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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)**

#### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Concord Healthcare Group Co., Ltd. (the “Company”) for the year ended December 31, 2024 will be held at A1, 26th Floor, Hanwei Building East Area, No. 7 Guanghai Road, Chaoyang District, Beijing, PRC on Tuesday, May 27, 2025 at 9:30 a.m. to consider and, if thought fit, to pass the following resolutions. Unless otherwise defined, capitalized terms herein shall have the same meaning as defined in the circular (the “Circular”) of the Company dated April 25, 2025.

#### **ORDINARY RESOLUTIONS**

By way of ordinary resolutions, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. To consider and approve the report of the Directors for 2024
2. To consider and approve the report of the Supervisory Committee for 2024
3. To consider and approve the financial statement reports for 2024
4. To consider and approve the 2024 Annual Report
5. To consider and approve the remuneration of Directors for 2024
6. To consider and approve the remuneration of Supervisors for 2024
7. To consider and approve the budget plan for 2025
8. To consider and approve the re-appointment of auditor

9. To consider and approve the proposed remuneration of Directors for 2025
10. To consider and approve the proposed remuneration of Supervisors for 2025
11. To consider and approve the purchase of indemnity insurance for Directors, Supervisors and senior management
12. To consider and approve no payment of final dividend

**ORDINARY RESOLUTIONS (CUMULATIVE VOTING)<sup>(Note 9)</sup>**

By way of ordinary resolutions, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

13. To consider and approve the election of Directors of the fourth session of the Board
  - (1) To consider and approve the election of Dr. YANG Jianyu as an executive Director of the fourth session of the Board
  - (2) To consider and approve the election of Ms. FU Xiao as an executive Director of the fourth session of the Board
  - (3) To consider and approve the election of Mr. CHANG Liang as an executive Director of the fourth session of the Board
  - (4) To consider and approve the election of Mr. WANG Lei as a non-executive Director of the fourth session of the Board
  - (5) To consider and approve the election of Mr. SONG Qingbao as a non-executive Director of the fourth session of the Board
  - (6) To consider and approve the election of Mr. SHI Botao as a non-executive Director of the fourth session of the Board
  - (7) To consider and approve the election of Ms. LI Xuemei as an independent non-executive Director of the fourth session of the Board
  - (8) To consider and approve the election of Mr. SUN Yansheng as an independent non-executive Director of the fourth session of the Board
  - (9) To consider and approve the election of Mr. NG Kwok Yin as an independent non-executive Director of the fourth session of the Board
14. To consider and approve the election of shareholder representative Supervisors of the fourth session of the Supervisory Committee

- (1) To consider and approve the election of Mr. TENG Shengchun as a shareholder representative Supervisor of the fourth session of the Supervisory Committee
- (2) To consider and approve the election of Mr. YU Yue as a shareholder representative Supervisor of the fourth session of the Supervisory Committee

### **SPECIAL RESOLUTIONS**

By way of special resolutions, to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

15. To consider and approve the granting of general mandate to issue additional Shares to the Board
  - (a) the Board be and is hereby granted an unconditional general mandate to separately or concurrently issue, allot and/or deal with additional Domestic and/or H Shares in the share capital of the Company and to make any proposals, enter into any agreement or grant any conversion rights in respect thereof, subject to the following terms:
    - a. such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make any proposals, enter into any agreement or grant any conversion rights which might require the exercise of such powers after the end of the Relevant Period;
    - b. the total number of new Shares (including both Domestic and H Shares) to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether or not by way of an exercise of conversion rights or by any other means) by the Board shall not exceed 15% of the total number of Shares in issue as at the date of passing this resolution, being 716,338,416 Shares; and
    - c. the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including but not limited to Rules 13.36(6) and 13.36(7)) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

(b) for the purpose of this resolution:

“**Domestic Share(s)**” means 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;

“**H Share(s)**” means ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are to be subscribed for and traded in HK dollars and listed on the Stock Exchange;

“**Relevant Period**” means the period from the passing of this resolution until the earliest of the three periods below:

- (i) the passing of the relevant resolution by the next annual general meeting of the Company;
- (ii) the expiration of a 12-month period following the passing of this resolution at the AGM; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders of the Company in a general meeting.

(c) contingent on the Board’s resolving to issue Shares pursuant to paragraph (a) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the issue of such new Shares, including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the Shares of the Company pursuant to the resolution under paragraph (a) of this resolution.

16. To consider and approve the granting of general mandate to repurchase Shares to the Board

(a) subject to paragraphs (b) and (c) below, the Board be and is hereby authorized to exercise all the powers of the Company to repurchase the H Shares (as defined in paragraph 15(b) above) in issue of the Company on the Stock Exchange during the Relevant Period (as defined in paragraph 15(b) above), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the PRC, the Stock Exchange or any other governmental or regulatory bodies.

- (b) the total number of H Shares of the Company authorized to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of the H Shares in issue of the Company as at the date of the passing of this resolution.
- (c) the approval in paragraph (a) above shall be conditional upon:
- a. the passing of a special resolution at the AGM of the Company to be held on May 27, 2025;
  - b. the approval of the relevant regulatory authorities as may be required by laws, rules and regulations being obtained by the Company; and
  - c. the compliance with the requirements by laws, regulations and the Articles of Association, including but not limited to Chapter 10 of the Listing Rules, and the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount).
- (d) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, and contingent on the Board's resolving to repurchase H Shares pursuant to paragraph (a) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the repurchase, including but not limited to:
- a. make such amendments to the Articles of Association of the Company accordingly as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in paragraph (a) above, and file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC; and
  - b. make all necessary filing and obtain all necessary approvals, as it thinks fit, with the relevant governmental authorities.

By order of the Board  
**Concord Healthcare Group Co., Ltd.**  
**YANG Jianyu**  
*Chairman and Executive Director*

Beijing, the PRC, April 25, 2025

*Notes:*

1. All resolutions at the AGM will be taken by poll 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 The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.concordmedical.com](http://www.concordmedical.com)) in accordance with the Listing Rules.
2. For determining the entitlement to attend and vote at the AGM, the record date will be May 27, 2025 and the register of members of H Shares of the Company will be closed from May 22, 2025 to May 27, 2025, 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 AGM, 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 May 21, 2025.
3. H Share Shareholders and Domestic Share Shareholders who have the right to attend and vote at the AGM 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 24 hours before the time appointed for the holding of the AGM (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 24 hours before the time appointed for the holding of the AGM (for the Domestic Share Shareholders).
5. If a proxy is appointed to attend the AGM 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 May 27, 2025 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 resolutions set out in this notice will be decided by poll at the AGM.
9. The cumulative voting method shall be adopted for the voting of resolutions No. 13 and 14. The cumulative voting method refers to the voting for the election of Directors and Supervisors at general meetings where each share is entitled to the same number of votes which equals to the total number of Directors and Supervisors to be elected, and the entire votes, represented by the shares held by each Shareholder, can be equally cast for each candidate or can be consolidated to vote for one or certain candidate(s). For example, if a Shareholder holds 100 Shares, then he/she is entitled to 900 votes and 200 votes for resolutions No. 13 and 14, respectively. He/she may cast his/her respective votes equally to each of the candidates of Directors and Supervisors with 100 votes for each; or cast respective votes entirely for one or certain candidate(s) of Directors and Supervisors.

Please note with particular attention that the sum of your votes cast for all candidates of Directors and Supervisors shall not exceed the entire votes represented by the shares held by each Shareholder. That is, if the total votes a Shareholder cast for one, certain or all candidate(s) of Directors and Supervisors exceed his/her entire votes represented by the shares held by him/her, then all the votes will be invalid; if the total votes a Shareholder cast for one, certain or all candidate(s) of Directors and Supervisors are fewer than his/her entire votes represented by the shares held by him/her, then the votes cast by him/her shall be valid, and the votes not cast shall be deemed to have been waived by him/her. If a candidate of Directors and Supervisors obtains more than half of the votes representing total number of shares with voting rights (assuming the cumulative voting has not been adopted) from the Shareholders attending the AGM, he/she will be deemed as elected.

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