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China Medical & HealthCare Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

**(1) POLL RESULTS AT THE SPECIAL GENERAL MEETING
HELD ON 7 MARCH 2019
(2) CHANGE OF NON-EXECUTIVE DIRECTORS,
MEMBERS OF INVESTMENT COMMITTEE, AUDIT COMMITTEE
AND
REMUNERATION COMMITTEE**

POLL RESULTS AT THE SPECIAL GENERAL MEETING

The Board is pleased to announce that the ordinary resolution as set out in the Notice of the SGM was duly passed by way of poll by the Shareholders at the SGM held on 7 March 2019.

CHANGE OF NON-EXECUTIVE DIRECTORS, MEMBERS OF INVESTMENT COMMITTEE, AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The Board is pleased to announce that with effect from 8 March 2019, the change of Non-Executive Directors, members of investment committee, audit committee and remuneration committee of the Company will be as follows : -

- (1) Mr. Liao Feng will resign as a Non-Executive Director of the Company and he will also cease as a member of the investment committee, a member of the audit committee and a member of the remuneration committee of the Company; and
- (2) Dr. Luo Guorong will be appointed as a Non-Executive Director of the Company, a member of the investment committee, a member of the audit committee and a member of the remuneration committee of the Company.

References are made to the notice of the special general meeting (the “SGM”) of China Medical & HealthCare Group Limited (the “Company”) dated 18 February 2019 (the “Notice”) and the circular of the Company dated 18 February 2019 (the “Circular”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

(1) POLL RESULTS AT THE SPECIAL GENERAL MEETING

The board of directors of the Company (the “Board”) is pleased to announce that the ordinary resolution (the “Ordinary Resolution”) as set out in the Notice of the SGM was duly passed by way of poll by the shareholder of the Company (the “Shareholders”) at the SGM held on 7 March 2019. Details of the poll results in respect of the Ordinary Resolution proposed at the SGM are as follows:-

Ordinary Resolution	No. of Votes (%)	
	For	Against
To approve and adopt the share option scheme of the Company	9,262,345,744 (99.79%)	19,253,118 (0.21%)

* The full text of the above resolution is set out in the Notice.

As more than 50% of the votes were cast for the Ordinary Resolution, the Ordinary Resolution was duly passed as the ordinary resolution by the Shareholders at the SGM.

As at the date of the SGM, the total number of Shares in issue was 14,480,072,773 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolution proposed at the SGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Ordinary Resolution proposed at the SGM 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 were required to abstain from voting on the Ordinary Resolution proposed at the SGM under the Listing Rules. There was no restriction on any Shareholder to cast votes on the Ordinary Resolution proposed at the SGM. In addition, no Shareholder had stated his/her/its intention in the Circular, in which the Notice setting out the Ordinary Resolution was contained, to vote against or to abstain from voting on the Ordinary Resolution proposed at the SGM.

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

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

Reference is made to the announcement of the Company dated 4 December 2015 (the “Announcement”) 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 Announcement.

The Board is pleased to announce that with effect from 8 March 2019, the change of Non-Executive Directors, members of investment committee, audit committee and remuneration committee of the Company will be as follows : -

- (i) Mr. Liao Feng (“Mr. Liao”) will resign as a Non-Executive Director of the Company and he will also cease as a member of the investment committee, a member of the audit committee and a member of the remuneration committee of the Company; and

- (ii) Dr. Luo Guorong (“Dr. Luo”) will be appointed as a Non-Executive Director of the Company, a member of the investment committee, a member of the audit committee and a member of the remuneration committee of the Company.

CM International informed the Board that Dr. Luo will replace Mr. Liao to act as a Non-Executive Director of the Company, a member of each of the investment committee; audit committee and remuneration committee of the Company nominated by CM International pursuant to the Subscription Agreement entered into between the Company and CM International on 4 December 2015.

Mr. Liao has confirmed to the Board that there is no disagreement with the Board and there are no matters relating to his resignation 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. Liao for his valuable efforts and contributions to the Company during his tenure of service.

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

Dr. Luo, aged 42, graduated from Wuhan University of Technology School of Management with a bachelor degree and obtained a doctorate degree and a master degree in accounting from Xiamen University. He is a certified public accountant in the People’s Republic of China and a non-practicing member of the Chinese Institute of Certified Public Accountants and also obtained the fund practitioner qualification. Dr. Luo is currently a chief risks officer of 中民投亞洲資產管理有限公司 CMIG Asia Asset Management Co., Ltd. since September 2017 and also a non-executive director of Link Holdings Limited (a company listed on the Growth Enterprise Market of Stock Exchange, Stock Code : 8237) since 8 January 2019. From August 2014 to August 2017, he was the deputy director of investment management office and deputy director of risk section, industry sector of China Minsheng Investment Corp. Ltd. (“CMI”, 中國民生投資股份有限公司), CMI is regarded as a substantial shareholder of the Company pursuant to the Listing Rules and Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). From July 2011 to August 2014, he was a director of the operation department of Custodian Department of China Everbright Bank. From July 2005 to July 2011, Dr. Luo served successively as the deputy director of the office, deputy director of cooperation division (as an exception case) and a director of the access section of the cooperation division of Henan Office of the China Banking Regulatory Commission. He was also a deputy director of the system division (nominal) in financial accounting department of China Securities Regulatory from October 2009 to July 2010.

Dr. Luo 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 entered into between the Company and CMI International 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. Luo 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. Luo 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, Dr. Luo 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 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. Luo 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 Dr. Luo in joining the Board.

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

Hong Kong, 7 March 2019

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