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**MINGYUAN MEDICARE DEVELOPMENT COMPANY LIMITED**

**銘源醫療發展有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 0233)**

**(1) VOTING RESULTS OF ANNUAL GENERAL MEETING**

**HELD ON 20 MAY 2016**

**(2) CHANGE OF DIRECTORS**

**AND CHANGE IN COMPOSITION OF BOARD COMMITTEE**

**(3) REMOVAL OF CHAIRMAN OF THE BOARD,**

**CHIEF EXECUTIVE OFFICER,**

**COMPANY SECRETARY, CHIEF FINANCIAL OFFICER**

**AND AUTHORISED REPRESENTATIVES**

**(4) APPOINTMENT OF CHAIRMAN OF THE BOARD,**

**COMPANY SECRETARY AND AUTHORISED REPRESENTATIVES**

**VOTING RESULTS OF ANNUAL GENERAL MEETING (THE “AGM”) HELD ON  
20 MAY 2016**

At the AGM of Mingyuan Medicare Development Company Limited (the “Company”) held on Friday, 20 May 2016, all the proposed resolutions as set out in the amended notice of AGM dated 3 May 2016 have been duly passed by the Shareholders by way of poll.

**CHANGE OF DIRECTORS AND CHANGE IN COMPOSITION OF BOARD  
COMMITTEE**

Upon conclusion of the AGM, Mr. Yao Yuan has been removed as an executive director of the Company; Mr. Kot Wang has retired as an executive director of the Company; Mr. Yu Ti Jun has been removed as a non-executive director of the Company; Mr. Chui Man Lung, Everett, Mr. Zhang Xiao Ming, Mr. Yao Liang and Mr. Yang Chun Bao have retired as independent non-executive directors of the Company.

\* For identification purpose only

Upon conclusion of the AGM, Mr. Lam Ping Cheung and Mr. Hui Yip Wing have been appointed as executive directors of the Company; Ms. Lam Yan Fong Flora has been appointed as a non-executive director of the Company; Mr. Lam Suk Ping, Ms. Hui Wai Man Shirley, Ms. Chan Mee Sze and Mr. Wong Anthony Chi-ho have been appointed as independent non-executive directors of the Company.

The board of directors of the Company (the “Board”) announces that Ms. Hui Wai Man Shirley has been appointed as the chairman, and Ms. Chan Mee Sze and Mr. Mr. Wong Anthony Chi-ho have been appointed as members of the audit committee of the Company; Mr. Lam Suk Ping has been appointed as the chairman, and Ms. Chan Mee Sze and Mr. Wong Anthony Chi-ho have been appointed as members of the remuneration committee of the Company; Mr. Lam Ping Cheung has been appointed as the chairman, and Ms. Chan Mee Sze and Mr. Wong Anthony Chi-ho have been appointed as members of the nomination committee of the Company with effect from 20 May 2016.

**REMOVAL OF CHAIRMAN OF THE BOARD, CHIEF EXECUTIVE OFFICER (THE “CEO”), COMPANY SECRETARY, CHIEF FINANCIAL OFFICER (THE “CFO”) AND AUTHORISED REPRESENTATIVES**

The Board announces that Mr. Yao Yuan has been removed as chairman of the Board, CEO and authorised representative of the Company, Mr. Wong Kwan Pui has been removed as CFO, company secretary and authorised representative of the Company with effect from 20 May 2016.

**APPOINTMENT OF CHAIRMAN OF THE BOARD, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVES**

The Board announces that Mr. Lam Ping Cheung has been appointed as chairman of the Board and authorised representative, and Ms. Chan Mei Yuk has been appointed as company secretary and authorised representative of the Company with effect from 20 May 2016.

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON 20 MAY 2016**

At the AGM of the Company held on Friday, 20 May 2016, all the proposed resolutions as set out in the amended notice of AGM dated 3 May 2016 have been duly passed by the Shareholders by way of poll.

Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as ascribed thereto in the circular of the Company dated 3 May 2016 issued by Greater Achieve Limited, a shareholder of the Company, on behalf of the Company pursuant to the Order of the Supreme Court of Bermuda dated 28 April 2016.

## Attendance at the AGM

As of the date of the AGM, the total number of the Shares in issue entitling the holder to attend and vote at the AGM was 4,383,892,800 Shares. Shareholders (in person or by proxy) holding an aggregate of 974,266,390 Shares, which represented approximately 22.22% of the total number of issued Shares, were present at the AGM.

There were no (i) Shares entitling the holders to attend and abstain from voting in favour of the proposed resolutions at the AGM in accordance with Rule 13.40 of the Listing Rules or (ii) shareholders of the Company that are required under the Listing Rules to abstain from voting at the AGM.

## Results of the AGM

The poll results in respect of all the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		No. of votes and percentage	
		For	Against
1	That Mr. Yao Yuan be removed as executive director of the Company with immediate effect.	972,796,390 (99.85%)	1,470,000 (0.15%)
2	That the retirement of Mr. Kot Wang from the office of executive director of the Company be confirmed and that he shall cease to be a director with immediate effect.	972,196,390 (99.79%)	2,070,000 (0.21%)
3	That Mr. Yu Ti Jun be removed as non-executive director of the Company with immediate effect.	972,196,390 (99.79%)	2,070,000 (0.21%)
4	That the retirement of Mr. Chui Man Lung, Everett from the office of independent non-executive of the Company be confirmed and that he shall cease to be a director with immediate effect.	972,196,390 (99.79%)	2,070,000 (0.21%)
5	That the retirement of Mr. Zhang Xiao Ming from the office of independent non-executive of the Company be confirmed and that he shall cease to be a director with immediate effect.	972,196,390 (99.94%)	600,000 (0.06%)
6	That the retirement of Mr. Yao Liang from the office of independent non-executive of the Company be confirmed and that he shall cease to be a director with immediate effect.	972,796,390 (99.85%)	1,470,000 (0.15%)

<b>ORDINARY RESOLUTIONS</b>		<b>No. of votes and percentage</b>	
		<b>For</b>	<b>Against</b>
7	That the retirement of Mr. Yang Chun Bao from the office of independent non-executive of the Company be confirmed and that he shall cease to be a director with immediate effect.	972,196,390 (99.85%)	1,470,000 (0.15%)
8	That Mr. Lam Ping Cheung be appointed as executive director of the Company with immediate effect.	972,196,390 (99.85%)	1,470,000 (0.15%)
9	That Mr. Hui Yip Wing be appointed as executive director of the Company with immediate effect.	972,796,390 (99.85%)	1,470,000 (0.15%)
10	That Mr. Lam Suk Ping be appointed as independent non-executive director of the Company with immediate effect.	972,796,390 (99.85%)	1,470,000 (0.15%)
11	That Ms. Hui Wai Man Shirley be appointed as independent non-executive director of the Company with immediate effect.	972,796,390 (99.85%)	1,470,000 (0.15%)
12	That Ms. Chan Mee Sze be appointed as independent non-executive director of the Company with immediate effect.	972,196,390 (99.85%)	1,470,000 (0.15%)
13	That Mr. Wong Anthony Chi-ho be appointed as independent non-executive director of the Company with immediate effect.	972,196,390 (99.85%)	1,470,000 (0.15%)
14	That Ms. Lam Yan Fong Flora be appointed as non-executive director of the Company with immediate effect.	972,196,390 (99.85%)	1,470,000 (0.15%)
15	That each executive director shall be entitled to receive by way of remuneration for his service HK\$30,000 per month.	972,196,390 (99.79%)	2,070,000 (0.21%)
16	That each independent non-executive director and non-executive director shall be entitled to receive by way of remuneration for his service HK\$10,000 per month.	972,196,390 (99.79%)	2,070,000 (0.21%)
17	That Crowe Horwath (HK) CPA Limited be appointed as auditors of the Company with immediate effect and the remuneration to be paid to Crowe Horwath be delegated to the Board of Director of the Company for determination.	974,266,390 (100.00%)	0 (0.00%)

As more than 50% of the votes were cast in favour of each of the resolutions, all resolutions have been duly passed as ordinary resolutions.

## **Scrutiny of Vote-counting**

Tricor Investor Services Limited was appointed as the scrutineer at the AGM for the purpose of the vote-taking.

## **CHANGE OF DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEE**

### **Removal and Retirement of Directors**

By the ordinary resolutions passed at the AGM and upon conclusion of the AGM, Mr. Yao Yuan has been removed and ceased to be an executive director of the Company; Mr. Kot Wang has retired and ceased to be an executive director of the Company, Mr. Yu Ti Jun has been removed and ceased to be a non-executive director of the Company; Mr. Chui Man Lung, Everett, Mr. Zhang Xiao Ming, Mr. Yao Liang and Mr. Yang Chun Bao have retired and ceased to be independent non-executive directors of the Company.

### **Appointment of Directors**

By the ordinary resolutions passed at the AGM and upon conclusion of the AGM, Mr. Lam Ping Cheung and Mr. Hui Yip Wing have been appointed as executive directors of the Company; Ms. Lam Yan Fong Flora has been appointed as a non-executive director of the Company; Mr. Lam Suk Ping, Ms. Hui Wai Man Shirley, Ms. Chan Mee Sze and Mr. Wong Anthony Chi-ho have been appointed as independent non-executive directors of the Company.

The directors are not appointed for a specific term but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Each executive director is entitled to receive by way of remuneration for his service HK\$30,000 per month and each independent non-executive director and non-executive director is entitled to receive by way of remuneration for his service HK\$10,000 per month. Such remunerations of the directors were proposed as ordinary resolutions of the Company and approved by the Shareholders at the AGM by way of poll.

### ***Mr. Lam Ping Cheung***

Mr. Lam Ping Cheung (“Mr. Lam”), aged 64, is a renowned solicitor in Hong Kong. Mr. Lam graduated from the Chinese University of Hong Kong and holds a bachelor degree in social science. He was qualified as a solicitor in Hong Kong in 1985. Mr. Lam was the founder and partner of Messrs. Lam & Co. (formerly known as Messrs. Andrew Lam & Co.), a law firm

in Hong Kong. Mr. Lam was appointed as an independent non-executive director of Golden Resources Development International Limited, a company listed on the Stock Exchange (stock code: 677) on 28 September 2011 and retired on 30 August 2012. He was appointed as an independent non-executive director of Enerchina Holdings Limited, a company listed on the Stock Exchange (stock code: 622) on 27 March 2012 and resigned on 20 May 2015.

Save as disclosed above, Mr. Lam did not hold any directorship in other listed companies in the last three years. As at the date of this announcement, Mr. Lam has not entered into any service contract with the Company. Mr. Lam is interested in 815,109,075 Shares, representing approximately 18.59% of the total issued share capital of the Company, held through Greater Achieve Limited, a company 100% held by Mr. Lam. Mr. Lam is not connected with any directors, senior management or other substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Lam has confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters that need to be brought to the attention of holders of securities of the Company.

***Mr. Hui Yip Wing***

Mr. Hui Yip Wing (“Mr. Hui”), aged 66, is an executive director at Joywood China Investment Limited and SRA Asia Limited. Mr. Hui earned a Master of Law Degree from City University of Hong Kong and has also been awarded Fellow Member of the University. Mr. Hui has held top leadership positions in a diverse spectrum of industries ranging from finance to fashion and property development. Mr. Hui did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

As at the date of this announcement, Mr. Hui does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company nor any interest in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO. As at the date of this announcement, Mr. Hui confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters that need to be brought to the attention of holders of securities of the Company.

***Mr. Lam Suk Ping***

Mr. Lam Suk Ping, aged 59, is an executive director of Dragonite International Limited, a company listed on the Stock Exchange (stock code:329). Mr. Lam Suk Ping holds a Master's Degree in Business Administration from the University of Hull and a Master's Degree in Corporate Governance from the Open University of Hong Kong. He has over 30 years of experience in auditing, finance and accounting, investment and business management. Save as the aforementioned, Mr. Lam Suk Ping did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

On 4 August 2010, Mr. Lam Suk Ping was publicly criticised by the Stock Exchange for his breach of the Declaration and Undertaking with regard to Directors given by him to the Stock Exchange in the form set out in Appendix 5b to the Listing Rules for failing to use his best endeavours to procure Mascotte Holdings Limited (presently known as "HengTen Networks Group Limited") in compliance with Rule 13.09 of the Listing Rules. Mr. Lam Suk Ping has completed the training on compliance and corporate governance matters for 24 hours and he has fully complied with the training requirement.

As at the date of this announcement, Mr. Lam Suk Ping does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company nor any interest in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO. As at the date of this announcement, Mr. Lam Suk Ping confirmed that save as disclosed above, there is no other information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no matters that need to be brought to the attention of holders of securities of the Company.

***Ms. Hui Wai Man Shirley***

Ms. Hui Wai Man Shirley ("Ms. Hui"), aged 49, is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries and has over 25 years of experience in public accounting and corporate finance. Ms. Hui is an independent non-executive director of Goldin Financial Holdings Limited, a company listed on the Stock Exchange (stock code: 530) and she is also the chairman of the audit committee and a member of the remuneration committee and the nomination committee of that company. Ms. Hui is a non-executive director and the chairman of the board of directors of Eco-Tek Holdings Limited, a company listed on the Stock Exchange (stock code: 8169). Ms. Hui was appointed

as independent non-executive director of Evergrande Health Industry Group Limited (formerly known as New Media Group Holdings Limited), a company listed on the Stock Exchange (stock code: 708) since January 2008 and she resigned in March 2015. Save as the aforementioned, Ms. Hui did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

As at the date of this announcement, Ms. Hui does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company nor any interest in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO. As at the date of this announcement, Ms. Hui confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no matters that need to be brought to the attention of holders of securities of the Company.

***Ms. Chan Mee Sze***

Ms. Chan Mee Sze (“Ms. Chan”), aged 41, is the managing director, chief executive officer and company secretary of Dragonite International Limited, a company listed on the Stock Exchange (Stock code: 329). Ms. Chan holds a Bachelor’s Degree in Laws from University of London and a Master’s Degree in Business Administration from University of Dundee. Ms. Chan is also a fellow member of The Hong Kong Institute of Company Secretaries with Practitioner’s Endorsement and a fellow member of The Institute of Chartered Secretaries and Administrators. Ms. Chan has over 15 years of experience in corporate administration and corporate finance. Save as the aforementioned, Ms. Chan did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

As at the date of this announcement, Ms. Chan does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company nor any interest in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO. As at the date of this announcement, Ms. Chan confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no matters that need to be brought to the attention of holders of securities of the Company.



***Mr. Wong Anthony Chi-ho***

Mr. Wong Anthony Chi-ho (“Mr. Wong”), aged 37, has over 11 years in the wine trading business. Mr. Wong holds a Bachelor’s Degree in Science from University of Toronto, majoring in Actuarial Science. Mr. Wong joined the wine trade industry in 2005 and he is now the managing director of a wine company. Mr. Wong did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

As at the date of this announcement, Mr. Wong does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company nor any interest in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO. As at the date of this announcement, Mr. Wong confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no matters that need to be brought to the attention of holders of securities of the Company.

***Ms. Lam Yan Fong Flora***

Ms. Lam Yan Fong Flora (“Ms. Lam”), aged 41, is a practicing solicitor in Hong Kong. Ms. Lam obtained a Bachelor’s Degree of Laws in 1999 and then completed the Postgraduate Certificate in Laws in 2001 both at The University of Hong Kong. Ms. Lam joined Messrs. Lam & Co. since 2007 as an assistant solicitor and is now a consultant of the firm. The working areas of Ms. Lam cover civil litigation, criminal litigation, conveyancing, insolvency, personal injury, intellectual property, family matters, employment and tax matters. Ms. Lam was an independent non-executive director of Eagle Ride Investment Holdings Limited, a company listed on the Stock Exchange (Stock code: 901), during the period from 20 October 2011 to 31 October 2013. She was also an independent non-executive director of Rentian Technology Holdings Limited, a company listed on the Stock Exchange (stock code: 885) during the period from 18 May 2007 to 30 April 2015. Ms. Lam was an independent non-executive director of Tack Fiori International Group Limited, a company listed on the Stock Exchange (stock code: 928) during the period from 15 August 2011 to 19 May 2014. Save as the aforementioned, Ms. Lam did not hold any directorship in any other listed public companies in Hong Kong or overseas in the last three years.

As at the date of this announcement, Ms. Lam does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company nor any interest in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO. As at the date of this announcement, Ms. Lam confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no matters that need to be brought to the attention of holders of securities of the Company.

### **Change in Composition of Board Committee**

The Board is pleased to announce that Ms. Hui Wai Man Shirley has been appointed as the chairman, and Ms. Chan Mee Sze and Mr. Mr. Wong Anthony Chi-ho have been appointed as members of the audit committee of the Company; Mr. Lam Suk Ping has been appointed as the chairman, and Ms. Chan Mee Sze and Mr. Wong Anthony Chi-ho have been appointed as members of the remuneration committee of the Company; Mr. Lam Ping Cheung has been appointed as the chairman, and Ms. Chan Mee Sze and Mr. Wong Anthony Chi-ho have been appointed as members of the nomination committee of the Company with effect from 20 May 2016.

### **REMOVAL OF CHAIRMAN OF THE BOARD, CEO, COMPANY SECRETARY, CFO AND AUTHORISED REPRESENTATIVES**

The Board announces that Mr. Yao Yuan has been removed as chairman of the Board, CEO and authorised representative of the Company, Mr. Wong Kwan Pui has been removed as CFO, company secretary and authorised representative of the Company with effect from 20 May 2016.

### **APPOINTMENT OF CHAIRMAN OF THE BOARD, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVES**

The Board is pleased to announce that Mr. Lam Ping Cheung has been appointed as chairman of the Board and authorised representative, and Ms. Chan Mei Yuk has been appointed as the company secretary and authorised representative of the Company with effect from 20 May 2016. Brief profile of Mr. Lam Ping Cheung is set out in the “CHANGE OF DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEE” section of this announcement. Ms. Chan Mei Yuk, aged 42, is a solicitor in Hong Kong. Ms. Chan Mei Yuk obtained her law degree from and completed the Postgraduate Certificate in Laws at City University of Hong Kong.

She joined Messrs Lam & Co in 2004 as an assistance solicitor and became a partner of the firm in 2014. Her practice covers a wide range of areas including civil litigation, commercial contracts, real property transactions, probate and tenancy disputes.

By Order of the Board  
**Mingyuan Medicare Development Company Limited**  
**LAM Ping Cheung**  
*Chairman*

Hong Kong, 20 May 2016

*As at the date of this announcement and upon conclusion of the AGM, the Board comprises (i) Mr. Lam Ping Cheung and Mr. Hui Yip Wing as executive Directors; (ii) Ms. Lam Yan Fong Flora as non-executive Directors; and (iii) Mr. Lam Suk Ping, Ms. Hui Wai Man Shirley, Ms. Chan Mee Sze and Mr. Wong Anthony Chi-ho as independent non-executive Directors.*