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**Town Health International Medical Group Limited**  
**康健國際醫療集團有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 3886)**

**POLL RESULTS OF THE SPECIAL GENERAL MEETING;  
AND  
APPOINTMENT OF EXECUTIVE DIRECTORS AND  
NON-EXECUTIVE DIRECTOR**

**POLL RESULTS OF THE SPECIAL GENERAL MEETING**

The Board announces that save for the resolutions numbered 1 to 9 which were not put forward for voting at the SGM, all other resolutions as set out in the SGM Notice were duly passed as ordinary resolutions of the Company by the Shareholders by way of poll at the SGM held on 12 January 2024.

**APPOINTMENT OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTOR**

The Board announces that, with effect from the conclusion of the SGM, (i) Mr. Liu Yang was appointed as a non-executive Director; and (ii) Ms. Zhang Xiaoxue and Mr. Liu Shiyin were appointed as executive Directors.

References are made to (i) the circular (“**Circular**”) of the Company dated 4 December 2023 in relation to the Proposed Removal and the Proposed Appointment to be approved by the Shareholders at the SGM held on 12 January 2024; (ii) the notice of the SGM (“**SGM Notice**”) dated 4 December 2023; (iii) the announcement (“**First Resignation Announcement**”) of the Company dated 15 December 2023 in relation to, among others, the resignation of Mr. Hung Hing Man as an independent non-executive Director and the withdrawal of resolution numbered 9 at the SGM; and (iv) the announcement (“**Second Resignation Announcement**”) of the Company dated 1 January 2024 in relation to, among others, (a) the resignations of Dr. Wong Chi Kit Nelson as an executive Director and the Chief Executive Officer, Dr. Wong Chun Wa, Mr. Ng Ting Chi, Ms. Yao Yuan and Ms. Lau Wai Yee, Susanna as executive Directors, and Mr. Ho Kwok Wah, George, *MH*, Mr. Chui Tsan Kit and Mr. Tang Chi Kong as independent non-executive Directors; and (b) the withdrawal of the resolutions numbered 1 to 8 at the SGM. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular, the SGM Notice, the First Resignation Announcement and the Second Resignation Announcement.

## **POLL RESULTS OF THE SPECIAL GENERAL MEETING**

The Board announces that save for the resolutions numbered 1 to 9 which were not put forward for voting at the SGM, all other resolutions as set out in the SGM Notice were duly passed as ordinary resolutions of the Company by the Shareholders by way of poll at the SGM held on 12 January 2024.

As at the date of the SGM, there were a total of 6,773,522,452 Shares in issue. No Shareholder has stated in the Circular that he/she/it intended to vote against or would abstain from voting in respect of any resolutions proposed at the SGM. To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, there was no Share entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the SGM and no Shareholder was required to abstain from voting on any of the resolutions proposed at the SGM. As such, there were a total of 6,773,522,452 Shares, representing 100% of the issued share capital of the Company as at the date of the SGM, entitling Shareholders to attend and vote for or against the resolutions proposed at the SGM.

Full text of the resolutions is set out in the SGM Notice. The poll results for those resolutions are as follows:

Ordinary resolutions		Number of Shares (Approximate %) (Note 1)	
		For	Against
1.	To remove Dr. Wong Chi Kit Nelson as executive director and chief executive officer of the Company with immediate effect upon passing of this resolution.	N/A (Note 2)	N/A (Note 2)
2.	To remove Ms. Lau Wai Yee, Susanna as executive director of the Company with immediate effect upon passing of this resolution.	N/A (Note 2)	N/A (Note 2)
3.	To remove Dr. Wong Chun Wa as executive director of the Company with immediate effect upon passing of this resolution.	N/A (Note 2)	N/A (Note 2)
4.	To remove Ms. Yao Yuan as executive director of the Company with immediate effect upon passing of this resolution.	N/A (Note 2)	N/A (Note 2)
5.	To remove Mr. Ng Ting Chi as executive director of the Company with immediate effect upon passing of this resolution.	N/A (Note 2)	N/A (Note 2)
6.	To remove Mr. Ho Kwok Wah, George as independent non-executive director of the Company with immediate effect upon passing of this resolution.	N/A (Note 2)	N/A (Note 2)
7.	To remove Mr. Chui Tsan Kit as independent non-executive director of the Company with immediate effect upon passing of this resolution.	N/A (Note 2)	N/A (Note 2)
8.	To remove Mr. Tang Chi Kong as independent non-executive director of the Company with immediate effect upon passing of this resolution.	N/A (Note 2)	N/A (Note 2)

Ordinary resolutions		Number of Shares (Approximate %) (Note 1)	
		For	Against
9.	To remove Mr. Hung Hing Man as independent non-executive director of the Company with immediate effect upon passing of this resolution.	N/A (Note 2)	N/A (Note 2)
10.	To appoint Mr. Liu Yang as non-executive director of the Company with immediate effect upon passing of this resolution.	2,804,765,254 (67.96%)	1,322,467,391 (32.04%)
11.	To appoint Ms. Zhang Xiaoxue as executive director of the Company with immediate effect upon passing of this resolution.	2,804,765,254 (67.96%)	1,322,467,391 (32.04%)
12.	To appoint Mr. Liu Shiyin as executive director of the Company with immediate effect upon passing of this resolution.	2,804,765,254 (67.96%)	1,322,467,391 (32.04%)

*Notes:*

- 1 The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the SGM in person, by authorised corporate representative or by proxy.
- 2 No poll was counted for this resolution.

As more than 50% of the votes were cast in favour of each of the above resolutions save for resolutions numbered 1 to 9 which were not put forward for voting at the SGM and thus no poll was counted therefor, all the above resolutions (other than resolutions numbered 1 to 9) were duly passed by the Shareholders as ordinary resolutions of the Company.

Tricor Tengis Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

All the Directors eligible to attend the SGM (except Mr. Yu Xuezhong and Mr. Chan Wai Kan) attended the SGM.

## **APPOINTMENT OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTOR**

The Board announces that, with effect from the conclusion of the SGM, (i) Mr. Liu Yang was appointed as a non-executive Director; and (ii) Ms. Zhang Xiaoxue and Mr. Liu Shiyin were appointed as executive Directors.

The biographical details of Mr. Liu Yang, Ms. Zhang Xiaoxue and Mr. Liu Shiyin are set out below:

### **(a) Mr. Liu Yang**

Mr. Liu Yang, aged 44. Mr. Liu Yang obtained a bachelor's degree in Economics from University of International Business and Economics (對外經濟貿易大學) in July 2002. Mr. Liu Yang is a non-practicing member of the Chinese Institute of Certified Public Accountants, a member of CPA Australia and has been awarded the professional designation of Certified Internal Auditor by The Institute of Internal Auditors.

Mr. Liu Yang has over 20 years of experience in equity investment, financial management and risk management. Mr. Liu Yang is currently the deputy general manager of China Life Private Equity Investment Company Limited ("**China Life Private Equity**"), and serves as a director and/or supervisor in several subsidiaries of China Life Private Equity. As of the date of this announcement, China Life Private Equity is a wholly-owned subsidiary of China Life Insurance (Group) Company (中國人壽保險(集團)公司) ("**CLIG**"), a substantial Shareholder (having the meaning ascribed to it in the Listing Rules).

Mr. Liu Yang worked in the audit department of KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合夥)) from August 2002 to March 2011, where he successively worked as auditor, assistant manager, manager, and senior manager. From March 2011 to May 2011, Mr. Liu Yang served as the chief financial officer in Beijing Yuanjing Hokay Sports Development Co., Ltd. (北京遠景浩泰體育發展有限公司). From May 2011 to February 2017, Mr. Liu Yang worked in China Mobile Finance Co., Ltd. (中國移動通信集團財務有限公司), where he successively held various positions including project manager in the special project preparatory group, project manager in the risk management department, deputy general manager, general manager, deputy general manager of the audit and compliance department and supervisor. Since February 2017, Mr. Liu Yang worked in China Life Private Equity, successively working as the chief director and the person in charge of the investment management center, the person in charge of the financial management center, management committee member, and deputy general manager.

From January 2021 to October 2022, Mr. Liu Yang served as a director in Goodwill E-Health Info Co., Ltd. (嘉和美康(北京)科技股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688246)); and from December 2020 to January 2022, Mr. Liu Yang served as a director in Dareway Software Co., Ltd. (山大地緯軟件股份有限公司)(a company listed on the Shanghai Stock Exchange (stock code: 688579)).

Mr. Liu Yang will enter into a letter of appointment with the Company as a non-executive Director for a term commencing from 12 January 2024 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Mr. Liu Yang will not be entitled to any remuneration from the Company in his capacity as a non-executive Director.

Save as disclosed above, as of the date of this announcement, Mr. Liu Yang (i) does not hold any other position with the Company or other members of the Group; (ii) does not hold any other major appointment and professional qualification; and (iii) did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the date of this announcement, Mr. Liu Yang (i) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (ii) does not have any interests in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”).

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Liu Yang as a non-executive Director that need to be brought to the attention of the Shareholders.

**(b) Ms. Zhang Xiaoxue**

Ms. Zhang Xiaoxue, aged 33. Ms. Zhang Xiaoxue obtained a master’s degree of Science in Finance (international money, finance and investment) from University of Durham in the United Kingdom in January 2014.

Ms. Zhang Xiaoxue has approximately 9 years of experience in equity investment, financial management and risk management. Ms. Zhang Xiaoxue is currently a deputy director of the investment management center in China Life Private Equity. As of the date of this announcement, China Life Private Equity is a wholly-owned subsidiary of CLIG, a substantial Shareholder (having the meaning ascribed to it in the Listing Rules).

Ms. Zhang Xiaoxue worked as an auditor in the audit department of KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合夥)) from October 2014 to October 2016. From October 2016 to August 2021, Ms. Zhang Xiaoxue worked in the transaction advisory department of KPMG Advisory (China) Limited (畢馬威企業諮詢(中國)有限公司), successively serving as assistant manager and manager. Since August 2021, Ms. Zhang Xiaoxue has worked in China Life Private Equity, successively serving as senior manager and deputy director of the investment management center.

Ms. Zhang Xiaoxue will enter into a letter of appointment with the Company as an executive Director for a term commencing from 12 January 2024 to 31 December 2024, and she will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Ms. Zhang Xiaoxue will not be entitled to any remuneration from the Company in her capacity as an executive Director.

Save as disclosed above, as of the date of this announcement, Ms. Zhang Xiaoxue (i) does not hold any other position with the Company or other members of the Group; and (ii) does not hold any other major appointment and professional qualification.

As at the date of this announcement, Ms. Zhang Xiaoxue (i) did not hold any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (iii) does not have any interests in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Ms. Zhang Xiaoxue as an executive Director that need to be brought to the attention of the Shareholders.

(c) **Mr. Liu Shiyin**

Mr. Liu Shiyin, aged 39. Mr. Liu Shiyin holds a master's degree in Business Administration from Tsinghua University (清華大學) and a doctoral degree in Law from Minzu University of China (中央民族大學). Mr. Liu Shiyin passed the securities practitioner qualification exam (證券從業人員資格考試) of the Securities Association of China (中國證券業協會).

Mr. Liu Shiyin has approximately 11 years of experience in equity investment. Mr. Liu Shiyin is currently an executive director in the department of healthcare investment in China Life Healthcare Investment Company Limited (國壽健康產業投資有限公司) ("**China Life Healthcare**"). As of the date of this announcement, China Life Healthcare is a wholly-owned subsidiary of CLIG, a substantial Shareholder (having the meaning ascribed to it in the Listing Rules). From February 2012 to February 2022, Mr. Liu Shiyin worked in CCB International (China) Limited (建銀國際(中國)有限公司) and successively served as investment manager in the investment banking department, assistant investment vice president in the business innovation department, and general manager of the strategic investment department. Since March 2022, Mr. Liu Shiyin has worked in China Life Healthcare, successively working as senior investment vice president and executive director in the department of healthcare investment.

Mr. Liu Shiyin will enter into a letter of appointment with the Company as an executive Director for a term commencing from 12 January 2024 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Mr. Liu Shiyin will not be entitled to any remuneration from the Company in his capacity as an executive Director.

Save as disclosed above, as of the date of this announcement, Mr. Liu Shiyin (i) does not hold any other position with the Company or other members of the Group; and (ii) does not hold any other major appointment and professional qualification.

As at the date of this announcement, Mr. Liu Shiyin (i) did not hold any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (iii) does not have any interests in any Shares within the meaning of Part XV of the SFO.



Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Liu Shiyin as an executive Director that need to be brought to the attention of the Shareholders.

The Board wishes to extend its warmest welcome to Mr. Liu Yang, Ms. Zhang Xiaoxue and Mr. Liu Shiyin on their new appointments as Directors.

By Order of the Board  
**Town Health International Medical Group Limited**  
**Kwok Chung On**  
*Company Secretary*

Hong Kong, 12 January 2024

*As at the date of this announcement, the executive Directors are Mr. Choi Ka Tsan Karson (Chairman and Chief Executive Officer), Dr. Fok Siu Wing Dominic, Ms. Zhang Xiaoxue and Mr. Liu Shiyin; the non-executive Directors are Ms. Lee Wai Ling Linda, Ms. Lau Suk Hing Clara, Mr. Liu Yang and Ms. Zhang Leidi; and the independent non-executive Directors are Mr. Yu Xuezhong, Dr. Xu Weiguo, Mr. Han Wenxin, Mr. Chan Wai Kan, Mr. Cheung Ka Ming and Mr. Tsui Wing Cheong Sammy.*