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PROSTEN HEALTH HOLDINGS LIMITED

長達健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8026)

(1) CHANGE OF DIRECTORS

(2) CHANGE OF CHAIRMAN

(3) CHANGE OF COMPOSITION OF BOARD COMMITTEES

(4) RESIGNATION OF COMPANY SECRETARY AND

AUTHORISED REPRESENTATIVE

AND

(5) APPOINTMENT OF CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

CHANGE OF DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Prosten Health Holdings Limited (the “**Company**”), together with its subsidiaries, collectively, the “**Group**”) is pleased to announce that:

1. Mr. Shi Liangsheng and Mr. Han Jun (each an executive Director), and Mr. Chen Weixi (a non-executive Director) and Mr. Poon Yan Wai, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong (each an independent non-executive Director) have resigned as Directors with effect from 12 February 2018;
2. Mr. Xu Zhigang has been re-designated from an executive Director to a non-executive Director with effect from 12 February 2018; and
3. Each of Mr. Zhang Chunhua (“**Mr. Zhang**”) and Ms. Zhang Chunping (“**Ms. Zhang**”) has been appointed as an executive Director and each of Ms. Chan Mei Yan, Hidy (“**Ms. Chan**”), Mr. Kwan Chi Hong (“**Mr. Kwan**”) and Ms. Lee Kwun Ling, May Jean (“**Ms. Lee**”) has been appointed as an independent non-executive Director with effect from 12 February 2018.

CHANGE OF CHAIRMAN

The Board announces that Mr. Xu Zhigang has resigned, and Mr. Zhang has been appointed as the chairman of the Board with effect from 12 February 2018.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board further announces that following the change of Directors as set out above and with effect from 12 January 2018:

1. Mr. Poon Yan Wai will cease to be the chairman, and Mr. Chen Weixi, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong will cease to be the members of the audit committee of the Company (the “**Audit Committee**”). Ms. Chan will be the chairman, and Mr. Kwan and Ms. Lee will be the members of the Audit Committee.
2. Mr. Xu Xiaoping will cease to be the chairman, and Mr. Lam Kwok Cheong and Mr. Xu Zhigang will cease to be the members of the remuneration committee of the Company (the “**Remuneration Committee**”). Mr. Kwan will be the chairman, and Ms. Lee and Ms. Zhang will be the members of the Remuneration Committee; and
3. Mr. Xu Zhigang will cease to be the chairman, and Mr. Lam Kwok Cheong and Mr. Xu Xiaoping will cease to be the members of the nomination committee of the Company (the “**Nomination Committee**”). Ms. Lee will be the chairman, and Ms. Chan and Ms. Zhang will be the members of the Nomination Committee.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE AND APPOINTMENT OF CHIEF FINANCIAL OFFICER

Ms. Wu Weilan has resigned as the company secretary and an authorised representative of the Company and Mr. Chan Koon Fat has been appointed as the new company secretary, a new authorised representative and the chief financial officer of the Company with effect from 12 February 2018.

CHANGE OF DIRECTORS

RESIGNATION OF DIRECTORS

The Board announces that with effect from 12 February 2018, due to the change in control of the Company, Mr. Han Jun and Mr. Shi Liangsheng have resigned as executive Directors, Mr. Chen Weixi has resigned as non-executive Director and Mr. Poon Yan Wai, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong have resigned as independent non-executive Directors.

As mentioned in the composite document jointly issued by the Company and Brilliant Chapter Limited on 12 January 2018, Mr. Xu Zhigang has been re-designated as a non-executive Director with effect from 12 February 2018. After the re-designation, the remuneration of Mr. Xu Zhigang from the Group will remain unchanged. The remuneration of Mr. Xu Zhigang was determined on the basis of his duties and responsibilities within the Group, his qualifications and experience, the prevailing market conditions and the Company's remuneration policy.

Each of the resigned Directors has confirmed that he has no disagreement with the Board and that there are no other matters in relation to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the shareholders of the Company (the "**Shareholders**").

The Board expresses its gratitude to the above resigned Directors for their contributions and service to the Board.

APPOINTMENT OF DIRECTORS

The Board announces that each of Mr. Zhang Chunhua and Ms. Zhang Chunping has been appointed as an executive Director and each of Ms. Chan Mei Yan, Hidy, Mr. Kwan Chi Hong and Ms. Lee Kwun Ling, May Jean has been appointed as an independent non-executive Director with effect from 12 February 2018. Set out below are the biographical details of each of the newly appointed Directors.

Executive Director

Mr. Zhang Chunhua

Mr. Zhang, aged 45, founded a trading company in Shenzhen and it evolved to become a global supply chain management corporation which Mr. Zhang is currently the chairman. Mr. Zhang is responsible for the overall strategic development of the corporation which is a top 100 import/export corporation in the PRC and a pioneer of supply chain management in the PRC. Mr. Zhang has over 12 years of experience in supply chain management in the PRC. Mr. Zhang was the vice chairman of 深圳市工商業聯合會第七屆執委會 and 深圳市總商會第七屆理事會.

Ms. Zhang Chunping

Ms. Zhang, aged 40, has over 10 years of experience in financial management in the PRC and she is the financial director of the global supply chain management corporation Mr. Zhang founded since 2007. Ms. Zhang is responsible for overseeing the financial operation of the corporation and liaising with various bankers of the corporation for banking facilities and other services.

Independent non-executive Director

Ms. Chan Mei Yan Hidy

Ms. Chan Mei Yan Hidy, aged 51, is a finance expert with more than 20 years professional and commercial exposure in international accounting firm, multinational corporations and Hong Kong listed companies. She served as a Principal of Crowe Horwath (HK) CPA Limited. Ms. Chan graduated from the University of Hong Kong with a bachelor degree in accounting. She also holds a master degree in business administration from the University of Manchester. Ms. Chan is the member of certain professional associations. Ms. Chan was Committee member and Chairman, SME Sub-committee of the Association of Chartered Certified Accountants (“ACCA”) for 8 years. She is elected in the ACCA Global Council Election in December 2017.

Mr. Kwan Chi Hong

Mr. Kwan Chi Hong, aged 45, is the chairman, executive director and one of the controlling shareholders of Bamboos Health Care Holdings Limited (stock code: 02293). Mr. Kwan obtained a bachelor’s degree in Economics and a master’s degree in Economics from The University of Hong Kong in January 1995 and December 2005 respectively. Mr. Kwan completed a programme in Executive MBA and obtained a master’s degree in Business Administration from The Chinese University of Hong Kong in December 2007. Mr. Kwan had over 10 years of managerial experience in the public sector, from February 1995 to December 2007, including working as an executive officer in various government departments including Registration and Electoral Office, Urban Services Department, Home Affairs Department, Hong Kong Police Force and Chief Secretary for Administration’s Office Government Secretariat.

Ms. Lee Kwun Ling, May Jean

Ms. Lee Kwun Ling, May Jean, aged 57, was appointed as an independent non-executive Director of Finsoft Financial Investment Holdings Limited (stock code: 08018) on September 2013. Ms. Lee is currently studies in a Doctor of Business Administration programme, at City University of Hong Kong (“**City U**”). Prior to that Ms. Lee obtained a degree of Master of Business Administration (Executive) at City U in October 2014. Ms. Lee is running her own business in luxury fur coat retail since 2015. From December 2006 to October 2012, Ms. Lee worked for King Fook Holdings Limited and her last position was director of sales and brand development, Greater China. From October 2012 to January 2015, Ms. Lee worked for Boucheron Hong Kong Limited as a retail director. Ms. Lee was a director of Yan Oi Tong, a registered non-profit charitable organisation, from 2010 to 2014 and 2017 to 2018.

Save as disclosed above, each of the new Directors has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the past three years.

Each of the new Directors will enter into a service contract or letter of appointment with the Company setting out his/her term of service. Mr. Zhang and Ms. Zhang will not receive any remuneration for serving as executive Directors. Each of Ms. Chan, Mr. Kwan and Ms. Lee will receive an annual salary of HK\$180,000. The emoluments of each of Ms. Chan, Mr. Kwan and Ms. Lee were determined on the basis of his/her duties and responsibilities within the Company, his/her qualifications and experience, the prevailing market conditions and the Company’s remuneration policy. The new Directors are subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company and the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”).

As at the date of this announcement, save that Mr. Zhang is interested in 822,319,294 shares of the Company, each of the new Directors (i) does not 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)); (ii) does not hold any other positions in the Company or its subsidiaries; and (iii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

In relation to the appointment of the new Directors, there is no information which is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its welcome to the newly appointed Directors for joining the Company.

CHANGE OF CHAIRMAN

Mr. Xu Zhigang has resigned as the chairman of the Board with effect from 12 February 2018.

Mr. Zhang has been appointed as the chairman of the Board with effect from 12 February 2018.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Following the change of the Directors, with effect from 12 February 2018, the respective composition of the board committees is as follows:

- (1) Mr. Poon Yan Wai has resigned as the chairman of the Audit Committee. Mr. Chen Weixi, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong has resigned as members of the Audit Committee. Ms. Chan has been appointed as the chairman of the Audit Committee, and Mr. Kwan and Ms. Lee has been appointed as the members of the Audit Committee. With effect from 12 February 2018, the Audit Committee comprises Ms. Chan (as chairman), Mr. Kwan and Ms. Lee.
- (2) Mr. Xu Xiaoping has resigned as the chairman of the Remuneration Committee, and Mr. Lam Kwok Cheong and Mr. Xu Zhigang has resigned as members of the Remuneration Committee. Mr. Kwan has been appointed as the chairman of the Remuneration Committee, and Ms. Lee and Ms. Zhang has been appointed as the members of the Remuneration Committee. With effect from 12 February 2018, the Remuneration Committee comprises Mr. Kwan (as chairman), Ms. Lee and Ms. Zhang.
- (3) Mr. Xu Zhigang has resigned as the chairman of the Nomination Committee, and Mr. Lam Kwok Cheong and Mr. Xu Xiaoping has resigned as members of the Nomination Committee. Ms. Lee has been appointed as the chairman of the Nomination Committee, and Ms. Chan and Ms. Zhang has been appointed as the members of the Nomination Committee. With effect from 12 February 2018, the Nomination Committee comprises Ms. Lee (as chairman), Ms. Chan and Ms. Zhang.

RESIGNATION OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

Ms. Wu Weilan (“**Ms. Wu**”) has resigned as the company secretary and an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules with effect from 12 February 2018.

Ms. Wu confirmed that she has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange in relation to her resignation.

APPOINTMENT OF CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

Following the respective resignation of Ms. Wu, the Board is pleased to announce that Mr. Chan Koon Fat (“**Mr. Chan**”) has been appointed as the chief financial officer of the Company, Company Secretary and the Authorised Representative of the Company under Rule 5.24 of the GEM Listing Rules with effect from 12 February 2018.

Mr. Chan Koon Fat, age 39, has over 15 years of experience in the areas of capital markets, accounting and finance, investment and corporate management covering a number of industry sectors such as real estate, medical and garment. Prior to joining the Company, Mr. Chan is the chief financial officer and company secretary of On Real International Holdings Limited (stock code: 8245) from March 2016 to August 2017 and is responsible for all financial, accounting, investment and corporate finance matters. Since August 2007, Mr. Chan held senior positions including chief financial officer, financial controller and company secretary of certain companies which were listed on Singapore Exchange Limited. Mr. Chan holds a Master of Business Administration (Financial Services) of Hong Kong Polytechnic University and a bachelor degree in accounting of Lingnan University, Hong Kong. He is a fellow and practicing member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

The Board would like to take this opportunity to express its welcome to Mr. Chan for joining the Company and its gratitude to Ms. Wu for her valuable contribution to the Company.

By order of the Board
PROSTEN HEALTH HOLDINGS LIMITED
Xu Zhigang
Chairman

Hong Kong, 9 February 2018

As at the date of this announcement, the Board comprises the following Directors:

Mr. Xu Zhigang (*Executive Director (Chairman)*)

Mr. Han Jun (*Executive Director*)

Mr. Shi Liangsheng (*Executive Director*)

Mr. Chen Weixi (*Non-Executive Director*)

Mr. Poon Yan Wai (*Independent Non-Executive Director*)

Mr. Xu Xiaoping (*Independent Non-Executive Director*)

Mr. Lam Kwok Cheong (*Independent Non-Executive Director*)

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the Company’s website at www.prosten.com.