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华润凤凰

CR Phoenix

China Resources Phoenix Healthcare Holdings Company Limited

華潤鳳凰醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1515)

**(1) RESIGNATIONS OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS;
(2) APPOINTMENTS OF EXECUTIVE DIRECTORS;
AND
(3) CHANGES OF CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER, AUTHORIZED REPRESENTATIVE AND COMPOSITION OF BOARD COMMITTEES**

The Board hereby announces that, with effect from October 12, 2017:

- (1) Mr. He Xuan has resigned as a non-executive Director;
- (2) Mr. Liang Hongze has resigned as a non-executive Director and a member of the Nomination Committee;
- (3) Mr. Wu Potao has resigned as an executive Director, the Chief Executive Officer, a member of the Remuneration Committee and an Authorized Representative;
- (4) Mr. Xu Zechang has resigned as an executive Director;
- (5) Mr. Li Zhiyue has resigned as the Chief Financial Officer;
- (6) Mr. Han Yuewei has been appointed as an executive Director, the Chief Executive Officer, a member of the Remuneration Committee and an Authorized Representative;
- (7) Ms. Ren Yuan has been appointed as an executive Director and the Chief Financial Officer;
- (8) Ms. Fu Yanjun has been appointed as an executive Director; and
- (9) Mr. Cheng Libing has been appointed as a member of the Nomination Committee.

The board (the “**Board**”) of directors (the “**Directors**”) of China Resources Phoenix Healthcare Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces the following changes of the Directors, the chief executive officer of the Company (the “**Chief Executive Officer**”), the chief financial officer of the Company (the “**Chief Financial Officer**”), composition of the remuneration committee of the Company (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”) and the authorized representative of the Company (the “**Authorized Representative**”) pursuant to Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with effect from October 12, 2017.

RESIGNATIONS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. He Xuan has resigned as a non-executive Director due to other business commitments.

Mr. Liang Hongze has resigned as a non-executive Director and a member of the Nomination Committee due to other business commitments.

Mr. Wu Potao has resigned as an executive Director, the Chief Executive Officer, a member of the Remuneration Committee and an Authorized Representative as he will serve as the general manager of China Resources Healthcare Group Limited.

Mr. Xu Zechang has resigned as an executive Director due to other business commitments and will remain as the executive general manager and director of healthcare of the Company.

Mr. Li Zhiyue has resigned as the Chief Financial Officer due to other business commitments.

Mr. He Xuan, Mr. Liang Hongze, Mr. Wu Potao, Mr. Xu Zechang and Mr. Li Zhiyue have confirmed that they have no disagreement with the Board and that there is no matter in respect of their respective resignations which needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board hereby expresses its gratitude to Mr. He Xuan, Mr. Liang Hongze, Mr. Wu Potao, Mr. Xu Zechang and Mr. Li Zhiyue for their valuable efforts and contributions to the Group during their tenure of office.

APPOINTMENTS OF EXECUTIVE DIRECTORS AND SENIOR MANAGEMENT

Mr. Han Yuewei

Mr. Han Yuewei has been appointed as an executive Director, the Chief Executive Officer, a member of the Remuneration Committee and an Authorized Representative.

Mr. Han Yuewei, aged 49, worked for China Resources Land Limited (華潤置地有限公司) (“**CR Land**”) (stock code: 1109) since October 2010 before joining the Group, during which he served as deputy general manager of Shenyang Region, deputy general manager of Shenzhen Region, director of engineering and vice president. Prior to joining CR Land, Mr. Han worked as the deputy director and director of the Bureau of Public Works of Shenzhen Municipality (深圳市建築工務署) from April 2002 to October 2010. Mr. Han obtained a master’s degree in construction economics and management from Tsinghua University (清華大學) and a bachelor’s degree in construction management from Tsinghua University in July 1993 and July 1991 respectively.

Mr. Han Yuewei has entered into a service agreement with the Company for a term of two years commencing from October 12, 2017, which can be terminated by either party by giving to the other party not less than one month's notice in writing. The Board has resolved that Mr. Han Yuewei will be entitled to a remuneration package comprising the fixed after-tax basic salary of RMB1,680,000 per annum and the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Mr. Han Yuewei was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and his duties and responsibilities to the Group. Mr. Han Yuewei may not vote on any resolution of the Directors regarding the amount of Director's emoluments payable to him.

Pursuant to the articles of association of the Company and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, Mr. Han Yuewei will hold office as executive Director until the next general meeting of the Company and will be subject to the retirement by rotation and re-election at that meeting.

As at the date of this announcement, Mr. Han Yuewei is interested in 156,000 shares of the Company (representing approximately 0.012% of the issued share capital of the Company). Save as disclosed in this announcement, Mr. Han Yuewei does not have any interests 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) (the "SFO").

Save as disclosed in this announcement, Mr. Han Yuewei (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Save as disclosed in this announcement, there is no further information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. Han Yuewei that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Ms. Ren Yuan

Ms. Ren Yuan has been appointed as an executive Director and the Chief Financial Officer.

Ms. Ren Yuan, aged 44, worked as the deputy manager of the finance department of China Resources Microelectronics (Holdings) Limited (華潤微電子(控股)有限公司) from June 2002 to June 2006. From February 2004 to February 2010, Ms. Ren served as the finance director of Wuxi CR Micro-Assemb Tech., Ltd. (無錫華潤安盛科技有限公司). Prior to joining the Group, Ms. Ren worked as the consultancy director and deputy general director of the information management department of China Resources (Holdings) Co., Ltd. (華潤(集團)有限公司) since February 2010. Ms. Ren obtained her master's degree in accounting from Chinese University of Hong Kong (香港中文大學) in December 2007. Ms. Ren obtained the qualifications of China Certified Public Accountant (中國註冊會計師) and China Certified Public Valuer (中國註冊資產評估師) in December 1998, and September 1999, respectively.

Ms. Ren Yuan has entered into a service agreement with the Company for a term of two years commencing from October 12, 2017, which can be terminated by either party by giving to the other party not less than one month's notice in writing. The Board has resolved that Ms. Ren Yuan will be entitled to a remuneration package comprising the fixed after-tax basic salary of RMB1,268,676 per annum and the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Ms. Ren Yuan was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and her duties and responsibilities to the Group. Ms. Ren Yuan may not vote on any resolution of the Directors regarding the amount of Director's emoluments payable to her.

Pursuant to the articles of association of the Company and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, Ms. Ren Yuan will hold office as executive Director until the next general meeting of the Company and will be subject to the retirement by rotation and re-election at that meeting.

As at the date of this announcement, Ms. Ren Yuan does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed in this announcement, Ms. Ren Yuan (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Save as disclosed in this announcement, there is no further information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to the appointment of Ms. Ren Yuan that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Ms. Fu Yanjun

Ms. Fu Yanjun has been appointed as an executive Director.

Ms. Fu Yanjun, aged 37, joined the Group in December 2014 and has been appointed as the deputy general manager of the Company since November 2016. Ms. Fu also previously served as the managing director of strategic investment department of the Company, the chairman of the board and the general manager of Beijing Wanrong Yikang Pharmaceutical Company Limited (北京萬榮億康醫藥有限公司) and Beijing Phoenix Jiayi Medical Equipment Company Limited (北京鳳凰佳益醫療器械有限公司), which are wholly-owned subsidiaries of the Company, and the executive chairman and the chairman of the youth committee of the Group. Ms. Fu has been appointed as a supervisor of Beijing Jingkelong Company Limited (stock code: 814) since May 2017. Ms. Fu also worked for Ernst & Young Hua Ming from September 2002 to October 2012 and Deloitte Touche Tohmatsu CPA Ltd. from October 2012 to December 2014. Ms. Fu obtained a bachelor's degree in accounting from Renmin University of China (中國人民大學) in July 2002 and obtained the qualification of China Certified Public Accountant (中國註冊會計師) in May 2008.

Ms. Fu Yanjun has entered into a service agreement with the Company for a term of two years commencing from October 12, 2017, which can be terminated by either party by giving to the other party not less than one month's notice in writing. The Board has resolved that Ms. Fu Yanjun will be entitled to a remuneration package comprising the fixed after-tax basic salary of RMB1,032,000 per annum and the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Ms. Fu Yanjun was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and her duties and responsibilities to the Group. Ms. Fu Yanjun may not vote on any resolution of the Directors regarding the amount of Director's emoluments payable to her.

Pursuant to the articles of association of the Company and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, Ms. Fu Yanjun will hold office as executive Director until the next general meeting of the Company and will be subject to the retirement by rotation and re-election at that meeting.

As at the date of this announcement, Ms. Fu Yanjun is interested in a total of 295,218 shares of the Company (representing approximately 0.023% of the issued share capital of the Company), comprising: (1) 95,218 shares of the Company (representing approximately 0.007% of the issued share capital of the Company) held by her; and (2) 200,000 shares of the Company (representing approximately 0.016% of the issued share capital of the Company) granted to her under the share award scheme of the Company adopted on July 7, 2014 and amended on May 25, 2015, which are unvested. Save as disclosed in this announcement, Ms. Fu Yanjun does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed in this announcement, Ms. Fu Yanjun (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Save as disclosed in this announcement, there is no further information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to the appointment of Ms. Fu Yanjun that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Mr. Cheng Libing

Mr. Cheng Libing, an executive Director and the vice chairman of the Board, has been appointed as a member of the Nomination Committee.

The Board hereby extends its warmest welcome to Mr. Cheng Libing, Mr. Han Yuewei, Ms. Ren Yuan and Ms. Fu Yanjun for their new appointments.

By Order of the Board
China Resources Phoenix Healthcare Holdings Company Limited
Wang Yin
Chairman and Non-Executive Director

Hong Kong, October 12, 2017

As at the date of this announcement, the Board comprises Mr. WANG Yin and Mr. WANG Yan as non-executive Directors; Mr. CHENG Libing, Mr. HAN Yuewei, Ms. REN Yuan and Ms. FU Yanjun as executive Directors; Mr. KWONG Kwok Kong, Ms. CHENG Hong, Mr. SUN Jianhua and Mr. LEE Kar Chung Felix as independent non-executive Directors.