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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 11 JUNE 2020 (2) CHANGE OF NON-EXECUTIVE DIRECTORS AND MEMBERS OF INVESTMENT COMMITTEE, AUDIT COMMITTEE AND REMUNERATION COMMITTEE

(1) Poll Results at the Annual General Meeting held on 11 June 2020

At the Annual General Meeting of China Medical & HealthCare Group Limited (the “Company”) held on 11 June 2020 (the “AGM” or “Meeting”), 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 adopt the Audited Financial Statements and the Reports of the Directors and the Auditor for the eighteen months period ended 31 December 2019.	10,687,407,763 (100%)	0 (0.00%)
2.	(i) (a) To re-elect Mr. Kong Muk Yin as Director.	10,643,720,295 (99.59%)	43,687,468 (0.41%)
	(b) To re-elect Mr. Zhou Haiying as Director.	10,642,080,295 (99.58%)	45,327,468 (0.42%)
	(c) To re-elect Mr. Zhou Liye as Director.	10,642,080,295 (99.58%)	45,327,468 (0.42%)
	(d) To re-elect Dato’ Wong Peng Chong as Director.	10,687,387,763 (99.99%)	20,000 (0.01%)
	(e) To re-elect Mr. Ma Jianting as Director.	10,687,387,763 (99.99%)	20,000 (0.01%)
	(f) To re-elect Dr. Xia Xiaoning as Director.	10,687,407,763 (100%)	0 (0.00%)

Ordinary Resolutions		No. of Votes (%)	
		For	Against
	(g) To re-elect Dr. Wong Wing Kuen, Albert as Director.	10,685,767,763 (99.98%)	1,640,000 (0.02%)
	(h) To re-elect Ms. Yang Lai Sum, Lisa as Director.	10,687,407,763 (100%)	0 (0.00%)
	(ii) To authorize the board of Directors (the “Board”) to fix their remuneration.	10,687,407,763 (100%)	0 (0.00%)
3.	(i) To re-elect Mr. Zhang Jian, an independent non-executive director who has served the Company for more than nine (9) years, as Director.	10,687,407,763 (100%)	0 (0.00%)
	(ii) To authorize the Board to fix his remuneration.	10,687,407,763 (100%)	0 (0.00%)
4.	To re-appoint Auditor and authorize the Board to fix its remuneration.	10,687,407,763 (100%)	0 (0.00%)
5.	(i) To grant a general mandate to the Directors to repurchase securities of the Company.	10,687,407,763 (100%)	0 (0.00%)
	(ii) To grant a general mandate to the Directors to issue additional securities of the Company.	10,685,517,763 (99.98%)	1,890,000 (0.02%)
	(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.	10,685,517,763 (99.98%)	1,890,000 (0.02%)

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 (the “Shareholders”) 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 the “Stock Exchange” respectively) and no 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 29 April 2020 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 Non-executive Directors and members of Investment Committee, Audit Committee and Remuneration Committee

Reference is made to the announcement of the Company dated 4 December 2015 relating to, among other things, the Subscription Agreement entered into between the Company and CM International Holding Pte. Ltd. (“CM International”) in relation to the Subscription. Unless the context required otherwise, capitalized terms used herein shall have the same meanings as those defined in the aforesaid announcement.

The Board is pleased to announce that with effect from 12 June 2020, the change of Non-Executive Directors and members of the Investment Committee, the Audit Committee and the Remuneration Committee of the Company will be as follows:

- (i) Mr. Ma Jianting (“Mr. Ma”) will resign as a Non-Executive Director of the Company and he will also cease as a member of each of the Investment Committee, the Audit Committee and the Remuneration Committee of the Company; and
- (ii) Mr. Zheng Zhen (“Mr. Zheng”) will be appointed as a Non-Executive Director of the Company and a member of each of the Investment Committee, the Audit Committee and the Remuneration Committee of the Company.

Victor Beauty Investments Limited, as nominated by CM International pursuant to the Subscription Agreement, informed the Board that Mr. Zheng will replace Mr. Ma to act as a Non-Executive Director and a member of each of the Investment Committee, the Audit Committee and the Remuneration Committee of the Company.

Mr. Ma has confirmed to the Board that there is no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

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.

Set out below are the biographical details of Mr. Zheng:

Zheng Zhen, aged 48, graduated from the University of International Business and Economics with a Bachelor's Degree in International Finance. Mr. Zheng joined CMIG Asia Assets Management Co., Ltd. as the vice president since August 2017.

Mr. Zheng served as a director of the strategic investment department of CMIG Capital Management Co., Ltd. from January 2016 to August 2017. He also worked as the deputy head of the insurance business preparation team of China Minsheng Investment Group Corp., Ltd. from July 2015 to December 2015, the last position is the general manager of the marketing centre under the trade finance business unit of the Head Office of China Minsheng Banking Corp., Ltd. from March 2003 to July 2015, the manager of the business department of the banking business department branch at the head office of China CITIC Bank Co., Ltd from November 1999 to March 2003, the account manager of the international department of Beijing Branch of Shanghai Pudong Development Bank Co., Ltd from December 1998 to November 1999 and the fund management position of the finance department of China International United Petroleum & Chemicals Co., Ltd from August 1995 to November 1998.

Mr. Zheng will enter into a letter of appointment with the Company and the term of his service will continue for a period of 2 years and will be renewed automatically for a successive 2-year term so long as CM International holds not less than 5% of the issued share capital of the Company from time to time pursuant to the Subscription Agreement 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. Zheng 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. Mr. Zheng will be entitled to receive HK\$150,000.00 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, Mr. Zheng 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); (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. Zheng 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. Zheng in joining the Board.

By Order of the Board
China Medical & HealthCare Group Limited
Zhou Liye
Chairman

Hong Kong, 11 June 2020

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. Ma Jianting

Independent Non-Executive Directors

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