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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTIONS**

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

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

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## **China Wah Yan Healthcare Limited**

**(Trading as: Wah Yan Bright Healthcare)**

**中國華仁醫療有限公司**

**(商標：華仁明全醫療)**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 648)**

### **PROPOSED APPROVAL OF DIRECTORSHIP AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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The notice convening the EGM to be held at 2:00 p.m. on Monday, 13 March 2023 at 2703, 27/F., Shui On Centre, Harbour Road, Wanchai, Hong Kong. is set out on pages 8 to 9 of this circular.

Whether or not you are able to attend the EGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit at the office of the Company's share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy or delivery of an instrument appointing a proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and, in such event, the form of proxy or the instrument appointing a proxy shall be deemed being revoked.

16 February 2023

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## CONTENTS

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	<i>Page</i>
Definition . . . . .	1
Letter from the Board . . . . .	2
Appendix – Particulars of Incumbent Directors . . . . .	5
Notice of EGM . . . . .	8

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## DEFINITION

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

“Approval of Directorship”	the approval of the directorship of each of the Incumbent Directors
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	China Wah Yan Healthcare Limited, a company incorporated in Hong Kong with limited liability and the Shares are listed on the Stock Exchange
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 2703, 27/F, Shui On Centre, Harbour Road, Wanchai, Hong Kong on Monday, 13 March 2023 at 2:00 p.m. for the Shareholders to consider and, if thought fit, approve the Approval of Directorship proposed in this circular
“Incumbent Directors”	Mr. Chan Ka Chung, Mr. Cheung Wai Kwan, Mr. Wang Jianguo and Ms. Hu Xuezheng, who were the Directors as at 23 June 2016
“Group”	the Company and its subsidiaries
“Implicated Persons”	Dr. Cho Kwai Chee and Dr. Hui Ka Wah, Ronnie
“Latest Practicable Date”	10 February 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**China Wah Yan Healthcare Limited**

(Trading as: Wah Yan Bright Healthcare)

**中國華仁醫療有限公司**

(商標：華仁明全醫療)

(Incorporated in Hong Kong with limited liability)

**(Stock Code: 648)**

*Executive Directors:*

Mr. Chan Ka Chung  
Mr. Cheung Wai Kwan  
Mr. Wang Jianguo

*Registered office:*

Level 38, Infinitus Plaza  
199 Des Voeux Road Central  
Sheung Wan  
Hong Kong

*Independent Non-executive Directors:*

Ms. Hu Xuezheng  
Mr. Lin Pinzhuo  
Mr. Yiu Chun Wing

16 February 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPROVAL OF DIRECTORSHIP  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions relating to the proposed Approval of Directorship at the EGM and the notice convening the EGM.

**THE PROPOSED APPROVAL OF DIRECTORSHIP**

As disclosed in its quarterly resumption update announcements from time to time, the Company has been taking steps to address the concerns of the Securities and Futures Commission and the Stock Exchange with a view to resume trading in the Shares on the Stock Exchange in a timely manner. In this regard, the Board

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## **LETTER FROM THE BOARD**

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proposes to seek approval of the Shareholders on the directorship of the Incumbent Directors at the EGM. In pursuing the proposed Approval of Directorship, the Board acknowledges that the composition of the Board is required to comply with the Articles of Association and the Listing Rules. As such, in the event that any Incumbent Director does not obtain Shareholders' approval on his/her directorship pursuant to the results of the EGM, such Director(s) shall resign as a Director following the Board having appointed new Director(s) in his/her stead such that the composition of the Board is in compliance with the Articles of Association and the Listing Rules. On the other hand, during such period, the Board will consider its composition and endeavour to appoint new Director(s) as soon as practicable.

### **THE EGM**

The EGM will be held at 2703, 27/F., Shui On Centre, Harbour Road, Wanchai, Hong Kong., at 2:00 p.m., Monday, 13 March 2023 for the Shareholders to consider and, if though fit, pass the ordinary resolutions for approving the proposed Approval of Directorship. The notice convening the EGM is set out on pages 8 to 9 of this circular. All the resolutions proposed to be approved at the EGM will be taken by poll and an announcement on the poll results of the EGM will be made by the Company as soon as practicable after the EGM.

A form of proxy for use at the EGM is enclosed with this circular. You may complete and deposit the form at the office of the Company's share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding of the EGM or any adjournment thereof. Return of the form of proxy or delivery of an instrument appointing a proxy will not preclude you from attending and voting in person at the EGM, or any adjournment thereof, should you so wish and, in such event, the form of proxy or the instrument appointing the proxy shall be deemed being revoked.

To the best of the Directors' knowledge, information and belief, no Incumbent Director or current Director is a Shareholder and therefore no Shareholder is required to abstain from voting to approve the resolutions relating to the Approval of Directorship. However, if it is to the reasonable belief of the chairperson of the EGM that there is any vote which is not independent of and/or is related to or under the influence of the Implicated Persons, such vote will not be counted towards the vote at the EGM pursuant to the Articles of Association, which provides that the decision of the chairperson of a general meeting of the Company on the qualification of any voter (and thus his/her/its votes) shall be final and conclusive.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 8 March 2023 to Monday, 13 March 2023 (both dates inclusive) during which period no transfer of Shares will be registered.

In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the office of the Company's share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 7 March 2023.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that the proposed Approval of Directorship is in the interest of the Company and its shareholders as a whole and recommends the Shareholders to vote in favour of the resolutions at the EGM.

Yours faithfully  
For and on behalf of the Board  
**China Wah Yan Healthcare Limited**  
**Cheung Wai Kwan**  
*Executive Director*

*The followings are the particulars of the Incumbent Directors:*

Mr. Chan Ka Chung

Mr. Chan, aged 52, is a seasoned businessperson and an experienced investor. He possesses international business experience and was awarded the “Outstanding Entrepreneur of Guangdong Province” by the Guangdong Provincial Executive Association of Entrepreneurs. Mr. Chan has in-depth professional experience in securities trading, direct investment and corporate finance. Mr. Chan was appointed as an executive Director in 2013 and has been the chairman of the Board since 2014.

Mr. Chan (i) does not hold any other position in the Company and other members of the Group; (ii) did not hold directorship in any public listed company in Hong Kong or overseas in the past three years prior to the Latest Practicable Date; (iii) does not have relationship with any other director, senior management and substantial shareholder of the Company; and (iv) does not have, and is not deemed to have any interest or short positions in any shares, underlying shares or debenture (as defined under Part XV of the SFO) of the Company. As at the Latest Practicable Date, Mr. Chan does not have a service contract with the Company and will, after the Shareholders approve his directorship at the EGM, enter into a service agreement with the Company whereby his emolument will be determined based on the prevailing market condition, his duties, experience and performance.

Mr. Cheung Wai Kwan

Mr. Cheung, aged 60, has more than 20 years of management experience in manufacturing and distribution of resources, healthcare and related products and has maintained an extensive business network in Asia, particularly Japan and China. Mr. Cheung holds a bachelor’s degree in business management and a master’s degree in business administration from Asia University, Japan. Mr. Cheung was appointed as an executive Director in 2014.

Save for acting as a director of certain subsidiaries of the Group, Mr. Cheung (i) does not hold any other position in the Company and other members of the Group; (ii) did not hold directorship in any in any public listed company in Hong Kong or overseas in the past three years prior to the Latest Practicable Date; (iii) does not have relationship with any other director, senior management and substantial shareholder of the Company; and (iv) does not have, and is not deemed to have any interest or short positions in any shares, underlying shares or debenture (as defined under Part XV of the SFO) of the Company. As at the Latest Practicable Date, Mr. Cheung does not have a service contract with the Company and will, after the Shareholders approve his directorship at the EGM, enter into a service agreement with the Company whereby his emolument will be re-determined based on the prevailing market condition, his duties, experience and performance.

Mr. Wang Jianguo

Mr. Wang, aged 58, is a qualified lawyer in China and, prior to joining the Group, was a practising lawyer at a law firm in China where his legal practice was mainly in the medical sector in China. Mr. Wang was awarded an Advanced Lawyer in Anhui Province. Mr. Wang holds an executive master's degree in business administration from Nanjing University, China. Mr. Wang was appointed as an executive Director in 2011.

Mr. Wang (i) does not hold any other position in the Company and other members of the Group; (ii) did not hold directorship in any public listed company in Hong Kong or overseas in the past three years prior to the Latest Practicable Date; (iii) does not have relationship with any other director, senior management and substantial shareholder of the Company; and (iv) does not have, and is not deemed to have any interest or short positions in any shares, underlying shares or debenture (as defined under Part XV of the SFO) of the Company. As at the Latest Practicable Date, Mr. Wang does not have a service contract with the Company and will, after the Shareholders approve his directorship at the EGM, enter into a service agreement with the Company whereby his emolument will be re-determined based on the prevailing market condition, his duties, experience and performance.

Ms. Hu Xuezheng

Ms. Hu, aged 56, is the chairman and founder of companies engaged in education and manufacturing of household products in China. Ms. Hu has extensive experience in corporate management and business development. Ms. Hu was appointed as an independent non-executive Director in 2014.

Ms. Hu (i) does not hold any other position in the Company and other members of the Group; (ii) did not hold directorship in any public listed company in Hong Kong or overseas in the past three years prior to the Latest Practicable Date; (iii) does not have relationship with any other director, senior management and substantial shareholder of the Company; and (iv) does not have, and is not deemed to have any interest or short positions in any shares, underlying shares or debenture (as defined under Part XV of the SFO) of the Company. As at the Latest Practicable Date, Ms. Hu does not have a service contract with the Company and will, after the Shareholders approve her directorship at the EGM, enter into a service agreement with the Company whereby her emolument will be re-determined based on the prevailing market condition, her duties, experience and performance.

According to the Corporate Governance Code set out in Appendix 14 to the Listing Rules, if an independent non-executive director has served more than nine years, any further appointment of that director should be subject to a separate resolution to be approved by the shareholders. Ms. Hu was appointed as an independent non-executive Director in April 2014 and, if her directorship is approved by the Shareholders in the EGM, would be serving as an independent non-executive Director for more than 9 years. However, since her appointment as an independent non-executive Director, Ms. Hu has never held any executive or management position in and has not been under the employment of any member of the Group. Ms. Hu has been subject to re-election at regular intervals and has confirmed her independence with reference to the factors set out in Rule 3.13 of the Listing Rules. In addition, based on the nomination committee's assessment of Ms. Hu's contribution and her experience, skills and knowledge, Ms. Hu would still be able to bring fresh perspectives in the relevant fields to the Board despite her length of tenure. Further, the Board is not aware of any circumstances that may influence Ms. Hu in exercising her independent judgment. Accordingly, the Board



considers that Ms. Hu's long tenure of service would not affect her exercise of independent judgment and that Ms. Hu would continue to be independent and in compliance with the independence guidelines set out in the Listing Rules.

All Directors are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Save as disclosed above, as far as the Board is aware, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor is there any other matter relating to the Approval of Directorship that needs to be brought to the attention of the Shareholders.

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## NOTICE OF EGM

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# China Wah Yan Healthcare Limited

(Trading as: Wah Yan Bright Healthcare)

中國華仁醫療有限公司

(商標：華仁明全醫療)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of China Wah Yan Healthcare Limited (the “Company”) will be held at 2703, 27/F., Shui On Centre, Harbour Road, Wanchai, Hong Kong on Monday, 13 March 2023 at 2:00 p.m.. for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

### ORDINARY RESOLUTIONS

1. **THAT** Mr. Chan Ka Chung be and is hereby to remain as an executive director of the Company;
2. **THAT** Mr. Cheung Wai Kwan be and is hereby to remain as an executive director of the Company;
3. **THAT** Mr. Wang Jianguo be and is hereby to remain as an executive director of the Company;
4. **THAT** Ms. Hu Xuezhen be and is hereby to remain as an independent non-executive director of the Company;

By Order of the Board  
**China Wah Yan Healthcare Limited**  
**Cheung Wai Kwan**  
*Executive Director*

Hong Kong, 16 February 2023

*Notes:*

- (1) A member being entitled to attend and vote at the above meeting is entitled to appoint a proxy or, if he/she/it is a holder of more than one share, more proxies to attend and vote instead of him/her/it. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and the class of shares in respect of which each proxy is so appointed.

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## NOTICE OF EGM

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- (2) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority or the completed form of proxy must be lodged with the Company's share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for holding the meeting.
- (4) Return of the form of proxy or that instrument appointing a proxy will not preclude a member from attending the meeting and voting in person at the meeting if he/she/it so desires. If a member attends the meeting after having deposited the form or the instrument, his/her/its form or instrument will be deemed being revoked.
- (5) For determining the entitlement of the shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 8 March 2023 to Monday, 13 March 2023 (both dates inclusive) during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with Tricor Tengis Limited no later than 4:30 p.m. on Tuesday, 7 March 2023.