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天安卓健有限公司

TIAN AN MEDICARE LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

**(1) CHANGE OF DIRECTORS
AND
(2) CHANGE IN THE COMPOSITION OF THE BOARD COMMITTEES**

The board (the “Board”) of directors (the “Director(s)”) of Tian An Medicare Limited (the “Company”, together with its subsidiaries, the “Group”) is pleased to announce that: -

(1) CHANGE OF DIRECTORS

(i) Resignation of Director

Mr. Zhang Jian (“Mr. Zhang”) has tendered his resignation as an independent non-executive director of the Company (the “Independent Non-Executive Director”) and a member of each of the audit committee, nomination committee and remuneration committee of the Company with effect from 30 December 2024 in order to devote more time to his other commitments.

Mr. Zhang confirmed that he has no disagreement with the Board and there is no other matter with respect to his resignation that need to be brought to the attention of the shareholders of the Company (the “Shareholders”) and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Mr. Zhang has been a director of the Company since 2006. The Board would like to take this opportunity to express its sincere gratitude to Mr. Zhang for his valuable guidance and contributions to the Company during his tenure of service.

(ii) Appointment of Directors

- (a) Mr. Cao Dan (“Mr. Cao”) has been appointed as an Independent Non-Executive Director and a member of each of the audit committee, nomination committee and remuneration committee of the Company with effect from 30 December 2024.

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

Mr. Cao, aged 49, holds a bachelor degree in law from East China University of Political Science and Law and a master degree in law from Fudan University. Mr. Cao is currently the managing partner of Han Yuan & Partners and an arbitrator of the China Maritime Arbitration Commission. Mr. Cao was a judge of the Shanghai Maritime Court of the People's Republic of China (the “PRC”). He has extensive professional experience in both non-litigation and litigation areas. The former includes venture capital and corporate mergers and acquisitions, and the latter covers maritime and intellectual property.

- (b) Ms. Zhang Yuanyuan (“Ms. Zhang”) has been appointed as a non-executive director of the Company with effect from 30 December 2024.

Set out below are the biographical details of Ms. Zhang:

Ms. Zhang, aged 47, is currently the vice president, the secretary to the board of directors and the chief capital operating officer of Tsinghua Tongfang Co., Ltd. (同方股份有限公司, “THTF” is a company listed on the Shanghai Stock Exchange (the “SSE”), stock code: 600100, and a substantial shareholder of the Company) and is also currently the executive director, the chairman of the board of directors, the president and the chief executive officer of Neo-Neon Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 1868). She is experienced in the areas of capital operation, legal affairs, finance management and investment management, and has been successively served as several senior management positions in THTF and its subsidiaries since May 2016. Ms. Zhang graduated in 1999 with a bachelor degree and in 2002 with a master degree both majoring in law from Dongbei University of Finance and Economics (東北財經大學). She obtained lawyers’ qualification in the PRC in 2001.

Apart from the above, the Company was notified by Ms. Zhang that she received a decision on disciplinary measures (紀律處分決定書 2020 35號) issued by the SSE regarding THTF (the “Decision”). Ms. Zhang was the secretary to the board of directors of THTF at the relevant time. In the Decision, the SSE referred to (i) an alert announcement of annual results 2018 published by THTF on 31 January 2019 (the “THTF Alert Announcement”) regarding the expected loss to be recorded by THTF in respect of the financial year of 2018; (ii) a clarification announcement of results forecast made by THTF on 25 April 2019 (the “THTF Clarification Announcement”) clarifying that the expected loss in respect of the financial year of 2018 would substantially increase; and (iii) the annual report 2018 made by THTF on 26 April 2019 (the “THTF Annual Report”) regarding the actual loss for the financial year of 2018. The SSE also referred to the substantial difference between the expected loss as disclosed in the THTF Alert Announcement and the actual loss as disclosed in the THTF Annual Report. In view of such substantial difference, the SSE held that THTF was in breach of the Rules Governing the Listing of Stocks on the SSE (the “SSE Listing Rules”) for disclosing inaccurate information in the THTF Alert Announcement. The SSE also held that THTF failed to give sufficient and specific risk alert of the relevant matters in the THTF Alert Announcement which may render such THTF Alert Announcement to be inaccurate, and failed to timely publish the THTF Clarification Announcement in correcting the expected loss figure. The SSE further held that the relevant personnel of THTF who were responsible for the information disclosure in connection with the THTF Alert Announcement at the relevant time were also liable and in breach of the SSE Listing Rules. The SSE therefore imposed a public reprimand against, among others, Ms. Zhang (as the secretary to the board of directors of THTF at the relevant time).

Notwithstanding the foregoing, the Board and the nomination committee of the Company are of the opinion that Ms. Zhang is suitable to act as a director under Rules 3.08 and 3.09 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) for the Company as the incident set forth in the abovementioned announcements did not involve any dishonesty, fraud or integrity issue on the part of Ms. Zhang.

Two separate letters of appointment have been entered into between the Company and Mr. Cao and Ms. Zhang respectively for a term of two (2) years, and shall be renewed automatically for successive two-year term or until terminated in accordance with the said letter of appointment, subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the bye-laws of the Company (the “Bye-Laws”) or any other applicable laws from time to time whereby he/she shall vacate his/her office. Mr. Cao is entitled to a director’s fee of HK\$150,000.00 per annum which was determined with reference to the recommendation of the remuneration committee of the Board, the prevailing market conditions and the terms of the Company’s remuneration policy and Ms. Zhang will not receive the director’s remuneration.

In accordance with the Bye-Laws, Mr. Cao and Ms. Zhang will hold office until the next annual general meeting of the Company and will be eligible for re-election.

At the date of this announcement, save as disclosed above, Mr. Cao and Ms. Zhang do not (i) have any relationship with any directors, senior management, substantial or controlling Shareholders; (ii) have and are 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) hold 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; and (iv) hold other positions with the Company or its subsidiaries.

Mr. Cao has confirmed (i) his independence as regards to each of the factors contained in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there is no other information relating to the appointment of Mr. Cao and Ms. Zhang required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no matter relating to their appointment that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to take this opportunity to extend its warmest welcome to Mr. Cao and Ms. Zhang to join the Board.

(2) CHANGE IN THE COMPOSITION OF THE BOARD COMMITTEES

- (i) Mr. Zhang ceased to be a member of each of the audit committee, nomination committee and remuneration committee of the Company; and
- (ii) Mr. Cao has been appointed as a member of each of the audit committee, nomination committee and remuneration committee of the Company.

On behalf of the Board
Tian An Medicare Limited
Kong Muk Yin
Executive Director

Hong Kong, 30 December 2024

As at the date of this announcement, the Board comprises Mr. Kong Muk Yin, Mr. Guo Meibao and Mr. Zhou Haiying being Executive Directors; Mr. Lee Seng Hui (Chairman), Mr. Mark Wong Tai Chun, Mr. Gao Zhaoyuan and Ms. Zhang Yuanyuan being Non-Executive Directors; and Dr. Xia Xiaoning, Dr. Wong Wing Kuen, Albert, Ms. Yang Lai Sum, Lisa and Mr. Cao Dan being Independent Non-Executive Directors.