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## TOWN HEALTH INTERNATIONAL HOLDINGS COMPANY LIMITED

康健國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8138)**

### RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND APPOINTMENT OF NEW DIRECTOR

The Directors are pleased to announce that all the resolutions proposed in the notice of the extraordinary general meeting of the Company dated 20 January 2006 were duly passed by the Shareholders or the Independent Shareholders (as the case may be) at the extraordinary general meeting of the Company held on 7 February 2006.

Reference is made to the circular of Town Health International Holdings Company Limited (the “**Company**”) dated 20 January 2006 (the “**Circular**”) in relation to, among other things, the subscription of the convertible notes of Starbow Holdings Limited (“**Starbow**”) and the proposed appointment of new Director. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise specified herein.

#### RESULTS OF THE EGM

The Board is pleased to announce that all the resolutions proposed at the extraordinary general meeting of the Company (the “**EGM**”) held on 7 February 2006 were duly passed by the Shareholders or the Independent Shareholders (as the case may be). Such resolutions (collectively the “**Resolutions**”) are:

1. to approve the CN Subscription Agreement to be entered into between Top Act and Starbow in relation to the CN Subscription and all transactions contemplated thereunder (“**Resolution No. 1**”);
2. to approve the maximum number of Directors be fixed at twenty (20) and the Board be empowered from time to time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board within such number (“**Resolution No. 2**”);
3. to approve the appointment of Dr. Francis Choi Chee Ming as vice chairman and non-executive director of the Company (“**Resolution No. 3**”); and
4. to approve any one Director to do any acts or things or filings as may be necessary or incidental to effect the appointment of any Director (“**Resolution No. 4**”).

Except for Resolution 1 which required to be approved only by Independent Shareholders by way of a poll, all other resolutions were required to be approved by Shareholders by show of hands.

Details of the results in respect of Resolution 1 were as follows:

	<b>FOR Votes (%)</b>	<b>AGAINST Votes (%)</b>
Resolution No. 1	682,691,090 (100%)	Nil (0%)

As at the time of the EGM, there were a total of 4,996,593,528 Shares in issue and convertible bonds of an aggregate principal amount of HK\$40,000,000 entitling the holders thereof to exercise the conversion rights attached thereto at HK\$0.105 per conversion share, subject to adjustment, within 24 months after 29 September 2005, being the date of issue of the convertible bonds. Save as disclosed, there were no other outstanding options, warrants or securities convertible or exchangeable into Shares. The Board confirmed that Broad Idea and their respective associates, holding 2,548,379,451 Shares (representing approximately 51.0% of the issued share capital of the Company) at the time of the EGM, have abstained from voting on Resolution No. 1. Accordingly, only the Independent Shareholders holding a total of 2,448,214,077 Shares were entitled to attend and vote for or against Resolution No. 1 at the EGM. For the remaining resolutions proposed at the EGM, there were holders holding a total of 4,996,593,528 Shares entitled to attend and vote for or against such resolutions. There was no Share entitling Shareholders to attend and vote only against the Resolutions at the EGM.

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

The Board is also pleased to announce that, in addition to Resolution No. 1 which was duly passed by the Independent Shareholders by way of a poll at the EGM, all the other three Resolutions were duly passed by a majority of the Shareholders on a show of hands at the EGM.

## **APPOINTMENT OF NEW DIRECTOR**

Resolution No. 3 which was proposed for approving the appointment of Dr. Francis Choi Chee Ming as vice-chairman and non-executive director of the Company had been passed by the Shareholders at the EGM.

Dr. Choi shall hold office from the date of the relevant resolution being passed by the Shareholders at the EGM (i.e. 7 February 2006) until the next annual general meeting of the Company and shall be eligible for re-election. Dr. Choi does not have or is not proposed to have a service contract with the Company nor will he receive any remuneration from acting as a non-executive Director. In the event of termination of service between the Company and Dr. Choi, no termination notice nor compensation are required. Saved as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

Dr. Francis Choi Chee Ming, aged 60, holds a master degree in business administration from Newport University in the United States of America and a bachelor degree in business administration from Sussex College of Technology in the United Kingdom. He also holds a Ph.D in Business Management from Harbin Institute of Technology, the PRC. Dr. Choi is the chairman of Early Light International (Holdings) Ltd. and has extensive business interests in the manufacturing industry and the property sector. He is the Honorary President of the Toys Manufacturer's Association of Hong Kong, Honorary President of the

Hong Kong Young Industrialists Council and Council Member of the Hong Kong Polytechnic University. He is also a member of the National Committee of the Chinese People's Political Consultative Conference.

Dr. Francis Choi Chee Ming is a non-executive director and vice chairman of Regal Hotels International Holdings Limited (stock code: 78), the shares of which are listed on the main board of Stock Exchange. Except for the abovementioned, Dr. Francis Choi Chee Ming did not hold any directorship in other listed companies in the past three years. He did not hold any position in the Group.

Dr. Choi is the father of Ms. Choi Ka Yee, Crystal, the latter has been proposed to be appointed as an executive director of Starbow on the earliest day as permitted under the Takeovers Code. Dr. Choi and Mr. Cho Kwai Chee, the chairman of the Company, owns 49.9% and 50.1% beneficial interest in Broad Idea, respectively. Broad Idea is the controlling shareholder of the Company interested in 2,548,379,451 Shares (or an approximately 51% shareholding in the Company) for the purposes of Part XV of the SFO. As Broad Idea is beneficially owned by Mr. Cho Kwai Chee as to 50.1% and Dr. Choi as to 49.9%, Dr. Choi is deemed to be interested in the 2,548,379,451 Shares under Part XV of the SFO. Save as disclosed, Dr. Francis Choi Chee Ming is not connected with any other director, senior management or substantial or controlling shareholder of the Company.

The Board would like to welcome Dr. Choi's participation into the management of the Company.

On behalf of the board of  
**Town Health International Holdings Company Limited**  
**Cho Kwai Chee**  
*Chairman*

Hong Kong, 7 February 2006

*As at the date of this announcement, the executive Directors are Mr. Cho Kwai Chee, Mr. Cho Kwai Yee, Kevin and Mr. Fung Yiu Tong, Bennet; the non-executive Director is Dr. Francis Choi Chee Ming; and the independent non-executive Directors are Mr. Chan Kam Chiu, Mr. Wai Kwok Hung and Mr. Ho Kwok Wah, George.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief that: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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