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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)

AMENDED NOTICE OF ANNUAL GENERAL MEETING

Pursuant to orders of the Supreme Court of Bermuda dated 1 March 2016 and 14 April 2016, Mingyuan Medicare Development Company Limited (the “Company”) circulate this amended notice of annual general meeting to supersede the notice for the annual general meeting to be held in Shanghai on 20 May 2016 circulated to Shareholders on 8 April 2016.

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Shareholders of the Company will be held on Friday, 20 May 2016 at 10:00 a.m. at Lily Room of Best Western Plus Hotel, 308, Des Voeux Road West, Hong Kong to transact the following business:

As Ordinary Business

(1) (A) To re-elect each of the following retiring directors by way of separate resolution:

- (a) Mr. Yao Yuan as executive director;
- (b) Mr. Kot Wang as executive director;
- (c) Mr. Yu Ti Jun as non-executive director;
- (d) Mr. Chui Man Lung, Everett, as independent non-executive director;
- (e) Mr. Yao Liang as independent non-executive director; and
- (f) Mr. Yang Chun Bao as independent non-executive director.

(B) To elect Mr. Li Xiao Dong as independent non-executive director

* *For identification purposes only*

- (2) To remove each of the following directors with immediate effect by way of separate resolution:
- (a) Mr. Yao Yuan be removed as executive director;
 - (b) The retirement of Mr. Kot Wang as executive director be confirmed and that he shall cease to be a director;
 - (c) Mr. Yu Ti Jun be removed as non-executive director;
 - (d) The retirement of Mr. Chui Man Lung, Everett, as independent non-executive director be confirmed and that he shall cease to be a director;
 - (e) The retirement of Mr. Yao Liang as independent non-executive director be confirmed and that he shall cease to be a director; and
 - (f) The retirement of Mr. Yang Chun Bao as independent non-executive director be confirmed and that he shall cease to be a director.
- (3) To elect each of the following persons as directors by way of separate resolution with immediate effect:
- (a) Mr. Lam Ping Cheung as executive director with effect from 18 August 2015 pursuant to the poll voting of the Shareholders attending at the special general meeting convened by the requisitionist Greater Achieve Limited on 18 August 2015 be confirmed;
 - (b) Mr. Lam Ping Cheung as executive director;
 - (c) Mr. David Hui Yip Wing as executive director;
 - (d) Mr. Lam Suk Ping as independent non-executive director;
 - (e) Ms. Hui Wai Man Shirley, as independent non-executive director;
 - (f) Ms. Chan Mee Sze as independent non-executive director;
 - (g) Mr. Wong Anthony Chi Ho as independent non-executive director; and
 - (h) Ms. Lam Yan Fong Flora as non-executive director.

- (4) To approve (i) remuneration for executive director be HK\$30,000 per month; and (ii) remuneration for non-executive director and independent non-executive director be HK\$10,000 per month.
- (5) To appoint Crowe Horwath (HK) CPA Limited as auditors of the Company for the ensuing year and authorize the Directors to fix their remuneration.

As Special Business

- (6) To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company (“Shares”) and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval granted in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital to be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to the following events, shall not exceed twenty per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities including bonds and debentures which are convertible into Shares;
 - (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of Shares or rights to acquire Shares; or

- (iv) any scrip dividend or similar arrangement providing for the issue and allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-Laws of the Company (as amended from time to time);

and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or the Companies Act 1981 of Bermuda (as amended from time to time) or any other applicable laws to be held; and
- (iii) the date of any revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class thereof whose names appear on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any relevant jurisdiction applicable to the Company.”

- (7) To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval granted in paragraph (a) above during the Relevant Period shall not exceed ten per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or the Companies Act 1981 of Bermuda (as amended from time to time) or any other applicable laws to be held; and
- (iii) the date of any revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting.”

- (8) To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** conditional on the passing of the ordinary resolutions numbered 6 and 7 in this notice of Annual General Meeting, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution numbered 7 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the ordinary resolution numbered 7 set out in this notice of Annual General Meeting.”

By the Order of the Board

Yao Yuan

Chairman & CEO

Hong Kong, 4 May 2016

Notes:

- (1) A member entitled to attend and vote at the Annual General Meeting convened by the above amended 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 revised form of proxy for use at the Annual General Meeting is enclosed. To be valid, the revised 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 Annual General Meeting or adjourned meeting.
- (3) The Register of Members of the Company will be closed from Tuesday, 17 May 2016 to Thursday, 19 May 2016, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the attendance of the Annual 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 Monday, 16 May 2016.

As at the date of this announcement, the executive directors are Mr. Yao Yuan (Chairman & CEO) and Mr. Kot Wang; non-executive director is Mr. Yu Ti Jun; the independent non-executive directors are Mr. Chui Man Lung, Everett, Mr. Zhang Xiao Ming, Mr. Yao Liang and Mr. Yang Chun Bao.