
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 or registered institution 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 proxy form, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

- (1) REPORT OF THE DIRECTORS FOR 2024;**
 - (2) REPORT OF THE SUPERVISORY COMMITTEE FOR 2024;**
 - (3) FINANCIAL STATEMENT REPORTS FOR 2024;**
 - (4) 2024 ANNUAL REPORT;**
 - (5) REMUNERATION OF DIRECTORS FOR 2024;**
 - (6) REMUNERATION OF SUPERVISORS FOR 2024;**
 - (7) BUDGET PLAN FOR 2025;**
 - (8) RE-APPOINTMENT OF AUDITOR FOR 2025;**
 - (9) PROPOSED REMUNERATION OF DIRECTORS FOR 2025;**
 - (10) PROPOSED REMUNERATION OF SUPERVISORS FOR 2025;**
 - (11) PURCHASE OF INDEMNITY INSURANCE FOR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT;**
 - (12) NO PAYMENT OF FINAL DIVIDEND;**
 - (13) PROPOSED ELECTION OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD;**
 - (14) PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS OF THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE;**
 - (15) GENERAL MANDATE TO ISSUE ADDITIONAL SHARES TO THE BOARD; AND**
 - (16) GENERAL MANDATE TO REPURCHASE SHARES TO THE BOARD;**
- AND**
- NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 4 to 17 of this circular.

A notice convening the AGM to be held at A1, 26th Floor, Hanwei Building East Area, No. 7 Guanghua Road, Chaoyang District, Beijing, PRC on Tuesday, May 27, 2025 at 9:30 a.m. is set out on pages 29 to 34 of this circular. A form of proxy for use at the AGM 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 AGM, 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 24 hours before the time appointed for the holding of AGM (i.e. before 9:30 a.m. on Monday, May 26, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM (or any adjournment thereof) if they so wish. In such event, the form of proxy shall be deemed to be revoked.

April 25, 2025

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Appendix I – Explanatory Statement on Share Repurchase	18
Appendix II – Biographical Details of the Proposed Directors of the Fourth Session of the Board	22
Appendix III – Biographical Details of the Proposed Supervisors of the Fourth Session of the Supervisory Committee.	27
Notice of Annual General Meeting	29

DEFINITIONS

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

“2024 Annual Report”	the annual report of the Company for the year ended December 31, 2024, which has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.concordmedical.com)
“AGM” or “Annual General Meeting”	the annual general meeting of the Company for the year ended December 31, 2024 to be held at A1, 26th Floor, Hanwei Building East Area, No. 7 Guanghua Road, Chaoyang District, Beijing, PRC on Tuesday, May 27, 2025 at 9:30 a.m. or any adjournment thereof
“Articles of Association” or “Articles”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board of Directors” or “Board”	the board of directors of our Company
“China,” “Mainland China” or “PRC”	the People’s Republic of China, excluding, for the purposes of this Circular and for geographical reference only and except where the context requires otherwise, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company,” “our Company,” “we” or “us”	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)
“Company Law” or “PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“Concord Medical”	Concord Medical Services Holdings Limited, a company incorporated in the Cayman Islands on November 27, 2007 and listed on the New York Stock Exchange (symbol: CCM) since December 11, 2009

DEFINITIONS

“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Dr. Yang, Morgancreek Investment Holdings Limited, Concord Medical, Ascendium Group Limited, Shanghai Huifu Technology Development Co., Ltd. (上海卉馥科技發展有限公司), Concord Hospital Management Group Limited, Medstar (Shanghai) Enterprise Management Co., LTD Limited (醫學之星(上海)企業管理有限公司) (previously known as Shanghai Medstar Financial Leasing Company Limited (醫學之星(上海)融資租賃有限公司), Beijing Concord Medical Technology Co., Ltd. (北京泰和誠醫療技術有限公司), Tianjin Concord Medical Technology Co., Ltd. (天津泰和誠醫療技術有限公司) and Shanghai Xinhe Enterprise Management Center (Limited Partnership) (上海信荷企業管理中心(有限合夥))
“Director(s)”	the director(s) of our 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)
“H Share(s)”	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
“H Share Shareholder(s)”	holder(s) of H Shares
“Issue Mandate”	subject to the conditions set out in the proposed resolution approving the Issue Mandate at the AGM, the general mandate to be given to the Board to, among others, exercise the power of the Company to allot, issue and/or deal with up to a maximum of 15% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM. Details of the Issue Mandate are set out in special resolution numbered 15 in the notice convening the AGM dated April 25, 2025
“Latest Practicable Date”	April 16, 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Nomination Committee”	the nomination committee of the Board
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“Renminbi” or “RMB”	the lawful currency of the PRC
“Repurchase Mandate”	subject to the conditions set out in the proposed resolution approving the Repurchase Mandate at the AGM, the general mandate to be given to the Board to exercise the power of the Company to repurchase H Shares of up to a maximum of 10% of the total number of H Shares in issue as at the date of passing such resolution. Details of the Repurchase Mandate are set out in special resolution numbered 16 in the notice convening the AGM dated April 25, 2025
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, comprising Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of our Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of our Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“US\$”	U.S. dollar(s)
“%”	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

Non-Executive Directors:

Mr. WANG Lei
Mr. CHEN Hongzhang
Mr. SHI Botao

Independent Non-Executive Directors:

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

Registered office:

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

Headquarters and Principal Place of

Business in the PRC:

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

Principal Place of Business in Hong Kong:

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

April 25, 2025

To the Shareholders

Dear Sir/Madam,

- (1) REPORT OF THE DIRECTORS FOR 2024;
- (2) REPORT OF THE SUPERVISORY COMMITTEE FOR 2024;
- (3) FINANCIAL STATEMENT REPORTS FOR 2024;
- (4) 2024 ANNUAL REPORT;
- (5) REMUNERATION OF DIRECTORS FOR 2024;
- (6) REMUNERATION OF SUPERVISORS FOR 2024;
- (7) BUDGET PLAN FOR 2025;
- (8) RE-APPOINTMENT OF AUDITOR FOR 2025;
- (9) PROPOSED REMUNERATION OF DIRECTORS FOR 2025;
- (10) PROPOSED REMUNERATION OF SUPERVISORS FOR 2025;
- (11) PURCHASE OF INDEMNITY INSURANCE FOR DIRECTORS,
SUPERVISORS AND SENIOR MANAGEMENT;
- (12) NO PAYMENT OF FINAL DIVIDEND;
- (13) PROPOSED ELECTION OF DIRECTORS OF THE
FOURTH SESSION OF THE BOARD;
- (14) PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE
SUPERVISORS OF THE FOURTH SESSION OF THE
SUPERVISORY COMMITTEE;
- (15) GENERAL MANDATE TO ISSUE ADDITIONAL
SHARES TO THE BOARD; AND
- (16) GENERAL MANDATE TO REPURCHASE
SHARES TO THE BOARD;
AND
NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

I. INTRODUCTION

The AGM of the Company will be held at 9:30 a.m. on Tuesday, May 27, 2025.

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on voting in respect of the relevant resolutions at the AGM.

The resolutions to be proposed at the AGM for the Shareholders' approval include: (1) resolution to consider and approve the report of the Directors for 2024; (2) resolution to consider and approve the report of the Supervisory Committee for 2024; (3) resolution to consider and approve the financial statement reports for 2024; (4) resolution to consider and approve the 2024 Annual Report; (5) resolution to consider and approve the remuneration of Directors for 2024; (6) resolution to consider and approve the remuneration of Supervisors for 2024; (7) resolution to consider and approve the budget plan for 2025; (8) resolution to consider and approve the re-appointment of auditor; (9) resolution to consider and approve the proposed remuneration of Directors for 2025; (10) resolution to consider and approve the proposed remuneration of Supervisors for 2025; (11) resolution to consider and approve the purchase of indemnity insurance for Directors, Supervisors and senior management; (12) resolution to consider and approve no payment of final dividend; (13) resolution to consider and approve the election of the Directors of the fourth session of the Board; (14) resolution to consider and approve the election of the shareholder representative Supervisors of the fourth session of the Supervisory Committee; (15) resolution to consider and approve the granting of general mandate to issue additional Shares to the Board; and (16) resolution to consider and approve the general mandate to repurchase Shares to the Board.

Except for resolutions numbered (15) and (16), all of the other resolutions are ordinary resolutions. Resolutions numbered (15) and (16) are special resolutions.

II. DETAILS OF RESOLUTIONS

(1) To consider and approve the report of the Directors for 2024

The full text of the report of the Directors for 2024 is set out in the section headed "Report of the Directors" in the 2024 Annual Report.

The report of the Directors for 2024 will be proposed at the AGM for consideration and approval.

(2) To consider and approve the report of the Supervisory Committee for 2024

The full text of the report of the Supervisory Committee for 2024 is set out in the section headed "Report of the Supervisory Committee" in the 2024 Annual Report.

The report of the Supervisory Committee for 2024 will be proposed at the AGM for consideration and approval.

LETTER FROM THE BOARD

(3) To consider and approve the financial statement reports for 2024

According to the business operation during the 2024, the Company has prepared the financial statement reports for 2024 and the audited consolidated financial statements for the year ended December 31, 2024.

The audited consolidated financial statements for the year ended December 31, 2024 prepared under the Hong Kong Financial Reporting Standards are set out in the 2024 Annual Report.

The audited consolidated financial statements for the year ended December 31, 2024 will be proposed at the AGM for consideration and approval.

(4) To consider and approve the 2024 Annual Report

The 2024 Annual Report will be proposed at the AGM for consideration and approval.

(5) To consider and approve the remuneration of Directors for 2024

The remuneration of Directors for the year ended December 31, 2024 as follows:

For the year ended December 31, 2024	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Discretionary bonuses RMB'000	Retirement scheme contributions RMB'000	Total RMB'000
<i>Executive Directors</i>					
Dr. YANG Jianyu	–	943	36	490	1,469
Ms. FU Xiao	–	1,282	520	–	1,802
Mr. CHANG Liang	–	772	303	152	1,228
<i>Non-executive Directors</i>					
Mr. WANG Lei	–	–	–	–	–
Mr. CHEN Hongzhang	–	–	–	–	–
Mr. SHI Botao (re-designated from an executive Director to a non-executive Director on August 29, 2024)	–	324	–	205	529
	–	3,321	859	847	5,028

LETTER FROM THE BOARD

The abovementioned executive Directors have not received compensation in any of the shareholder entities or other related parties.

The remuneration of each of the non-executive Directors, namely Mr. WANG Lei, Mr. CHEN Hongzhang and Mr. SHI Botao (in the capacity of non-executive Director), was nil for the year ended December 31, 2024.

The remuneration of each of the independent non-executive Directors, namely Ms. LI Xuemei, Mr. SUN Yansheng and Mr. NG Kwok Yin, was RMB200,000 (pre-tax) for the year ended December 31, 2024.

The remuneration of Directors for 2024 will be proposed at the AGM for approval.

(6) To consider and approve the remuneration of Supervisors for 2024

The remuneration of Supervisors for the year ended December 31, 2024 is as follows:

For the year ended December 31, 2024	Fees <i>RMB'000</i>	Salaries, allowances and benefits in kind <i>RMB'000</i>	Discretionary bonuses <i>RMB'000</i>	Retirement scheme contributions <i>RMB'000</i>	Total <i>RMB'000</i>
<i>Supervisors</i>					
Mr. TENG Shengchun	–	–	–	–	–
Mr. YU Yue	–	–	–	–	–
Ms. JIANG Li	–	161	31	75	267
	–	161	31	75	267

The remuneration of Supervisors for 2024 will be proposed at the AGM for approval.

(7) To consider and approve the budget plan for 2025

The budget plan of the Company for the year ending December 31, 2025 (the “2025 Budget Plan”) was considered and approved by the Board and the Supervisory Committee on March 27, 2025 and will be proposed at the AGM for consideration and approval, the specific details of which are, among others, as follows:

The Company has formulated the expense budget targets for year ending December 31, 2025 which is based on the calculation of different gross profit margins of the Company’s principal businesses, the variation consistent with the change in revenues, the actually incurred expenses, impairment losses and investment income in 2024, and the change in business

LETTER FROM THE BOARD

volume in 2024. The administrative expenses, selling and distribution expenses, and research and development expenses for year ending December 31, 2025 are budgeted to be within RMB250.0 million, RMB63.0 million and RMB35.0 million, respectively.

The 2025 Budget Plan will be proposed at the AGM for consideration and approval.

(8) To consider and approve the re-appointment of auditor

The Board proposed the re-appointment of BDO Limited as the Company's auditor for the year ending December 31, 2025, and will submit to the AGM the aforementioned re-appointment proposal for approval and to authorize the Audit Committee to determine the remuneration of the auditor for the year ending December 31, 2025.

(9) To consider and approve the proposed remuneration of Directors for 2025

In accordance with the Company Law, the Articles of Association and the Company's remuneration policy and other requirements, the Remuneration and Appraisal Committee has comprehensively taken into account the Company's actual circumstance and the remuneration level of directors in the same industry and other comparable companies. Details of the proposed remuneration for the members of the Board for the year ending December 31, 2025 are set out below:

Name	Position	Proposed annual remuneration	Performance assessment
		(pre-tax) RMB'000	
Dr. Yang Jianyu	Chairman of the Board and executive Director	1,500	Entitled to commissions determined on the extent of meeting the targets regarding revenue and profit
Ms. FU Xiao	Executive Director, general manager and president	1,800	Entitled to commissions determined on the extent of meeting the targets regarding revenue and profit
Mr. CHANG Liang	Executive Director and vice president	1,300	Entitled to commissions determined on the extent of meeting the targets regarding revenue and profit

LETTER FROM THE BOARD

The proposed remuneration of each of the non-executive Directors is nil for the year ending December 31, 2025.

The proposed remuneration of each of the independent non-executive Directors is RMB200,000 (pre-tax) for the year ending December 31, 2025.

The proposed remuneration of the members of the Board for the year ending December 31, 2025 will be presented at the AGM for consideration and approval.

(10) To consider and approve the proposed remuneration of Supervisors for 2025

Details of the proposed remuneration for the members of the Supervisory Committee for the year ending December 31, 2025 are set out below:

Name	Position	Proposed annual remuneration (pre-tax) RMB'000	Performance assessment
Mr. TENG Shengchun	Chairman of the Supervisory Committee and Shareholder Representative Supervisor	–	Not applicable
Mr. YU Yue	Shareholder Representative Supervisor	–	Not applicable
Ms. JIANG Li	Employee Representative Supervisor	280	Entitled to commissions determined on the extent of meeting the targets regarding revenue and profit

The proposed remuneration of the members of the Supervisory Committee for the year ending December 31, 2025 will be presented at the AGM for consideration and approval.

(11) To consider and approve the purchase of indemnity insurance for Directors, Supervisors and senior management

The Board and the Supervisory Committee have considered and approved the purchase of indemnity insurance for Directors, Supervisors and senior management (the “Proposed Insurance Plan”). The details of the Proposed Insurance Plan are as follows:

- (a) Insurer: the Company;
- (b) Insurees: all the Directors, Supervisors and senior management members;
- (c) Cumulative compensation limits: US\$20.0 million (subject to the negotiation between the Company and the insurance company);

LETTER FROM THE BOARD

- (d) Insurance fee: No more than US\$35,500 per year (subject to the negotiation between the Company and the insurance company); and
- (e) Insurance coverage period: December 28, 2024 to December 27, 2025.

In addition, in order to improve efficiency and considering that the abovementioned insurance is related to the Company's daily operations, the Board intends to request Shareholders at the AGM to authorize any Director or the Company's joint company secretary to handle matters related to the purchase of indemnity insurance for Directors, Supervisors and senior management, including but not limited to the determination of the insurance company, final compensation limits, insurance premiums and other insurance terms, the engagement of insurance brokers or other agency intermediaries, the authorization of one or more senior management members to sign the relevant contracts, documents and other insurance-related matters, and the matters in relation to the renewal or re-insurance on or before the expiration of the indemnity insurance for Directors, Supervisors and senior management.

The Proposed Insurance Plan will be proposed at the AGM for consideration and approval.

(12) To consider and approve no payment of final dividend

Board has recommended not to pay any final dividend for the year ended December 31, 2024 on March 27, 2025.

The profit distribution plan for 2024 will be proposed at the AGM for consideration and approval.

(13) To consider and approve the election of Directors of the fourth session of the Board

Reference is made to the announcement of the Company dated April 13, 2025 in relation to proposed election of the fourth session of the Board. In light of upcoming expiry of the term of the third session of the Board, according to the relevant provisions of the Company Law and the Articles of Association and the nomination of the Nomination Committee, the Board proposes to nominate the following persons as members of the fourth session of the Board. According to the Articles of Association, the proposed election of Directors of the fourth session of the Board shall be subject to the approval of the Shareholders at a general meeting. The terms of office of the Directors of the fourth session of the Board will be three years commencing from the date of election at the AGM.

Proposed Directors

Dr. YANG Jianyu
Ms. FU Xiao
Mr. CHANG Liang
Mr. WANG Lei
Mr. SONG Qingbao

Proposals

Re-elected to be an executive Director
Re-elected to be an executive Director
Re-elected to be an executive Director
Re-elected to be a non-executive Director
Elected to be a non-executive Director

LETTER FROM THE BOARD

Proposed Directors

Proposals

Mr. SHI Botao	Re-elected to be a non-executive Director
Ms. LI Xuemei	Re-elected to be an independent non-executive Director
Mr. SUN Yansheng	Re-elected to be an independent non-executive Director
Mr. NG Kwok Yin	Re-elected to be an independent non-executive Director

Mr. CHEN Hongzhang, the non-executive Director of the third session of the Board, will retire upon the date of the election of Mr. SONG Qingbao at the AGM. Mr. CHEN Hongzhang has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders.

Biographical details of the proposed Directors of the fourth session of the Board are set out in Appendix II to this circular.

Upon the election of the Directors of the fourth session of the Board being approved by the Shareholders at the AGM, the Company will enter into service contracts with such Directors. Their remuneration as Directors will be determined in accordance with the remuneration policy to be approved at the AGM, the details can be referred to in the annual report to be released by the Company in due course.

Each of Ms. LI Xuemei, Mr. SUN Yansheng and Mr. NG Kwok Yin has confirmed that she or he has satisfied the independence criteria as set out in Rule 3.13 of the Listing Rules. The Company is of the view that Ms. LI Xuemei, Mr. SUN Yansheng and Mr. NG Kwok Yin are independent persons in accordance with all of the guidelines of independence set out in the Listing Rules. When proposing the election of the three candidates as independent non-executive Directors, the Nomination committee and the Board have followed the procedures for election of Directors in the Articles of Association, Director nomination policy, Board diversity policy and the development strategy of the Company and considered various factors including but not limited to gender, skills, age, professional experience, knowledge, cultural, education background, ethnicity and length of service of the candidates. Based on the capabilities and experience demonstrated in the biographical details, the Board is of the view that the three candidates will provide objective, independent and sufficient opinions and analysis on matters regarding operation and development of the Company, which will in turn promote the effective operation of the Board and Board diversity.

As at the Latest Practicable Date, Dr. YANG Jianyu is interested in 205,607,968 Domestic Shares and 96,518,100 H Shares. Save as disclosed in this circular, as at the Latest Practicable Date, each of the proposed Directors of the fourth session of the Board:

- (i) has not held any other major appointments or qualifications or directorships in other listed company during the past three years preceding the Latest Practicable Date;
- (ii) does not have any relationship with any Director, Supervisor, senior management, substantial or controlling Shareholder (having the meaning ascribed to it in the Listing Rules) of the Company;

LETTER FROM THE BOARD

- (iii) does not hold other positions with the Company or other members of the Group; and
- (iv) is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571).

Save as disclosed in this circular, there is no further information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there is no other matter relating to the election of Directors of the fourth session of the Board that needs to be brought to the attention of the Stock Exchange or the Shareholders.

(14) To consider and approve the election of shareholder representative Supervisors of the fourth session of the Board

Reference is made to the announcement of the Company dated April 16, 2025 in relation to proposed election of the Supervisors of the fourth session of the Supervisory Committee. In light of upcoming expiry of the term of the third session of the Supervisory Committee, according to the relevant provisions of the Company Law and the Articles of Association, the Supervisory Committee proposes to nominate the following persons as the shareholder representative Supervisors of the fourth session of the Supervisory Committee. According to the Articles of Association, the proposed election of shareholder representative Supervisors of the fourth session of the Supervisory Committee shall be subject to the approval of the Shareholders at a general meeting.

Proposed shareholder representative Supervisors Proposals

Mr. TENG Shengchun	Re-elected to be a shareholder representative Supervisor
Mr. YU Yue	Re-elected to be a shareholder representative Supervisor

Ms. JIANG Li, the employee representative Supervisor of the third session of the Supervisory Committee, has been re-elected as the employee representative Supervisor of the fourth session of the Supervisory Committee by the employee representative meeting of the Company and she will form the fourth session of the Supervisory Committee together with the shareholder representative Supervisor elected at the AGM. The terms of office of the Supervisors of the fourth session of the Supervisory Committee will be three years commencing from the date of election at the AGM.

Biographical details of the Supervisors of the fourth session of the Supervisory Committee are set out in Appendix III to this circular.

Upon the election of the Supervisors of the fourth session of the Supervisory Committee being approved by the Shareholders at the AGM, the Company will enter into service contracts with such Supervisors. Their remuneration as Supervisors will be determined in accordance with the remuneration policy to be approved at the AGM, the details can be referred to in the annual report to be released by the Company in due course.

LETTER FROM THE BOARD

Save as disclosed in this circular, as at the Latest Practicable Date, each of the proposed Supervisors of the fourth session of the Supervisory Committee:

- (i) has not held any other major appointments or qualifications or directorships in other listed company during the past three years preceding the Latest Practicable Date;
- (ii) does not have any relationship with any Director, Supervisor, senior management, substantial or controlling Shareholder (having the meaning ascribed to it in the Listing Rules) of the Company;
- (iii) does not hold other positions with the Company or other members of the Group; and
- (iv) is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571).

Save as disclosed in this circular, there is no further information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there is no other matter relating to the election of Supervisors of the fourth session of the Supervisory Committee that needs to be brought to the attention of the Stock Exchange or the Shareholders.

(15) To consider and approve the granting of general mandate to issue Shares to the Board

In order to satisfy the needs of business development and further increase the capital strength and comprehensive capability of the Company, the Board intends to propose the Shareholders to, on the premise of compliance with the securities regulatory requirements of the place where the Shares of the Company are listed or other applicable laws and regulations, authorize the Board and its authorized persons, on a general basis, to decide to separately or concurrently allot, issue and/or deal with new Shares not more than 15% of the total number of the Shares in issue of the Company as at the date of this resolution being considered and approved at the AGM.

The details or such general mandate are set out in special resolution numbered (15) in the notice convening the AGM.

As at the Latest Practicable Date, there were 469,787,392 Domestic Shares and 246,551,024 H Shares in issue. Subject to the passing of the proposed special resolution approving the grant of the Issue Mandate to the Board and on the basis that no Shares will be issued by the Company prior to the AGM, a maximum of 107,450,762 Shares (including both Domestic Shares and H Shares), can be separately or concurrently allotted, issued and/or dealt with by the Board pursuant to the Issue Mandate to be granted by the Shareholders. The Issue Mandate will expire upon the earliest of:

- (a) the passing of the relevant resolution by the next annual general meeting of the Company;

LETTER FROM THE BOARD

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

A special resolution will be proposed at the AGM in relation to the granting of the Issue Mandate to the Directors to issue, allot and/or deal with additional Shares, details of which are set out in special resolution numbered (15) of the notice of the AGM.

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

According to the Company Law and the Articles of Association, the Company purchases its own shares under any of the following circumstances, it may, in accordance with the Articles of association or the authorization of the shareholders' general meeting, make a resolution at a board meeting attended by more than two-thirds of the directors: (I) using the shares for employee stock ownership plan or equity incentive; (II) using the shares for conversion of convertible corporate bonds issued by the Company; and (III) when it is necessary for the Company to protect the company value and the shareholders' equity.

Where the Company acquires its shares due to the above circumstances, the acquisition shall be conducted through a public and centralized trading method.

After the Company acquires its shares in accordance with the above regulations, the cumulative Shares repurchased by the Company shall not exceed 10% of the Shares in issue and shall be transferred or deregistered within three years.

The Listing Rules permit shareholders of a joint stock limited company duly incorporated in the PRC to grant a general mandate to its directors to repurchase H shares of such company that are listed on the Stock Exchange. Such mandate is required to be given by way of an ordinary resolution passed by shareholders in general meeting.

As the H Shares are traded on the Stock Exchange in Hong Kong dollars, the amount payable by the Company upon any repurchase of its H Shares will, therefore, be paid in Hong Kong dollars, the approvals of SAFE and other relevant government authorities are required for any repurchase of H Shares.

In accordance with the requirements of Article 180 of the Articles of Association applicable to capital reduction, the Company is required to prepare a balance sheet and a schedule of assets upon the reduction of its registered capital. The Company shall notify its creditors of the passing of such special resolution and the reduction of the registered capital of the Company that would occur should the Company decide to exercise the Repurchase Mandate. Such notification should be given in writing to the Company's creditors and be published by way of an announcement within 10 days and 30 days after the passing of such

LETTER FROM THE BOARD

special resolution, respectively. Creditors then have a period of up to 30 days after receipt of the Company's written notification or if no such notification has been received, up to 45 days after the publication of the announcement to require the Company to repay amounts due to them or to provide guarantees thereof.

The registered capital of the Company after the capital reduction shall not be lower than the statutory minimum level required by laws.

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares, approval is proposed to be sought from the Shareholders for the Repurchase Mandate. In accordance with the legal and regulatory requirements described above, the Directors have given notices to convene the AGM. At the AGM, a special resolution will be proposed to grant to the Directors the Repurchase Mandate, i.e. a conditional general mandate to repurchase H Shares up to a maximum of 10% of the total number of H Shares in issue as at the date of passing such special resolution on the Stock Exchange.

The Repurchase Mandate will be conditional upon:

- (a) the passing of the special resolution approving the grant of the Repurchase Mandate at the AGM;
- (b) the obtaining of the approvals of the relevant regulatory authorities as required by the laws, rules and regulations; 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).

If the Company determines to repay any amount to any of its creditors in the circumstances described under condition (c) above, it expects to do so out of its internal generated fund. If the conditions are not fulfilled, the Repurchase Mandate will not be exercised by the Directors.

The Repurchase Mandate, if approved at the AGM, would expire on the earliest:

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

LETTER FROM THE BOARD

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

A special resolution will be proposed at the AGM in relation to the grant of the Repurchase Mandate of H Shares to the Directors, details of which are set out in special resolution numbered (16) of the notice of the AGM.

III. CLOSURE OF REGISTER OF MEMBERS

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.

IV. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 29 to 34 of this circular is the notice of the AGM at which, inter alia, all the ordinary resolutions and special resolutions will be proposed to the Shareholders to consider and approve ascribed in details in “– II. Details of Resolutions” section in this letter.

V. FORM OF PROXY

A form of proxy is enclosed for use at the AGM. 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 AGM, 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 24 hours before the time appointed for holding the AGM (i.e. before 9:30 a.m. on Monday, May 26, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish. In such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VI. VOTING BY POLLS

As at the Latest Practicable Date, to the best of the knowledge, information and belief of the Directors after having made all reasonable inquiries, no Shareholder will be required to abstain from voting at the AGM.

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 AGM 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 authorized 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 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

VII. RECOMMENDATIONS

The Board considers that each of the matters to be put to the Shareholders for voting at the AGM are in the interests of the Company and its shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of all the resolutions at the AGM as set forth in the notice of the AGM.

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 purposes 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.

IX. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

By order of the Board
Concord Healthcare Group Co., Ltd.
YANG Jianyu

Chairman of the Board and Executive Director

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 469,787,392 Domestic Shares with a nominal value of RMB1.00 each and 246,551,024 H Shares with a nominal value of RMB1.00 each.

2. REASONS FOR REPURCHASE OF H SHARES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to seek a mandate from the Shareholders to enable the Company to repurchase H Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders taken as a whole.

3. EXERCISE OF THE REPURCHASE MANDATE

Subject to the passing of the relevant special resolution set out in the notice of the AGM, the Directors will be granted the Repurchase Mandate until the end of the Relevant Period (as defined in the notice of the AGM). In addition, the exercise of the Repurchase Mandate may be subject to the approvals of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and to 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).

As at the Latest Practicable Date, assuming the Repurchase Mandate is approved at the AGM, the exercise in full of the Repurchase Mandate would result in up to 24,655,102 H Shares (assuming there is no issue of additional H Shares from the Latest Practicable Date up to the date of the AGM) being repurchased by the Company during the Relevant Period (as defined in the notice of the AGM).

4. FUNDING OF REPURCHASE OF H SHARES

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of PRC and/or any other applicable laws, as the case may be.

In accordance with the requirements of PRC applicable laws or administrative regulations, and may be subject to the approval of relevant authority, the Company is entitled by its Articles of Association to purchase its H Shares. The Company may not repurchase H Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Based on the financial position disclosed in the recently published audited accounts for the year ended December 31, 2024, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing and in the best interests of the Company.

5. STATUS OF REPURCHASED H SHARES

All the H Shares repurchased by the Company will be cancelled and the relevant share certificates will be cancelled and destroyed.

6. MARKET PRICES OF H SHARES

The highest and lowest prices per H Share at which H Shares have traded on the Stock Exchange in each of the previous twelve months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	37.80	19.62
May	38.00	29.75
June	55.00	33.35
July	54.40	36.30
August	51.95	25.80
September	29.00	15.60
October	26.15	13.00
November	18.58	14.02
December	15.54	10.82
2025		
January	14.90	7.07
February	8.93	7.37
March	8.45	6.84
April (up to the Latest Practicable Date)	7.58	5.77

7. GENERAL INFORMATION

The Directors consider that there would not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest published audited accounts of the Company for the year ended December 31, 2024). However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Board at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

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 under the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC. Neither this explanatory statement nor the proposed share repurchase has unusual features.

To the best of the knowledge of the Directors having made all reasonable enquiries, none of the Directors or any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any H Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders. The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

8. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of H Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, our Controlling Shareholders are entitled to exercise approximately 42.18% of the voting rights of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, our Controlling Shareholders would be entitled to exercise approximately 43.68% of the voting rights of the Company.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code and/or result in the aggregate number of H Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange. The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any purchases to be made under the Repurchase Mandate. The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the Repurchase Mandate is approved and the conditions (if any) to which the Repurchase Mandate are fulfilled.

9. SHARE REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company had not repurchased any of its H Shares (whether on the Stock Exchange or otherwise).

APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS OF THE FOURTH SESSION OF THE BOARD

Biographical details of the proposed Directors of the fourth session of the Board are as follows:

Dr. YANG Jianyu (楊建宇), aged 54, is our chairman of the Board and executive Director. He is primarily responsible for the overall strategy planning and business development of our Group. Dr. Yang was appointed as a Director of our Company since the establishment of our Company in July 2008, and also served as the general manager of our Company from July 2008 to August 2015. He has also served as a director and general manager of certain of our subsidiaries, including serving as the executive director and general manager of Yinchuan Meizhong Jiahe Internet Hospital Co., Ltd. (銀川美中嘉和互聯網醫院有限公司) since November 2020 and as a director and chairman of the board of Shanghai Concord Medical Cancer Center Co., Ltd. (上海美中嘉和腫瘤門診部有限責任公司), Shanghai Concord Medical Cancer Hospital Limited (上海泰和誠腫瘤醫院有限公司) and Guangzhou Concord Cancer Center Co., Ltd. (廣州泰和腫瘤醫院有限公司) since October 2018, March 2014 and June 2011, respectively.

Dr. Yang has served as the chief executive officer and a director of Concord Medical since March 2008, and as the chairman of its board since November 2011. He also serves as a director in the several subsidiaries of Concord Medical, including Beijing Century Friendship Technology Development Co., Ltd. (北京世紀友好科技開發有限公司), Beijing Concord Medical Technology Co., Ltd. (北京泰和誠醫療技術有限公司), Tianjin Concord Medical Technology Co., Ltd. (天津泰和誠醫療技術有限公司) and Shanghai Medstar Financial Leasing Company Limited (醫學之星(上海)融資租賃有限公司) since March 2020, October 2015, April 2010 and October 2009, respectively.

Prior to joining our Group, Dr. Yang served as the president at Eguard Resources Development Co., Ltd. (合加資源發展股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 0826), from January 2003 to January 2007, where he was primarily responsible for its overall management.

Dr. Yang obtained a master's degree of business administration from Yale University in May 2015, a doctoral degree and a master's degree in economics from Liaoning University (遼寧大學) in June 1999 and July 1996, respectively. He obtained a bachelor's degree in economics from Inner Mongolia University of Finance and Economics (內蒙古財經大學) in July 1993. Dr. Yang is a senior economist recognized by Beijing Senior Professional and Technical Position Evaluation Committee (北京市高級專業技術職務評審委員會) in September 2001.

Ms. FU Xiao (付驍), aged 58, is our executive Director, general manager and president. She is primarily responsible for the overall business operation and management of our Group. Ms. Fu joined our Group in April 2009 as a vice president of our Company and was appointed as a Director in April 2020. She has served as the general manager and president of our Company since February 2021 and January 2021, respectively.

APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS OF THE FOURTH SESSION OF THE BOARD

Ms. Fu served as the vice president at Shanghai Medstar Financial Leasing Company Limited (醫學之星(上海)融資租賃有限公司) from March 2003 to June 2009. She served as a senior vice president at Concord Medical from July 2009 to March 2019 and as the chief operating officer from March 2019 to January 2021.

Ms. Fu graduated from the nursing school of The Second Military Medical University (第二軍醫大學) in July 1986, and the nursing school of Chinese PLA Postgraduate Medical School (解放軍軍醫進修學院) in October 1993. Ms. Fu also obtained a certificate of completion on EMBA Advanced Seminar on Hospital Management (醫院管理EMBA高級研修班) from Peking University in March 2014.

Mr. CHANG Liang (常亮), aged 44, is our executive Director and vice president. He is primarily responsible for the overall management of medical equipment, software and related services of our Group. Mr. Chang joined our Group in June 2009 and has served as our vice president since August 2015. He was appointed as our executive Director in April 2022.

Prior to joining our Group, Mr. Chang worked at German Medtech (Beijing) Co., Ltd. (德邁特醫學技術(北京)有限公司), a company primarily engaged in the development, manufacturing and sale of medical products, from April 2008 to March 2009, and worked at Vaillant (China) Heating and Refrigeration Environmental Technology Co., Ltd. (威能(中國)供熱製冷環境技術有限公司), a company primarily engaged in the manufacturing of heating and air conditioning equipment, from December 2004 to April 2007. He also worked as an auditor at Shanxi Baopeng Certified Public Accountants' Firm (山西寶鵬會計師事務所有限公司) from January 2003 to September 2004.

Mr. Chang obtained a bachelor's degree in accounting from Nankai University (南開大學) in June 2002 and a master's degree in hospital management from Flinders University in Australia in May 2018.

Mr. WANG Lei (王雷), aged 49, is our non-executive Director and vice chairman of the Board. He is primarily responsible for providing guidance and advice on the business strategies of our Group. Mr. Wang was appointed as a Director of our Company in September 2018.

Mr. Wang has served as a managing director at CICC Capital Management Co., Ltd. (中金資本運營有限公司) since March 2019, and successively served as a vice president, an executive director and a managing director at CICC Jia Cheng Investment Management Co., Ltd. (中金佳成投資管理有限公司) from November 2010 to January 2011, from January 2011 to January 2015 and from January 2015 to March 2019, respectively. From December 2009 to November 2010, he also served as the vice general manager at China International Capital Corporation Limited, a company listed on the Shanghai Stock Exchange (stock code: 601995) and the Stock Exchange (stock code: 3908). Prior to that, he served as a deputy director at Standard Chartered Private Equity Managers (Hong Kong) Limited (渣打私募股權(香港)有限公司) from April 2009 to December 2009, and as an analyst at investment banking department of China International Capital Corporation Limited from June 2000 to September 2004. Mr.

APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS OF THE FOURTH SESSION OF THE BOARD

Wang also served as a director at Hangzhou Onechance Tech Co., Ltd. (杭州壹網壹創科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300792), from February 2017 to April 2021, and as a non-executive director at Freetech Road Recycling Technology (Holdings) Limited (英達公路再生科技(集團)有限公司), a company listed on the Stock Exchange (stock code: 6888), from December 2013 to February 2021.

Mr. Wang obtained a bachelor's degree in international finance from Central University of Finance and Economics (中央財經大學) in July 1999 and a master's degree in business administration from St. Hugh's College, the University of Oxford in September 2005.

Mr. Song Qingbao (宋清寶), aged 41, is currently the executive general manager of CITIC Venture Capital (Shanghai) Co., Ltd. (中信創業投資(上海)有限公司). Mr. Song holds a master's degree and graduated from Peking University in 2008. From 2008 to 2015, he worked at E Fund Management Co., Ltd. (易方達基金管理有限公司); from 2015 to 2018, he worked at Shanghai Lizuo Investment Management Co., Ltd. (上海力作投資管理有限公司); and from 2018 to 2023, he worked at Shanghai Fosun Venture Capital Management Co., Ltd. (上海復星創富投資管理股份有限公司).

Mr. SHI Botao (施波濤), aged 50, is our non-executive Director. He is primarily responsible for the overall management of corporate governance and secretarial matters of our Group. Mr. Shi joined our Group in August 2015 as the board secretary of our Company until August 2024. He was appointed as our executive Director in June 2023 and re-designated as a non-executive Director in August 2024. He has also served as the supervisor at Shanghai Concord Medical Cancer Hospital Limited (上海泰和誠腫瘤醫院有限公司), Guangzhou Concord Cancer Center Co., Ltd. (廣州泰和腫瘤醫院有限公司), Ningbo Jiahe Hospital Management Ltd. (寧波佳和醫院管理有限公司) and Yinchuan Meizhong Jiahe Internet Hospital Co., Ltd. (銀川美中嘉和互聯網醫院有限公司), and a director at Shenzhen Aohua Medical Technology Development Co., Ltd. (深圳傲華醫療科技發展有限公司) and Beijing Yundu Internet Technology Co., Ltd. (北京雲度互聯科技有限公司) since December 2013, April 2011, November 2020, November 2020, January 2018, and April 2018, respectively.

Mr. Shi served as the board secretary and the general manager of asset management department at Concord Medical from October 2007 to July 2015.

Mr. Shi obtained a bachelor's degree in statistics from North China University of Technology (北方工業大學) in July 1998 and a master's degree in business management from Beijing Institute of Technology (北京理工大學) in June 2013.

Ms. LI Xuemei (李雪梅), aged 57, is our independent non-executive Director. She is primarily responsible for supervising and providing independent opinion to our Board.

APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS OF THE FOURTH SESSION OF THE BOARD

Ms. Li has been a professor at the School of Economics and Business Administration (經濟與工商管理學院), Chongqing University (重慶大學) since January 2025. Ms. Li has been working in the School of Economics and Management (經濟管理學院) of Beijing Jiaotong University (北京交通大學) since December 1995, and has been a professor since November 2010. She served as an independent non-executive director of CCID Consulting Company Limited (賽迪顧問股份有限公司), a company listed on the Stock Exchange (stock code: 2176), from November 2011 to March 2024. Ms. Li was a visiting scholar at the University of Nevada from August 2014 to December 2014 and a visiting professor at Dartmouth College from December 2014 to August 2015.

Ms. Li obtained a doctoral degree in management from Beijing Jiaotong University in January 2008.

Mr. SUN Yansheng (孫延生), aged 62, is our independent non-executive Director. He is primarily responsible for supervising and providing independent opinion to our Board.

Mr. Sun worked as a member and researcher at planning and development committee of the China Securities Regulatory Commission from February 2013 to April 2016. He also worked as a partner at Beijing Tianyin Law Firm (北京市天銀律師事務所) from December 2002 to March 2013.

Mr. Sun has served as an independent non-executive director of China Shengmu Organic Milk Limited (中國聖牧有機奶業有限公司), a company listed on the Stock Exchange (stock code: 1432) since July 2021. From June 2018 to July 2024, Mr. Sun served as an independent non-executive director of Steve Leung Design Group Ltd. (梁志天設計集團有限公司), a company listed on the Stock Exchange (stock code: 2262). He has also served as an independent director of Mudanjiang Hengfeng Paper Co., Ltd. (牡丹江恒豐紙業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600356), and as an independent director of Gansu Lanke Petrochemical High-tech Equipment Co., Ltd. (甘肅藍科石化高新裝備股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601798), since May 2021 and December 2020, respectively. From August 2020 to August 2023, Mr. Sun served as an independent director of Newonder Special Electric Co. Ltd. (新華都特種電氣股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 301120). From September 2017 to June 2022, Mr. Sun served as an independent director of Arctech Solar Holding Co., Ltd. (江蘇中信博新能源科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688408).

Mr. Sun obtained a bachelor's degree in law from Inner Mongolia University (內蒙古大學) in July 1986. He further obtained a graduate diploma in political economics from Harbin Institute of Technology (哈爾濱工業大學) in May 1999 and a master's degree in law from Renmin University of China in July 2003. Mr. Sun obtained his lawyer license granted by the Ministry of Justice of the PRC in June 1994.

APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS OF THE FOURTH SESSION OF THE BOARD

Mr. NG Kwok Yin (吳國賢), aged 50, is our independent non-executive Director. He is primarily responsible for supervising and providing independent opinion to our Board.

Mr. Ng has served as a director and chief financial officer at Zhangmen Education Inc., a company listed on the New York Stock Exchange (symbol: ZME), from November 2020 to July 2021. He also served as a chief financial officer at Meten Edtechx Education Group Ltd., a company listed on the New York Stock Exchange (symbol: METX), from July 2019 to July 2020, and as a chief financial officer at Ming Yang Smart Energy Group Limited (明陽智慧能源集團股份公司), a company listed on the Shanghai Stock Exchange (stock code: 601615), from November 2014 to July 2019. Prior to that, he worked as a senior audit manager at KPMG from October 1999 to August 2012.

Mr. Ng obtained a bachelor's degree in accounting from the Hong Kong University of Science and Technology (香港科技大學) in November 1999. He has been a member of the Hong Kong Institute of Certified Public Accountants since January 2003. He also obtained the board secretary certificate awarded by the Shanghai Stock Exchange in April 2019.

Biographical details of the proposed Supervisors of the fourth session of the Supervisory Committee are as follows:

Mr. TENG Shengchun (滕勝春), aged 47, is a Supervisor of our Company. He is primarily responsible for the monitoring the Company's operations and supervising of the performance of our directors and senior management. Mr. Teng was appointed as a Supervisor of our Company in August 2018. He previously served as a director of Shanghai Concord Medical Diagnostic Imaging Limited (上海美中嘉和醫學影像診斷有限公司) from November 2017 to April 2021 and a director of Shanghai Concord Medical Cancer Center Co., Ltd. (上海美中嘉和腫瘤門診部有限責任公司) from May 2016 to July 2018.

Mr. Teng has served as the executive president at Zhongrong International Trust Co., Ltd. (中融國際信託有限公司) since June 2021. He served as the president at Zhongrong Guofu Investment Management Co., Ltd. (中融國富投資管理有限公司) from September 2017 to June 2021. He also served as a senior investment director at Ping An Trust Co., Ltd. (平安信託有限責任公司), a subsidiary of Ping An Insurance (Group) Company of China, Ltd. (中國平安保險(集團)股份有限公司), which is listed on the Shanghai Stock Exchange (stock code: 601318) and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (stock code: 2318), from May 2014 to February 2015. He worked as an executive director at China International Capital Corporation Limited, a company listed on the Shanghai Stock Exchange (stock code: 601995) and Stock Exchange (stock code: 3908), from September 2007 to October 2013. He also worked as a senior executive at CapitaLand Financial Limited China Office from February 2005 to August 2007. Prior to that, Mr. Teng worked as a business manager at China Construction First Group Corporation Limited (中國建築一局集團有限公司) from July 2000 to September 2003.

Mr. Teng obtained a bachelor's degree in engineering management from Harbin Institute of Technology (哈爾濱工業大學) in July 2000, and a master's degree in business administration from Tsinghua University (清華大學) in July 2005.

Mr. YU Yue (于越), aged 41, is a Supervisor of our Company. He is primarily responsible for monitoring the Company's operations and supervising of the performance of our directors and senior management. Mr. Yu was appointed as a Supervisor of our Company in August 2018.

Mr. Yu has served as a director of Concord Medical Services Holdings Limited (a company listed on the New York Stock Exchange (symbol: CCM)) since May 2021. Mr. Yu currently serves as a partner and chief executive officer at WisdoMont Asset Management (Shanghai) Co., Ltd. (盛山資產管理(上海)有限公司) since July 2014. He worked at GF Fund Management Co., Ltd. (廣發基金管理有限公司) from August 2013 to June 2014. He also worked at HSBC Jintrust Fund Management Company Limited (滙豐晉信基金管理有限公司) from January 2011 to July 2013.

Mr. Yu obtained a bachelor's degree in finance in June 2006 and a master's degree in management in January 2013 from Beijing Normal University (北京師範大學), respectively.

Ms. JIANG Li (蔣瓚), aged 36, is a Supervisor of our Company. She is primarily responsible for monitoring the Company's operations and supervising of the performance of our Directors and senior management. Ms. Jiang joined our Group in November 2015 and has worked at the financial management center of our Company since then. She is currently working at the Office of the Board of our Company. She was appointed as a Supervisor of our Company in April 2022.

Prior to joining our Group, Ms. Jiang worked at the finance department at Beijing Ddb Needham Advertising Co., Ltd. (北京恒美廣告有限公司) and Beijing Century Fortunet Network Technology Co., Ltd. (北京世紀新幹線網絡技術有限公司) from July 2011 to March 2015 and from April 2015 to September 2015, respectively.

Ms. Jiang obtained a bachelor's degree in economics from Star College of Harbin Normal University (哈爾濱師範大學恒星學院) (currently known as Heilongjiang International University (黑龍江外國語學院)) in June 2011, and a bachelor's degree in science from Harbin Normal University (哈爾濱師範大學) in December 2012.

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 Guanghua 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

NOTICE OF ANNUAL GENERAL MEETING

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)^(Note 9)

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

NOTICE OF ANNUAL GENERAL MEETING

- (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.

NOTICE OF ANNUAL GENERAL MEETING

- (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.

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

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) and the Company (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.