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China Medical & HealthCare Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

(1) POLL RESULTS AT THE ANNUAL GENERAL MEETING

HELD ON 6 DECEMBER 2018

(2) CHANGE IN THE COMPOSITION OF THE BOARD OF DIRECTORS AND MEMBERS OF THE BOARD COMMITTEES

(3) CHANGE OF FINANCIAL YEAR END DATE

AND

(4) PROPOSED ADOPTION OF SHARE OPTION SCHEME

POLL RESULTS AT THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all the ordinary resolutions were duly passed by the Shareholders by way of poll at the AGM held on 6 December 2018.

CHANGE IN THE COMPOSITION OF THE BOARD OF DIRECTORS AND MEMBERS OF THE BOARD COMMITTEES

The Board is pleased to announce the following changes in the composition of the board of directors of the Company and the members of the board committees of the Company with effect from the conclusion of the AGM:-

- (a) Mr. Lau Siu Ki has retired as an Independent Non-Executive Director of the Company and ceased as the chairman of the audit committee, a member of the remuneration committee and a member of the nomination committee;
- (b) Mr. Zhou Liye has been appointed as a Non-Executive Director and the Chairman of the Company;
- (c) Mr. Zhou Haiying has been appointed as an Executive Director of the Company;
- (d) Dr. Wong Wing Kuen, Albert has been appointed as an Independent Non-Executive Director of the Company, the Chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee; and
- (e) Ms. Yang Lai Sum, Lisa has been appointed as an Independent Non-Executive Director of the Company, a member of the audit committee, a member of the nomination committee and a member of the remuneration committee.

CHANGE OF FINANCIAL YEAR END DATE

The Board announces that in order to align the Company's financial year end date with that of the Company's PRC principal operating subsidiaries, the financial year end date of the Company will be changed from 30 June to 31 December, and the next audited consolidated financial statements of the Company will be for the period of 18 months from 1 July 2018 to 31 December 2019.

PROPOSED ADOPTION OF SHARE OPTION SCHEME

The Board announces that it has resolved to propose the adoption of a Share Option Scheme. The Share Option Scheme will be conditional upon, among other things, the obtaining of the approval of the Shareholders.

(1) POLL RESULTS AT THE ANNUAL GENERAL MEETING HELD ON 6 DECEMBER 2018

At the Annual General Meeting of China Medical & HealthCare Group Limited (the "Company") held on 6 December 2018 (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:

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1.	To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 30 June 2018.	9,875,071,228 (100.00%)	0 (0.00%)
2.	(i) (a) To re-elect Ms. Chong Sok Un as a director.	9,806,664,428 (99.31%)	68,406,800 (0.69%)
	(b) To re-elect Mr. Guo Meibao as a director.	9,820,994,428 (99.45%)	54,076,800 (0.55%)
	(ii) To authorize the board of Directors (the "Board") to fix their remuneration.	9,875,071,228 (100.00%)	0 (0.00%)
3.	To re-appoint Auditor and authorize the Board to fix their remuneration.	9,875,071,228 (100.00%)	0 (0.00%)
4.	(i) To grant a general mandate to the Directors to repurchase securities of the Company.	9,875,071,228 (100.00%)	0 (0.00%)
	(ii) To grant a general mandate to the Directors to issue additional securities of the Company.	9,804,254,328 (99.28%)	70,816,900 (0.72%)
	(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.	9,804,254,428 (99.28%)	70,816,800 (0.72%)

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 (the “Shareholders”) 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 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 dated 31 October 2018 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 with effect from the conclusion of the AGM:-

(a) Mr. Lau Siu Ki (“Mr. Lau”) – Retirement as an Independent Non-Executive Director

Mr. Lau 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 retire as an Independent Non-Executive Director of the Company. Accordingly, he has also ceased as the chairman of the audit committee, a member of the remuneration committee and a member of the nomination committee.

Mr. Lau 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 or The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

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

(b) Mr. Zhou Liye – Appointment as a Non-Executive Director and Chairman

Mr. Zhou Liye has been appointed as a Non-Executive Director and the Chairman of the Company.

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

Mr. Zhou Liye, aged 55, graduated from Tsinghua University with a master degree. He acts as the director and Chairman of Tsinghua Tongfang Co., Ltd., 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 (“Tsinghua Tongfang”), since May 2010. He has served successively as the Vice President, the director and Managing Director and the Deputy Chairman of Tsinghua Holdings Co., Ltd. since September 2003. From January 1987 to February 2001, he served as the Vice Director and Director of the Research Division of the Institute of Nuclear and New Energy Technology (“INET”), Tsinghua University. From March 2001 to August 2003, he worked as the Vice President of INET. From April 2002 to June 2003, he also acted as the General Manager and director of Neimenggu Hongfeng Industry Company Limited (內蒙古宏峰實業股份有限公司).

Mr. Zhou Liye will enter into a letter of appointment with the Company and the term of his service shall continue for a period of 2 years and shall be renewed automatically for a successive 2-year term or until terminated in accordance with the said letter of appointment. His appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company. Mr. Zhou Liye will hold office until the next following 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 (the “Bye-Laws”) or any other applicable laws whereby he shall vacate his office. Under the letter of appointment, Mr. Zhou Liye will not receive the director’s remuneration.

Save as disclosed above, as at the date of this announcement, Mr. Zhou Liye confirmed that (i) he does not have any relationship with any directors, senior management, substantial or controlling Shareholders; (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) (“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. Zhou Liye that needs to be brought to the attention of Shareholders or to be disclosed pursuant to Rule 13.51 (2) (h) to 13.51 (2) (v) of the Listing Rules.

(c) Mr. Zhou Haiying – Appointment as an Executive Director

Mr. Zhou Haiying has been appointed as an Executive Director of the Company.

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

Mr. Zhou Haiying, aged 48, graduated from Jiangxi University of Finance and Economics with a bachelor degree. He acts as the financial controller and the chief financial officer of Tsinghua Tongfang since January 2018. From June 2003 to January 2018, he had served successively as the Senior Manager, the Deputy Director of the Finance Department, the Head of Asset Management Department, the General Manager of the Capital Finance Department and the Assistant to the President. In addition, he also worked as the director of Liaoning Road & Bridge Construction Group Co., Ltd. (遼寧省路橋建設集團有限公司), the director of Beijing Donghuan Electronics Co., Ltd. (北京華環電子股份有限公司) and the Supervisor of Unisplendour Corporation Limited (紫光股份有限公司).

Mr. Zhou Haiying will enter into a service agreement with the Company and the term of his service shall continue for a period of 2 years and shall be renewed automatically for a successive 2-year term or until terminated in accordance with the said service agreement. His appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company. Mr. Zhou Haiying will hold office until the next following annual general meeting of the Company and will be eligible for re-election at that meeting in accordance with the Bye-Laws or any other applicable laws whereby he shall vacate his office. Under the service agreement, Mr. Zhou Haiying will not receive the director's remuneration.

Save as disclosed above, as at the date of this announcement, Mr. Zhou Haiying confirmed that (i) he does not have any relationship with any directors, senior management, substantial or controlling Shareholders; (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 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. Zhou Haiying that needs to be brought to the attention of Shareholders or to be disclosed pursuant to Rule 13.51 (2) (h) to 13.51 (2) (v) of the Listing Rules.

(d) Dr. Wong Wing Kuen, Albert (“Dr. Wong”) – Appointment as an Independent Non-Executive Director

Dr. Wong has been appointed as an Independent Non-Executive Director of the Company.

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

Dr. Wong, aged 67, holds a Doctor of Philosophy in Business Administration degree from the Bulacan State University, Republic of the Philippines. Dr. Wong is a fellow member of The Institute of Chartered Secretaries and Administrators, The Hong Kong Institute of Chartered Secretaries, The Taxation Institute of Hong Kong, Association of International Accountants and Society of Registered Financial Planners and also a member of Hong Kong Securities and Investment Institute, The Chartered Institute of Arbitrators and The Chartered Institute of Bankers in Scotland and a full member of Macau Society of Certified Practising Accountants.

Dr. Wong is the principal consultant of KND Associates CPA Limited since January 2018. He is an Independent Non-Executive Director of APAC Resources Limited (a company listed on the Main Board of Stock Exchange, Stock Code: 1104) since July 2004; Solargiga Energy Holdings Limited (a company listed on the Main Board of Stock Exchange, Stock Code: 757) since January 2008; China Merchants Land Limited (a company listed on the Main Board of Stock Exchange, Stock Code: 978) since June 2012; China VAST Industrial Urban Development Company Limited (a company listed on the Main Board of Stock Exchange, Stock Code: 6166) since August 2014; China Wan Tong Yuan (Holdings) Limited (a company listed on the Growth Enterprise Market of Stock Exchange, Stock Code: 8199) since September 2017 and Capital Finance Holdings Limited (a company listed on the Growth Enterprise Market of Stock Exchange, Stock Code: 8239) since January 2018.

Dr. Wong will enter into a letter of appointment with the Company and the term of his service shall continue for a period of 2 years and shall be renewed automatically for a successive 2-year term or until terminated in accordance with the said letter of appointment. His appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company. Dr. Wong will hold office until the next following annual general meeting of the Company and will be eligible for re-election at that meeting in accordance with the Bye-Laws or any other applicable laws whereby he shall vacate his office. Dr. Wong will be entitled to receive HK\$180,000 per annum as director’s remuneration 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, Dr. Wong confirmed that (i) he does not have any relationship with any directors, senior management, substantial or controlling Shareholders; (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 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 Dr. Wong that needs to be brought to the attention of Shareholders or to be disclosed pursuant to Rule 13.51 (2) (h) to 13.51 (2) (v) of the Listing Rules.

(e) Ms. Yang Lai Sum, Lisa (“Ms. Yang”) – Appointment as an Independent Non-Executive Director

Ms. Yang has been appointed as an Independent Non-Executive Director of the Company.

Set out below are the biographical details of Ms. Yang:-

Ms. Yang, aged 51, graduated from the University of Sydney with a Bachelor’s Degree in Law and Economics and is also qualified as a solicitor in Australia and England. She is a practicing solicitor in Hong Kong and currently a consultant of ONC Lawyers. Ms. Yang is also an independent non-executive director of each of Allied Group Limited (a company listed on the Main Board of Stock Exchange, Stock Code: 373), Tian An China Investments Company Limited (a company listed on the Main Board of Stock Exchange, Stock Code: 28) and Asiasec Properties Limited (a company listed on the Main Board of Stock Exchange, Stock Code: 271).

Ms. Yang will enter into a letter of appointment with the Company and the term of her service shall continue for a period of 2 years and shall be renewed automatically for a successive 2-year term or until terminated in accordance with the said letter of appointment. Her appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company. Ms. Yang will hold office until the next following annual general meeting of the Company and will be eligible for re-election at that meeting in accordance with the Bye-Laws or any other applicable laws whereby she shall vacate her office. Ms. Yang will be entitled to receive HK\$150,000 per annum as director’s remuneration which is determined by reference to the market salary range for the position and approved by the Board based on her qualifications, experience and level of responsibilities undertaken.

Save as disclosed above, as at the date of this announcement, Ms. Yang confirmed that (i) she does not have any relationship with any directors, senior management, substantial or controlling Shareholders; (ii) she does not have and is not deemed to have any interest in the shares of the Company within the meaning of Part XV of SFO; (iii) she 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) she 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 Ms. Yang that needs to be brought to the attention of Shareholders 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. Zhou Liye, Mr. Zhou Haiying, Dr. Wong and Ms. Yang in joining the Board.

Change of Members of the Board Committee

The Board is pleased to announce that with effect from the conclusion of the AGM, the composition of the Board Committee of the Company has been changed as follows:-

- Mr. Lau ceased as the chairman of the audit committee, a member of the remuneration committee and a member of the nomination committee.
- Dr. Wong has been appointed as the Chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee.
- Ms. Yang has been appointed as a member of the audit committee, a member of the nomination committee and a member of the remuneration committee.

(3) CHANGE OF FINANCIAL YEAR END DATE

The operations of the Company together with its subsidiaries (collectively the “Group”) are principally carried out through its principal operating subsidiaries which are situated in the People’s Republic of China, which have adopted 31 December as their financial year end date.

In order to align the Company’s financial year end date with that of the Company’s principal operating subsidiaries, the Board has decided to change the financial year end date of the Company from 30 June to 31 December. The Board considers such the change of financial year end date of the Company can help to facilitate the preparation and updating of the consolidated financial statements and accounts of the Group and for the benefit of the overall development of the Group.

The Board does not foresee any material adverse impact on the financial position and operations of the Group as a result of the change of financial year end date of the Company, and there is no other significant matter that needs to be brought to the attention of the Shareholders in this regard.

Subsequent Financial Reporting Periods

Following the change of the financial year end date of the Company, the Company will announce and publish its financial results and financial reports for the respective reporting reports as follows:

<u>Financial period</u>	<u>Deadline for results announcement</u>	<u>Deadline for despatch of financial report</u>
Unaudited first interim results for the six months ending 31 December 2018	28 February 2019	31 March 2019
Unaudited second interim results for the 12 months ending 30 June 2019	31 August 2019	30 September 2019
Audited financial results for the 18 months ending 31 December 2019	31 March 2020	30 April 2020

(4) PROPOSED ADOPTION OF SHARE OPTION SCHEME

The Board announces that it has resolved to propose the adoption of a share option scheme (the “Scheme”).

The purpose of the Scheme is to enable the Board to grant options to selected employees of the Group and other eligible persons as incentives or rewards for their contribution or potential contribution to the Group and/or to recruit and retain high caliber eligible persons and attract human resources that are valuable to the Group.

The Board will convene a general meeting of the Company for the purposes of, among other things, seeking approval from the Shareholders for the adoption of the Scheme. A circular containing, inter alia, (i) information regarding the proposed adoption of the Scheme and other related matters; and (ii) a notice convening the general meeting, will be despatched to the Shareholders in accordance with the requirements of the Listing Rules.

As at the date of this announcement, the Scheme remains subject to the approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company’s securities.

By Order of the Board
China Medical & HealthCare Group Limited
Chong Sok Un
Deputy Chairman

Hong Kong, 6 December 2018

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

Executive Directors

Ms. Chong Sok Un (Deputy Chairman), Mr. Kong Muk Yin, Mr. Guo Meibao and Mr. Zhou Haiying

Non-Executive Directors

Mr. Zhou Liye (Chairman), Dato’ Wong Peng Chong and Mr. Liao Feng

Independent Non-Executive Directors

Mr. Zhang Jian, Dr. Xia Xiaoning, Dr. Wong Wing Kuen, Albert and Ms. Yang Lai Sum, Lisa