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中國 9 號 健康 產業 有 限 公 司

China Jiu Hao Health Industry Corporation Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of China Jiu Hao Health Industry Corporation Limited (the “**Company**”) will be held at Boardroom 3, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong, on Monday, 1 February 2016 at 10:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) **THAT** the issue and allotment of 6,837,619,860 Shares (constituting approximately 102.75% of the share capital of the Company as of the date of the Subscription Agreements, and approximately 50.66% of the Enlarged Issued Share Capital) (the “Subscription Shares”) by the Company to Huayi Brothers International Limited (“Huayi Brothers”), Mount Qinling Investment Limited (“Tencent”), Confidex Key Limited (“Confidex”), Key Ability Limited (“Key Ability”), Lofty Rainbow Limited (“Lofty Rainbow”) and Merit New Limited (“Merit New”) (Huayi Brothers, Tencent, Confidex, Key Ability, Lofty Rainbow and Merit New collectively referred to as the “Investors”) in accordance with the summary table set out below, subject to, and in accordance with, the terms and conditions of the conditional subscription agreement entered into by the Company with Huayi Brothers in respect of the Huayi Brothers Subscription dated 10 December 2015, the terms and conditions of the conditional subscription agreement entered into by the Company with Tencent in respect of the Tencent Subscription, and the four conditional subscription agreements entered into by the Company with each of Confidex, Key Ability, Lofty Rainbow and Merit New in respect of the Other Investors’ Subscriptions dated 10 December 2015 (collectively the “Subscription Agreements”) details of which are set out in the circular of the Company dated 14 January 2016 (the “Subscriptions”) be and are hereby approved:

Name	Number of Subscription Shares
Huayi Brothers	2,452,447,978
Tencent	2,116,251,467
Confidex	691,882,675
Key Ability	600,118,893
Lofty Rainbow	610,675,788
Merit New	366,243,059
Total	6,837,619,860

- (b) **THAT**, subject to and conditional on the passing of ordinary resolution no. 1, the waiver (the “Whitewash Waiver”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong and any delegate of such Executive Director pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation on the part of Huayi Brothers, Tencent and parties acting in concert with any of them (collectively referred to as the “Concert Group”) to make a mandatory general offer to the shareholders of the Company for all issued Shares not already owned by the Concert Group or parties acting in concert with it under Rule 26 of the Hong Kong Code on Takeovers and Mergers as a result of the allotment and issue of the Huayi Brothers Subscription Shares and the Tencent Subscription Shares be and is hereby approved.
- (c) **THAT**, subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, the directors of the Company (the “Directors”) be and are hereby authorized to do all acts and execute all documents they consider necessary or expedient to give effect to the Subscriptions.”

Yours faithfully,

By Order of the Board

CHINA JIUHAO HEALTH INDUSTRY CORPORATION LIMITED

Yuen Hoi Po

Chairman

Hong Kong, 14 January 2016

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of associations of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed herewith. Whether or not you intend to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's share registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. All the resolutions are to be voted by way of poll.
6. The Board of the Company comprises Mr. Yuen Hoi Po and Mr. Zhang Changsheng (who are executive directors), Mr. Tian Suning, Edward and Mr. Hugo Shong (who are non-executive directors), and Dr. Wong Yau Kar David, BBS, JP, Mr. Yuen Kin and Mr. Chu Yuguo (who are independent non-executive directors).

As at the date of this announcement, the Board comprises:

Executive directors: Mr. YUEN Hoi Po (Chairman), Mr. ZHANG Changsheng (Vice Chairman)

Non-executive directors: Mr. Edward TIAN Suning, Mr. Hugo SHONG

Independent non-executive directors: Dr. WONG Yau Kar David, BBS, JP, Mr. YUEN Kin, Mr. CHU Yuguo