

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 INDEPENDENT NON-EXECUTIVE DIRECTORS;**
- (2) **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- AND**
- (3) **CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board hereby announces that, with effect from March 23, 2018:

- (1) Ms. Cheng Hong has resigned as an independent non-executive Director, the chairman of the Nomination Committee and a member of the Audit Committee;
- (2) Mr. Sun Jianhua has resigned as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee;
- (3) Ms. Chiu Kam Hing Kathy has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee;
- (4) Mr. Kwong Kwok Kong has been appointed as a member of the Nomination Committee; and
- (5) Mr. Lee Kar Chung Felix has been re-designated as the chairman 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 independent non-executive Directors, composition of the audit committee of the Company (the “**Audit Committee**”), the nomination committee of the Company (the “**Nomination Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”) with effect from March 23, 2018.

RESIGNATIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Cheng Hong has resigned as an independent non-executive Director, the chairman of the Nomination Committee and a member of the Audit Committee due to other business commitments.

Mr. Sun Jianhua has resigned as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee due to other business commitments.

Each of Ms. Cheng Hong and Mr. Sun Jianhua has confirmed that she/he has no disagreement with the Board and that there is no matter in respect of her/his resignation which needs 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**”).

The Board hereby expresses its gratitude to Ms. Cheng Hong and Mr. Sun Jianhua for their valuable efforts and contributions to the Group during their tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Chiu Kam Hing Kathy (“**Ms. Chiu**”) has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee.

Ms. Chiu, aged 68, has over 29 years of banking experience in Canada and the Asia Pacific Region. Ms. Chiu was a senior vice president at the Republic National Bank of New York and was responsible for the management and investment of third party client’s funds. Ms. Chiu has been an associate and a fellow of the Institute of Canadian Bankers since July 1975 and August 1976 respectively. Ms. Chiu was appointed as a Justice of the Peace by the Hong Kong government in July 1992 and as a Cavaliere by the Italian Government in December 1998. Ms. Chiu is the chairlady of Prime Investments Group Limited and is currently an independent non-executive director of National Agricultural Holdings Limited (stock code: 01236), Sau San Tong Holdings Limited (stock code: 08200) and CPM Group Limited (stock code: 01932), whose shares are all listed on the Stock Exchange. Ms. Chiu is licenced to carry out asset management business under Type 9 regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Ms. Chiu has entered into a letter of appointment with the Company for a term from March 23, 2018 to December 31, 2020, 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. Chiu will be entitled to a director fee of HKD300,000 per annum, which 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.

Pursuant to the articles of association of the Company and the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), Ms. Chiu will hold office as independent non-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.

Save as disclosed in this announcement, Ms. Chiu (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.

As at the date of this announcement, Ms. Chiu does not have any interests in the shares of the Company within the meaning of Part XV of the SFO and has met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed in this announcement, there is no other 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 relating to the appointment of Ms. Chiu that need to be brought to the attention of the Shareholders and the Stock Exchange.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Mr. Kwong Kwok Kong, an independent non-executive Director and the chairman of the Audit Committee, has been appointed as a member of the Nomination Committee, with effect from March 23, 2018.

Mr. Lee Kar Chung Felix, an independent non-executive Director, a member of the Nomination Committee and a member of the Remuneration Committee, has been re-designated as the chairman of the Nomination Committee, with effect from March 23, 2018.

The Board hereby extends its warmest welcome to Ms. Chiu, Mr. Kwong Kwok Kong and Mr. Lee Kar Chung Felix for their new appointments.

By Order of the Board
China Resources Phoenix Healthcare Holdings Company Limited
HAN Yuewei
Executive Director & Chief Executive Officer

Hong Kong, March 22, 2018

As at the date of this announcement, the Board comprises Mr. WANG Yin, 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.