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New Century Healthcare Holding Co. Limited

新世紀醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1518)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of New Century Healthcare Holding Co. Limited (the “**Company**”) will be held at the Meeting Room, Ground Floor, Pediatrics Building, New Century Women’s and Children’s Hospital, No. 51, Wangjing North Road, Chaoyang District, Beijing, the People’s Republic of China on Thursday, January 18, 2018 at 10:00 a.m., for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions which will be proposed as ordinary resolutions. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated December 29, 2017 (the “**Circular**”):

ORDINARY RESOLUTIONS

1. “**THAT** the Sale and Purchase Agreement (a copy of which is tabled at the meeting and marked “**A**” and signed by the Chairman of the meeting for identification purpose) and the Acquisition contemplated thereunder be and are hereby approved, confirmed and ratified; and the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorized to do all such acts and things (including, without limitation, signing, execution (under hand or under seal), perfection and delivery of all documents) on behalf of the Company as he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purposes of, or in connection with, the performance and implementation of the Sale and Purchase Agreement and the Acquisition contemplated thereunder and any other documents relating thereto or contemplated thereby (in each case amended if necessary) and to make or agree such alterations, amendments and additions thereto as the Director(s) may, in his/their absolute discretion, consider necessary, desirable or expedient in the interests of the Company.”

2. “**THAT** Mr. Guo Qizhi be and is hereby re-elected as a non-executive Director.”

By Order of the Board
New Century Healthcare Holding Co. Limited
Jason ZHOU
Chairman, Executive Director and Chief Executive Officer

Hong Kong, December 29, 2017

Registered Office:

c/o Walkers Corporate Limited
Cayman Corporate Centre
27 Hospital Road
George Town
Grand Cayman KY1-9008
Cayman Islands

*Headquarter and Principal Place of
Business in the PRC:*

56 Nanlishi Road
Xicheng District
Beijing
PRC

*Principal Place of Business in Hong
Kong:*

36/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

- (a) As set out in the Circular, the register of members of the Company will be closed from Monday, January 15, 2018 to Thursday, January 18, 2018, both dates inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the extraordinary general meeting, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the branch share registrar of the Company 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 for registration no later than 4:30 p.m. on Friday, January 12, 2018.
- (b) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
- (c) Form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding of the extraordinary general meeting (i.e. before 10:00 a.m. on Tuesday, January 16, 2018) or any adjourned meeting.

- (d) In accordance with Chapter 14A of the Listing Rules, Mr. Zhou, the controlling shareholder and an executive Director of the Company, and his associates (as defined in the Listing Rules) are required to abstain from voting on the ordinary resolution in respect of the Acquisition (i.e. resolution no. 1 above). In light of the Voting Agreement, Ms. Liang, a substantial shareholder and a non-executive Director of the Company, and her associates (as defined in the Listing Rules) will also abstain from voting on the ordinary resolution in respect of the Acquisition (i.e. resolution no. 1 above).
- (e) The ordinary resolutions set out above will be determined by way of poll.
- (f) The Chinese version of the resolutions set out in this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.

As of the date of this notice, the executive Directors are Mr. Jason ZHOU, Ms. XIN Hong and Mr. XU Han; the non-executive Directors are Ms. LIANG Yanqing, Dr. HE Xin, Mr. WANG Siye and Ms. ZHANG Lan; and the independent non-executive Directors are Mr. WU Guanxiong, Mr. SUN Hongbin, Mr. JIANG Yanfu and Dr. MA Jing.