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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **MINGYUAN MEDICARE DEVELOPMENT COMPANY LIMITED**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**MINGYUAN MEDICARE DEVELOPMENT COMPANY LIMITED**  
**銘源醫療發展有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 0233)**

**NOTICE OF SPECIAL GENERAL MEETING**  
**AND**  
**TO APPOINT NEW DIRECTOR**

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The notice convening the Special General Meeting of Mingyuan Medicare Development Company Limited, to be held at Room 3, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 14 July 2015 at 3:00 p.m. is set out on pages 5 of this circular. A form of proxy for use at the Special General Meeting is enclosed. Whether or not you propose to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Special General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

*\* For identification purposes only*

26 June 2015

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## DEFINITIONS

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

“SGM”	the special general meeting of the Company to be held at Room 3, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 14 July 2015 at 3:00 p.m.
“Board”	the board of directors of the Company
“Company”	Mingyuan Medicare Development Company Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Greater Achieve”	Greater Achieve Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary shares of HK\$0.05 each in the capital of the Company
“Shareholders”	holders of the Shares

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**LETTER FROM THE BOARD**

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**MINGYUAN MEDICARE DEVELOPMENT COMPANY LIMITED**

銘源醫療發展有限公司\*

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 0233)**

*Executive Directors:*

Mr. Yao Yuan (Chairman & CEO)

*Non-executive Director*

Mr. Yu Ti Jun

*Registered office:*

Cannon's Court

22 Victoria Street

Hamilton HM12

Bermuda

*Independent non-executive Directors:*

Mr. Yao Liang

Mr. Yang Chun Bao

*Head office and principal place of business:*

Room 2604, 26/F. West Tower

Shun Tak Centre, 200 Connaught Road Central

Hong Kong

26 June 2015

*To the shareholders*

Dear Shareholder(s),

**NOTICE OF SPECIAL GENERAL MEETING**

**AND**

**TO APPOINT NEW DIRECTOR**

**INTRODUCTION**

On 28 May 2015, the Company received a letter (the "Requisition Letter") from a shareholder (namely, Greater Achieve), requesting that a special general meeting of the Company be called and held pursuant to the Companies Act 1981 of Bermuda ("Companies Act") as soon as possible to transact the following business:

- To consider and, if though fit, pass ordinary resolution to appoint Mr. Lam Ping Cheung ("Mr. Lam") as an executive director of the Company with immediate effect following the passing of such ordinary resolution (if so passed).

So far as the Company is aware and after making all reasonable enquiries, Greater Achieve is a substantial shareholder of the Company, holding approximately 18.59% of the total issued share capital of the Company as at the date of the Requisition Letter. Greater Achieve is wholly owned by Equity Reward Limited, which in turn, is wholly owned by Mr. Lam

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## LETTER FROM THE BOARD

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Pursuant to section 74 of the Companies Act, the directors of a Bermuda company shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company.

In response to the requisition made under the Requisition Letter, the Board has called for a special general meeting of the Company to be held on Tuesday, 14 July 2015, at 3:00 p.m. to transact the matter raised under the Requisition Letter.

The purpose of this circular is to give you information regarding the biographical details of Mr. Lam and notice of the SGM so as to enable the Shareholders of the Company to make an informed decision on whether to vote for or against the resolution.

### THE SGM

The notice convening the SGM is set out on pages 4 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolution to be considered and, if thought fit, approved at the SGM will be voted by way of a poll by the Shareholders. Results of the poll voting will be published on the Company's websites at [www.mymedicare.com.hk](http://www.mymedicare.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) after the SGM.

By order of the Board  
**Mingyuan Medicare Development Company Limited**  
銘源醫療發展有限公司\*  
**Yao Yuan**  
Chairman & CEO

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## BIOGRAPHICAL DETAILS OF MR. LAM

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### **Mr. Lam Ping Cheung**

Mr. Lam Ping Cheung ("Mr. Lam"), aged 64, a renowned solicitor in Hong Kong. Mr. Lam graduated from the Chinese University of Hong Kong in 1977 and holds a bachelor degree in social science. In 1980, Mr. Lam went to the United Kingdom to pursue his legal studies. He was qualified as a solicitor in Hong Kong in 1985. Mr. LAM was the founder and partner of Messrs. Lam & Co. (formerly known as Messrs. Andrew Lam & Co), a law firm in Hong Kong.

Mr. Lam was appointed as the chairman and an executive director of Seamless Green China (Holdings) Limited (stock code: 8150) on 29 November 2010 and was removed on 20 September 2011. He was appointed as an independent non-executive director of Golden Resources Development International Limited (stock code: 677) on 28 September 2011 and retired on 30 August 2012. He was appointed as an independent non-executive director of Enerchina Holdings Limited (stock code: 622) on 27 March 2012 and resigned on 20 May 2015. Save as disclosed above, Mr. Lam did not hold any directorship in other listed companies in the last three years.

As at the date of this circular, Mr. Lam has not entered into any service contracts with the Company.

Mr. Lam is not connected with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this circular, Mr. Lam is interested in 815,109,075 Shares, representing approximately 18.59% of the total issued Shares of the Company.

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## NOTICE OF SPECIAL GENERAL MEETING

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### MINGYUAN MEDICARE DEVELOPMENT COMPANY LIMITED

銘源醫療發展有限公司\*

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 0233)**

**NOTICE IS HEREBY GIVEN THAT** a Special General Meeting of the Shareholders of Mingyuan Medicare Development Company Limited (the “Company”) will be held on Tuesday, 14 July 2015 at 3:00 p.m. at Room 3, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong to transact the following business:

#### **As Ordinary Resolutions**

To appoint Mr. Lam Ping Cheung as an executive director of the Company.

By order of the Board

**Mingyuan Medicare Development Company Limited**

銘源醫療發展有限公司\*

**Yao Yuan**

*Chairman & CEO*

Hong Kong, 26 June 2015

Notes:

- (1) A member entitled to attend and vote at the Special General Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of Shares. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the Special General Meeting is enclosed. To be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Special General Meeting or adjourned meeting.
- (3) The Register of Members of the Company will be closed from Friday, 10 July 2015 to Tuesday, 14 July 2015, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the attendance of the Special General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 9 July 2014.

*As at the date of this announcement, the executive director is Mr. Yao Yuan (Chairman & CEO); non-executive director is Mr. Yu Ti Jun; the independent non-executive directors are Mr. Yao Liang and Mr. Yang Chun Bao.*

\* For identification purposes only