareholders); or to the business address of the Company in the PRC, at Room 26A1-26A5, East Tower, Hanwei Building No. 7 Guanghai Road, Chaoyang District, Beijing, PRC not less than 48 hours before the time appointed for the holding of the EGM (for the Domestic Share Shareholders).
5. If a proxy is appointed to attend the EGM on behalf of a Shareholder, the proxy must produce a proxy form which is signed by the appointer or his/her agent so authorized in writing, or if the appointer is a legal person, sealed by the stamp of the legal person or signed by its director or agent so officially authorized. The proxy form shall specify the number of shares represented by the proxy of the Shareholder. Where a Shareholder appoints more than one proxy, he/she shall specify the number of shares represented by each proxy.
6. All persons who are registered holders of shares of the Company at the close of business (Hong Kong time) on 3 April, 2024 will be entitled to attend and vote at the meeting.
7. References to time and dates in this notice are to Hong Kong time and dates.
8. Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be decided by poll at the EGM.

As at the date of this announcement, the Board comprises (i) Dr. YANG Jianyu, Ms. FU Xiao, Mr. CHANG Liang and Mr. SHI Botao as executive Directors; (ii) Mr. WANG Lei and Mr. CHEN Hongzhang as non-executive Directors; and (iii) Ms. LI Xuemei, Mr. SUN Yansheng and Mr. NG Kwok Yin as independent non-executive Directors.