

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **China Medical & HealthCare Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 383)**

### **(1) POLL RESULTS AT THE ANNUAL GENERAL MEETING HELD ON 7 DECEMBER 2017**

**AND**

### **(2) CHANGE IN THE COMPOSITION OF THE BOARD OF DIRECTORS**

#### **(1) Poll Results at the Annual General Meeting held on 7 December 2017**

At the Annual General Meeting of China Medical & HealthCare Group Limited (the “Company”) held on 7 December 2017 (the “AGM”), a poll was demanded by the Chairman of the Meeting for voting on all the resolutions proposed at the AGM. The poll results in respect of all the resolutions proposed at the AGM are as follows:

<b>Ordinary Resolutions</b>		<b>No. of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 30 June 2017.	8,624,950,617 (100%)	0 (0.00%)
2.	(i) (a) To re-elect Dato’ Wong Peng Chong as director.	8,475,146,180 (98.26%)	149,804,437 (1.74%)
	(b) To re-elect Mr. Kong Muk Yin as director.	6,475,146,180 (75.07%)	2,149,804,437 (24.93%)
	(c) To re-elect Dr. Xia Xiaoning as director.	8,624,950,617 (100%)	0 (0.00%)
	(ii) To authorize the board of Directors (the “Board”) to fix their remuneration.	8,624,950,617 (100%)	0 (0.00%)
3.	(i) To re-elect Mr. Zhang Jian as director.	8,624,950,617 (100%)	0 (0.00%)
	(ii) To authorize the Board to fix his remuneration.	8,624,950,617 (100%)	0 (0.00%)
4.	To re-appoint Auditor and authorize the Board to fix their remuneration.	8,624,950,617 (100%)	0 (0.00%)

Ordinary Resolutions		No. of Votes (%)	
		For	Against
5.	(i) To grant a general mandate to the Directors to repurchase securities of the Company.	8,624,950,617 (100%)	0 (0.00%)
	(ii) To grant a general mandate to the Directors to issue additional securities of the Company.	8,577,893,817 (99.45%)	47,056,800 (0.55%)
	(iii) To extend the general mandate regarding the issue of securities of the Company by the amount of securities repurchased under the general mandate for the repurchase of securities.	8,577,893,817 (99.45%)	47,056,800 (0.55%)

**As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed as ordinary resolutions by the shareholders of the Company at the AGM.**

As at the date of the AGM, the total number of issued shares of the Company was 14,480,072,773 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. There were no shares of the Company entitling the holders to attend and abstain from voting in favour of the proposed resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and no shareholders of the Company or their associates were required under the Listing Rules to abstain from voting on the proposed resolutions at the AGM. There was no restriction on any shareholders of the Company to cast votes on any of the proposed resolutions at the AGM and there was no party have stated their intention in the circular to the shareholders of the Company dated 31 October 2017 to vote against or to abstain from voting on the proposed resolutions at the AGM.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the vote-taking at the AGM.

## **(2) Change in the Composition of the Board of Directors**

The Company announces the following changes will be effective from 8 December 2017 :-

### **(a) Dr. Lim Cheok Peng (“Dr. Lim”) - stepping down as Chairman and resignation as Non-Executive Director**

Dr. Lim informed the board of directors of the Company (the “Board”) that in order to devote more time to his other business, he had decided to step down as Chairman and resign as Non-Executive Director of the Company with effect from 8 December 2017.

Dr. Lim has confirmed to the Board that there is no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “SEHK”).

The Board would also like to take this opportunity to express its sincere gratitude to Dr. Lim for his valuable efforts and contributions to the Company during his tenure of service.

**(b) Dr. Jonathan Weiyan Seah (“Dr. Seah”) – re-designation from Executive Director and Chief Executive Officer to Chairman and Non-Executive Director**

Dr. Seah has been re-designated from Executive Director and Chief Executive Officer to Chairman and Non-Executive Director of the Company with effect from 8 December 2017.

Set out below are the biographical details of Dr. Seah : -

Dr. Seah, aged 48, was appointed as a non-executive director of the Company on 26 October 2015 and has been re-designated as an executive director and chief executive officer of the Company since 16 December 2015. Dr. Seah has over 20 years of experience in clinical medicine, investment banking, private equity, and general management in the USA, China, and Southeast Asia.

Dr. Seah was previously the founding chief executive officer of ParkwayHealth’s China Division, an operator of international-quality medical centers in China from January 2004 to January 2009. He was also previously a director of First Steamship Co., Ltd. from 1 August 2012 to 5 February 2014 and its General Manager from 1 August 2012 to 5 February 2014, and a director of Grand Ocean Retail Group Ltd. from 30 August 2011 to 22 December 2015, both of which are listed on the Taiwan Stock Exchange. Prior to this, Dr. Seah was a corporate finance investment banker with Merrill Lynch Pierce Fenner & Smith, Inc. in California, USA. Before attending business school, Dr. Seah was a medical doctor at the National University Hospital, Tan Tock Seng Hospital, and the Raffles Medical Group in Singapore.

Dr. Seah is a non-executive director of Zenitas Healthcare Limited (a company listed on the Australia Stock Exchange (stock code : ZNT)) and the managing director of IXL Ventures L.P., IXL Partners, IXL Fund, IXL Capital, and Living Ventures Holdings Limited.

Dr. Seah was a director from 23 April 2010 to 12 June 2012 and the chairman from 8 May 2013 to 15 October 2013 of 連雲港嘉泰建設工程有限公司 (Lianyungang Jiatai Construction Co., Ltd.), a direct wholly-owned subsidiary of the Company. He was also a director from 7 May 2010 to 20 June 2012, and the chairman from 7 August 2012 to 15 October 2013 of 同仁醫療產業集團有限公司 (Tongren Healthcare Industry Group Company Limited), an indirect wholly-owned subsidiary of Jiatai Construction.

Dr. Seah holds an MBA from Harvard Business School and a bachelor’s degree in medicine from the Royal College of Surgeons in Ireland.

Save as disclosed above, as at the date of this announcement, Dr. Seah confirmed that (i) he does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company; (ii) he does not have and is not deemed to have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”); (iii) he has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) he does not hold other positions with the Company or its subsidiaries; and (v) there is no other matter or information in relation to the re-designation of Dr. Seah that needs to be brought to the attention of shareholders of the Company or to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**(c) Mr. Zhang Yi (“Mr. Zhang”) - appointment as an Executive Director and Chief Executive Officer**

Mr. Zhang has been appointed as an Executive Director and Chief Executive Officer of the Company with effect from 8 December 2017.

Set out below are the biographical details of Mr. Zhang : -

Mr. Zhang, aged 40, graduated from Saint Joseph’s University with a Master of Science degree in September 2002. He obtained an Executive Master’s degree in Business Administration from the China Europe International Business School in October 2011. Mr. Zhang has over 15 years of experience in the pharmaceutical industry. Prior to joining the Group, he was also the general manager of 重慶信誼東方藥業股份有限公司 (Chongqing Sine Oriental Pharmaceutical Co., Ltd.\*), the deputy general manager of the sales & marketing department of the prescription Drug Division of 上海醫藥（集團）有限公司 (Shanghai Pharmaceutical (Group) Co., Ltd.\*), the general manager of 上海信誼天一藥業有限公司 (Shanghai Sine Tianyi Pharmaceutical Co., Ltd.\*) and the chairman of 上海華氏北區大藥房有限公司 (Shanghai Hua Shi Northern Region Pharmacy Co., Ltd.\*) (previously known as 上海信誼大藥房連鎖經營有限公司 Shanghai Sine Pharmacy Chain Operating Co., Ltd.\*). In addition, Mr. Zhang was the vice-chairman and president of 同方藥業集團有限公司 (Tongfang Pharmaceutical Group Co., Ltd.\*) (previously known as 北京紫光製藥有限公司 Beijing Ziguang Pharmaceutical Co., Ltd.\*).

Currently, Mr. Zhang is the senior vice president of Tsinghua Tongfang Co., Ltd. (“Tsinghua Tongfang”, a company listed on the Shanghai Stock Exchange, stock code: 600100) which is regarded as a substantial shareholder of the Company pursuant to the Listing Rules and SFO. Mr. Zhang is also a director and vice president of 深圳市華融泰資產管理有限公司 (Shenzhen Waranty Asset Management Co., Ltd.\*) and an executive director of Tongfang Kontafarma Holdings Limited (同方康泰產業集團有限公司, a company listed on the Main Board of the SEHK, stock code : 1312).

Mr. Zhang will enter into a letter of appointment with the Company. His appointment is subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company. Mr. Zhang will hold office until the next annual general meeting of the Company and will be eligible for re-election at that meeting in accordance with the Bye-laws of the Company or any other applicable laws whereby he shall vacate his office. Mr. Zhang will be entitled to receive director’s remuneration of HK\$1,500,000 per annum which is determined by reference to the market salary range for the position and approved by the Board based on his qualifications, experience and level of responsibilities undertaken.

Save as disclosed above, as at the date of this announcement, Mr. Zhang confirmed that (i) he does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company; (ii) he does not have and is not deemed to have any interest in the Shares of the Company within the meaning of SFO; (iii) he has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) he does not hold other positions with the Company or its subsidiaries; and (v) there is no other matter or information in relation to the appointment of Mr. Zhang that needs to be brought to the attention of shareholders of the Company or to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to extend a warm welcome to Mr. Zhang in joining the Board.

By Order of the Board  
**China Medical & HealthCare Group Limited**  
**Dr. Lim Cheok Peng**  
*Chairman*

Hong Kong, 7 December 2017

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

*Executive Directors*

*Ms. Chong Sok Un (Deputy Chairman), Dr. Jonathan Weiyan Seah (Chief Executive Officer), Dato' Wong Peng Chong and Mr. Kong Muk Yin*

*Non-Executive Directors*

*Dr. Lim Cheok Peng (Chairman) and Mr. Liao Feng*

*Independent Non-Executive Directors*

*Mr. Lau Siu Ki, Mr. Zhang Jian and Dr. Xia Xiaoning*

*\* For identification purpose only*