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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 8 DECEMBER 2016**

**(2) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS  
AND**

**(3) CHANGE OF MEMBERS OF THE BOARD COMMITTEES**

**(1) Poll Results at the Annual General Meeting held on 8 December 2016**

At the Annual General Meeting of China Medical & HealthCare Group Limited (the “Company”) held on 8 December 2016 (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 2016.	9,348,463,650 (100.00%)	0 (0.00%)
2.	(i) (a) To re-elect Ms. Chong Sok Un as director.	9,208,522,410 (98.50%)	139,941,240 (1.50%)
	(b) To re-elect Mr. Liao Feng as director.	9,245,472,410 (98.93%)	100,271,240 (1.07%)
	(ii) To authorize the board of Directors (the “Board”) to fix their remuneration.	9,348,463,650 (100.00%)	0 (0.00%)
3.	(i) To re-elect Mr. Lau Siu Ki as director.	9,342,579,210 (99.94%)	5,884,440 (0.06%)
	(ii) To authorize the Board to fix his remuneration.	9,348,463,650 (100.00%)	0 (0.00%)
4.	To re-appoint Auditor and authorize the Board to fix their remuneration.	9,348,463,650 (100.00%)	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.	9,348,463,650 (100.00%)	0 (0.00%)
	ii) To grant a general mandate to the Directors to issue additional securities of the Company.	9,286,212,410 (99.33%)	62,251,240 (0.67%)
	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.	9,286,212,410 (99.33%)	62,251,240 (0.67%)

**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 2016 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 of Independent Non-Executive Directors**

### **(a) Retirement of Mr. Ma Wah Yan (“Mr. Ma”)**

Mr. Ma did not offer for re-election at the AGM and has retired as an Independent Non-Executive Director of the Company with effect from the conclusion of the AGM. Accordingly, he has also ceased as the chairman of remuneration committee, a member of the audit committee and a member of nomination committee.

Mr. Ma 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 an Independent Non-Executive Director of the Company.

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

**(b) Appointment of Dr. Xia Xiaoning (“Dr. Xia”)**

The Board is pleased to announce that Dr. Xia has been appointed as an Independent Non-Executive Director of the Company with effect from the conclusion of the AGM.

Dr. Xia Xiaoning, aged 56, Dr. Xia is an independent supervisor of Central China Securities Co., Ltd. (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited, Stock Code: 1375). He was a non-executive director of Mason Financial Holdings Limited (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited, Stock Code: 273) from August 2015 to September 2016. Dr. Xia graduated from the Electric Engineering Department of Harbin Institute of Technology in 1982 with a bachelor degree in electric engineering. He earned a doctorate degree from University Paris Dauphine in 1989. Dr. Xia is a Chartered Financial Analyst.

Dr. Xia has over 23 years private equity/investment experience in Asia. Dr. Xia was a senior consultant/Responsible Officer (SFC Type 4 and Type 9) to Vision Finance Group Limited from October 2012 to February 2015. From 2008 to 2012, he was the Chief Executive Officer of CITP Advisors (Hong Kong) Limited. Dr. Xia worked for AIF Capital Limited (“AIF”), a pan Asia private equity firm based in Hong Kong from 1995 to 2008 and his last position with AIF was Senior Partner/Managing Director. Dr. Xia also worked for Asian Development Bank in Manila from 1989 to 1995 with his last position as investment officer.

Dr. Xia has entered 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. Xia 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 or any other applicable laws whereby he shall vacate his office. Dr. Xia will be entitled to receive HK\$220,000 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. Xia 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); (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. Xia 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 Dr. Xia in joining the Board.

### **(3) Change of Members of the Board Committees**

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

- Mr. Ma steps down as the chairman of remuneration committee, a member of the audit committee and a member of nomination committee.
- Dr. Xia takes over Mr. Ma's role as the chairman of remuneration committee, a member of the audit committee and a member of nomination committee.

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

Hong Kong, 8 December 2016

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