

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.



北京市春立正達醫療器械股份有限公司

Beijing Chunlizhengda Medical Instruments Co., Ltd.*

(A joint stock company established in the People's Republic of China with limited liability)

(Stock Code: 1858)

CHANGE OF EXECUTIVE DIRECTOR, JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board of the Company announces that with effect from 31 August 2015, (i) Mr. Ding Gang resigned as the executive director, deputy general manager, secretary of the Board, joint company secretary and one of the authorised representatives of the Company due to his other personal commitments which require more of his dedication; (ii) Mr. Zhang Zhendong has been appointed as an executive director of the Company; and (iii) Mr. Yuan Rui has been appointed as a joint company secretary and one of the authorised representatives of the Company. The Company has applied for, and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has granted the Company, a waiver from strict compliance with the requirements for the qualifications of company secretary under the Rule 8.17 and Rule 3.28 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

RESIGNATION OF EXECUTIVE DIRECTOR, JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The board of directors (“**Board**”) of Beijing Chunlizhengda Medical Instruments Co., Ltd. (the “**Company**”) announces that Mr. Ding Gang (“**Mr. Ding**”) resigned as the executive director, deputy general manager, secretary of the Board, joint company secretary and one of the authorised representatives of the Company with effect from 31 August 2015 (“**Resignation**”) to devote more time to his other personal commitments. Following his Resignation, Mr. Ding holds no position in the Company.

Mr. Ding has confirmed that there is no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company in connection with his Resignation.

The Board would like to take this opportunity to thank Mr. Ding for his valuable contributions to the Company during his term of services.

* For identification purposes only

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Zhang Zhendong (“**Mr. Zhang**”) has been appointed as an executive director of the Company with effect from 31 August 2015.

Mr. Zhang, aged 40, is currently the manager of the technology department of the Company. He is responsible for production and trial of new products as well as the management of the production facilities of the Company. Mr. Zhang joined the Company on 17 September 2004 and held the position of worker from September 2004 to November 2008. He became the manager of the manufacturing department of the Company from November 2008 to July 2010 and he worked as the technician of the technology department of the Company from August 2010 to December 2014. He was then appointed as the manager of the technology department of the Company since January 2015. Prior to joining the Company, he worked as a technician of Jilin Longding Dianqi Company Limited, which mainly engaged in manufacturing of high voltage switchgear and low voltage switchgear, from July 1995 to April 2004. He obtained a junior college degree in mechanical design and manufacturing from Beihua University in July 2015.

Mr. Zhang has entered into a service contract with the Company (the “**Service Contract**”) for a term of service of three years starting from 31 August 2015. The term shall renew automatically until it terminates in accordance with the provisions of the Service Contract. The Service Contract is terminable by either Mr. Zhang or the Company upon not less than three months’ written notice to the other party or payment in lieu of such notice to the other party. Mr. Zhang is eligible for re-election and reappointment pursuant to the Articles of Association of the Company.

Mr. Zhang, as an executive director of the Company, is entitled to salary in the amount of approximately RMB84,000 per annum which was determined by the Board with reference to the prevailing market conditions and based on the anticipated responsibilities to be taken up and professional expertise to be exercised by Mr. Zhang to the Company’s affairs. Such emolument is subject to review by the Board from time to time pursuant to the power conferred on it on the annual general meetings of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Zhang (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules on the Stock Exchange); (ii) is not interested nor deemed to be interested in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not hold any other positions with the Company and its subsidiaries.

Other than the above, as at the date of this announcement, the Board is not aware of other matters which need to be brought to the attention of the shareholders of the Company and information that needs to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to the aforesaid appointment of Mr. Zhang.

The Board would like to take this opportunity to express its warm welcome to Mr. Zhang in joining the Board.

APPOINTMENT OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board is pleased to announce that Mr. Yuan Rui (“**Mr. Yuan**”) has been appointed as a joint company secretary and one of the authorized representative of the Company with effect from 31 August 2015. Mr. Ip Pui Sum (“**Mr. Ip**”) will continue to be the other joint company secretary and authorised representative of the Company.

Mr. Yuan, aged 32, is currently the marketing director of the Company. He is responsible for brand planning and management as well as organizing marketing campaigns of the Company. Mr. Yuan joined the Company on 20 February 2012 and held the position of the sales manager of overseas department from February 2012 to December 2013. He was the marketing director of the Company since 1 January 2014. Prior to joining the Company, Mr. Yuan was the external assistant of the President Office and America regional sales manager of Naton Medical Group, which mainly engaged in production and sales of medical products, from November 2008 to January 2012. Mr. Yuan obtained a bachelor’s degree in English Language and Literature from Shandong University in June 2006. He also obtained his master degree in Business Administration from Beijing Institute of Technology in June 2013.

Mr. Yuan has been actively communicating with Mr. Ip to ensure proper control and compliance with the statutory requirements, including the Listing Rules and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), on company secretarial matters including preparing the documents for the board meetings and providing company secretarial support during the board meetings, maintaining and improving the corporate governance of the Company including discussions with the Mr. Ip and the legal advisers, and assisting in the implementation of the corporate governance practices adopted by the Board.

Mr. Ip, the other joint company secretary of the Company, will assist Mr. Yuan in his discharge of duties as the joint company secretary of the Company. Mr. Ip is a certified public accountant in Hong Kong, a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants (formerly the Hong Kong Society of Accountants), the Chartered Institute of Management Accountants, the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Mr. Ip received his Higher Diploma in Accountancy from the Hong Kong Polytechnic University in 1982 and obtained a Master Degree in Business Administration from the Henley Management College and Brunel University in 1996. Mr. Ip has extensive experience in corporate secretarial work. Besides acting as the joint company secretary of the Company, he currently acts as the company secretary for four Hong Kong listed companies, one of which is an H-share company. Mr. Ip meets the requirements of a company secretary under Rules 3.28 and 8.17 of the Listing Rules.

The Board would like to express its warmest welcome to Mr. Yuan for taking up the appointment.

WAIVER FROM STRICT COMPLIANCE WITH RULES 8.17 AND 3.28 OF THE LISTING RULES

Under Rules 8.17 and 3.28 of the Listing Rules, the issuer must appoint as its company secretary an individual who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary and the Stock Exchange will take into consideration the following:–

- (1) in terms of academic or professional qualification, whether the person is (i) a Member of The Hong Kong Institute of Chartered Secretaries, (ii) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Cap. 159 of the Laws of Hong Kong) or (iii) a certified public accountant as defined in the Professional Accountants Ordinance (Cap. 50 of the Laws of Hong Kong); and
- (2) in terms of his relevant experience, will take into account the individual's (i) length of employment with the issuer and other issuers and the roles he played; (ii) familiarity with the Listing Rules and other relevant law and regulations including the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong), the Hong Kong Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32 of the Laws of Hong Kong), the Hong Kong Companies Ordinance (Cap.622 of the Laws of Hong Kong) and the Code on Takeovers and Mergers and (iii) relevant training taken and/or to be taken in addition to the 15 hours minimum requirement under Rule 3.29 of the Listing Rules; and (iv) professional qualifications in other jurisdictions.

Reasons for Waiver

Mr. Yuan currently does not possess the qualifications of company secretary as required under Rule 3.28 of the Listing Rules.

Both the Company and Mr. Yuan understand that the company secretary plays an important role in the corporate governance of an issuer, particularly in assisting the listed issuer as well as its directors in complying with the Listing Rules and the other relevant laws and regulations. The Company also understands that since it does not conduct any business in Hong Kong and its management does not reside in Hong Kong, it is particularly important that its company secretary should possess sufficient knowledge and experience in discharging his functions as company secretary.

In this regard, the Company proposes the following arrangements:

- (1) The Company will continue to engage Mr. Ip, who meets the requirements under Rule 3.28 of the Listing Rules, to act as a joint company secretary to provide joint company secretarial support and assistance to Mr. Yuan for an initial period of three years from the date of the appointment of Mr. Yuan so as to enable Mr. Yuan to acquire the relevant experience (required under Rule 3.28 of the Listing Rules) to discharge the duties and responsibilities as company secretary of the Company.

As Mr. Ip has been engaged and appointed by the Company as a joint company secretary in the capacity of an external service provider, the Company will therefore designate Mr. Yuan to be the contact person with whom Mr. Ip can contact for the term of his engagement in accordance with the Corporate Governance Code of the Listing Rules.

- (2) Furthermore, the Company will ensure Mr. Yuan to attend relevant training courses including briefings on the latest changes to the applicable Hong Kong laws and regulations and the Listing Rules organized by our Company's Hong Kong legal advisers and seminars organized by the Stock Exchange for PRC issuers from time to time.
- (3) Mr. Ip, who will continue to familiarize himself with the affairs of the Company, will communicate regularly with Mr. Yuan on matters relating to corporate governance, the Listing Rules as well as other laws and regulations which are relevant to the Company and its other affairs. Mr. Ip will work closely with, and provide assistance to, Mr. Yuan in the discharge of his duties as a joint company secretary, including organizing the Company's board meetings and shareholders' meetings.
- (4) Mr. Yuan will be assisted by Mr. Ip and will be appointed for an initial period of three years from the date of the proposed appointment of Mr. Yuan. Upon expiry of the three-year period, further evaluation of the qualifications and experience of Mr. Yuan and the need for on-going assistance would be made.

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rules 8.17 and 3.28 of the Listing Rules with respect to the appointment of Mr. Yuan as a joint company secretary of the Company for a period of three years commencing from the date of the said appointment (the "**Waiver Period**") on condition that the Company will continue to engage Mr. Ip, the other joint company secretary of the Company, who is able to fully comply with the requirements under Rule 3.28 of the Listing Rules, to assist Mr. Yuan so as to enable him to acquire the relevant experience to discharge the functions of a company secretary during the Waiver Period as required under Rule 3.28 of the Listing Rules (the "**Waiver**"). The Waiver will be revoked immediately when Mr. Ip ceases to be the joint company secretary of the Company. The Stock Exchange may withdraw or change the Waiver if the Company's situation changes.

Upon expiry of the Waiver Period, the Company will notify the Stock Exchange to re-visit the situation. The qualifications and experience of Mr. Yuan will be further evaluated by the Company. The Company will then endeavour to demonstrate to the Stock Exchange's satisfaction that Mr. Yuan, having had the benefit of Mr. Ip's assistance, has acquired "relevant experience" within the meaning of Note 2 to Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

By Order of the Board
Beijing Chunlizhengda Medical Instruments Co., Ltd.*
SHI Chunbao
Chairman

Beijing, the PRC, 31 August 2015

As of the date of this announcement, the executive Directors are Mr. Shi Chunbao, Ms. Yue Shujun, Mr. Zhang Zhendong, the non-executive Directors is Mr. Lin Yiming, and the independent non-executive Directors are Ms. Xu Hong, Mr. Tong Xiaobo and Mr. Cheung Ying Kwan.

* *For identification purposes only*