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China Medical & HealthCare Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

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

The Board is pleased to announce that with effect from 8 August 2019, 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) Dr. Luo Guorong 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. Ma Jianting 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.

Reference is made to the announcement of China Medical & HealthCare Group Limited (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 of directors (the “Board”) of the Company is pleased to announce that with effect from 8 August 2019, 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) Dr. Luo Guorong (“Dr. Luo”) 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. Ma Jianting (“Mr. Ma”) 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. Ma will replace Dr. Luo 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.

Dr. Luo 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 of the Company (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 Dr. Luo for his valuable efforts and contributions to the Company during his tenure of service.

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

Mr. Ma, aged 38, graduated from Shanghai Jiao Tong University with a bachelor’s degree in English (Finance and Business), and is a Certified Public Accountant of China. Mr. Ma joined China Minsheng Investment Group Corporation Ltd. (“CMIG”) in June 2017 and served as a senior manager of the financial and accounting department. In July 2017, Mr. Ma was appointed as the chief financial officer of China Minsheng Asia Asset Management Co., Ltd..

Mr. Ma served as a non-executive director of China Minsheng Financial Holding Corporation Limited (a company listed on the Main Board of the Stock Exchange, stock code: 0245) from November 2017 to February 2019. Prior to joining CMIG, Mr. Ma has worked in the audit department in Shanghai office of Ernst & Young Hua Ming LLP from September 2003 to May 2017 and his last position was an audit senior manager. During these periods, from September 2008 to March 2010, Mr. Ma was assigned to Manchester office of Ernst & Young (United Kingdom) as an audit executive.

Mr. Ma 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. Ma 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. Ma 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. Ma 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. Ma 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 Rules Governing the Listing of Securities on the Stock Exchange.

The Board would like to extend a warm welcome to Mr. Ma in joining the Board.

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

Hong Kong, 7 August 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 Dr. Luo Guorong

Independent Non-Executive Directors

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