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中國 9 號 健康 產業 有限 公司
China Jiu hao Health Industry Corporation Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

- (1) COMPLETION OF THE SUBSCRIPTIONS;**
- (2) RESIGNATION OF DIRECTORS;**
- (3) APPOINTMENT OF DIRECTORS;**
- (4) RESIGNATION AND APPOINTMENT OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER;**
- (5) CHANGE OF MEMBERS OF THE COMMITTEES OF THE BOARD;**
- AND**
- (6) CHANGE OF AUTHORIZED REPRESENTATIVE**

COMPLETION OF THE SUBSCRIPTIONS

The Board is pleased to announce that all Closing Conditions of the Subscription Agreements as set out in the section headed “Conditions of the Subscriptions” in the Circular have been fulfilled (save that the condition of “Completion of Disposal” has been waived by Huayi Brothers, Tencent and Confidex), and Closing took place on 5 February 2016.

RESIGNATION OF DIRECTORS

As set out in the Circular, the Board announces that (i) Mr. Zhang Changsheng has resigned as an executive Director and the vice chairman of the Company; (ii) Mr. Tian Suning, Edward has resigned as a non-executive Director of the Company and (iii) Mr. Hugo Shong has resigned as a non-executive Director of the Company, all with effect from 5 February 2016.

APPOINTMENT OF DIRECTORS

The Board has proposed three nominees of Huayi Brothers, namely Mr. Wang Zhongjun, Mr. Wang Zhonglei, Ms. Wang Dongmei and two nominees of Tencent, namely Mr. Lau Seng Yee and Mr. Lin Haifeng, to be appointed as executive Directors (together, the **“Incoming Directors”**). The above appointments of the Incoming Directors were approved by the Board on 5 February 2016 in accordance with the Company’s Articles of Association and their appointments have taken effect from 5 February 2016.

RESIGNATION AND APPOINTMENT OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

Mr. Yuen has ceased to be the chairman of the Board and the chief executive officer of the Company. The Board announces that Mr. Wang Zhongjun will be appointed as the chairman of the Board and the chief executive officer of the Company, and Mr. Lau Seng Yee will be appointed as the vice chairman of the Board. All of the aforementioned changes have taken effect from 5 February 2016.

CHANGE OF MEMBERS OF THE COMMITTEES OF THE BOARD

Following the resignation of Mr. Zhang Changsheng as the executive Director and vice chairman of the Company, Mr. Zhang Changsheng has ceased to be a member of the executive committee of the Company (the **“Executive Committee”**) and the strategic committee of the Company (the **“Strategic Committee”**).

Mr. Yuen has also ceased to be the chairman of (i) the Executive Committee; (ii) the Strategic Committee; (iii) the nomination committee of the Company (the **“Nomination Committee”**); and (iv) the corporation governance committee of the Company (the **“Corporate Governance Committee”**), and a member of the remuneration committee of the Company (the **“Remuneration Committee”**).

The Board announces that Mr. Wang Zhongjun has been appointed as the chairman of (i) the Executive Committee; (ii) the Strategic Committee; (iii) the Corporate Governance Committee; and (iv) the Nomination Committee and a member of the Remuneration Committee.

The Board further announces that Mr. Lau Seng Yee has been appointed as a member of (i) the Executive Committee and (ii) the Strategic Committee.

CHANGE OF AUTHORIZED REPRESENTATIVE

Mr. Zhang Changsheng ceased to be an authorised representative of the Company under Rule 3.05 of the Listing Rules (“**Authorized Representative**”) and Mr. Wang Zhonglei has been appointed as an Authorized Representative, both with effect from 5 February 2016.

Reference is made to the circular of China Jiu hao Health Industry Corporation Limited (the “**Company**”) dated 14 January 2016 in relation to the subscriptions of shares and application for whitewash waiver (the “**Circular**”) and the announcement of the Company dated 1 February 2016 in relation to the poll results of the EGM held on 1 February 2016 and the grant of whitewash waiver on 29 January 2016. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

COMPLETION OF THE SUBSCRIPTIONS

The Board is pleased to announce that all Closing Conditions of the Subscription Agreements as set out in the section headed “Conditions of the Subscriptions” in the Circular have been fulfilled (save that the condition of “Completion of Disposal” has been waived by Huayi Brothers, Tencent and Confidex), and Closing took place on 5 February 2016.

Pursuant to the Subscription Agreements, a total of 6,837,619,860 Subscription Shares have been duly allotted and issued to the Investors in accordance with the Subscription Agreements. Accordingly, immediately after the Closing, there are 13,498,106,577 Shares in issue.

The following table sets out the effects on the shareholding structure of the Company immediately before and after Closing:

Existing Shareholders	Name of Subscribers	Existing	Existing	Number of	As a % of	Enlarged	As a % of
		number of issued Shares (As at the date of this announcement and immediately before Closing)	% of Shareholding		issued Shares	existing issued Shares	enlarged number of Shares (At Closing)
Mr. Yuen ¹	–	1,976,492,607	29.67%	–	–	1,976,492,607	14.64%
Mr. Zhang Changsheng	–	20,000,000	0.30%	–	–	20,000,000	0.15%
Mr. Tian Suning, Edward	–	195,951,534	2.94%	–	–	195,951,534	1.45%
Mr. Chu Yuguo	–	2,000,000	0.03%	–	–	2,000,000	0.01%
–	Huayi Brothers	–	–	2,452,447,978	36.82%	2,452,447,978	18.17%
–	Tencent	–	–	2,116,251,467	31.77%	2,116,251,467	15.68%
–	Sub total of Concert Group	–	–	4,568,699,445	68.59%	4,568,699,445	33.85%
Public							
–	Confidex	–	–	691,882,675	10.39%	691,882,675	5.13%
–	Key Ability	–	–	600,118,893	9.01%	600,118,893	4.45%
–	Lofty Rainbow	–	–	610,675,788	9.17%	610,675,788	4.52%
–	Merit New	–	–	366,243,059	5.50%	366,243,059	2.71%
Other public Shareholders	–	4,466,042,576	67.06%	–	–	4,466,042,576	33.09%
Sub-total	–	4,466,042,576	67.06%	2,268,920,415	34.07%	6,734,962,991	49.90%
Total	–	6,660,486,717	100.00%	6,837,619,860	102.66%	13,498,106,577	100.00%

¹ Mr. Yuen is deemed to be interested in 1,976,492,607 Shares (29.67%) legally owned by his wholly-owned corporations namely Rich Public Limited (139,492,607 Shares, 2.09%) and Smart Concept Enterprise Limited (1,837,000,000 Shares, 27.58%).

RESIGNATION OF DIRECTORS

As set out in the Circular, the Board announces that (i) Mr. Zhang Changsheng has resigned as an executive Director and the vice chairman of the Company; (ii) Mr. Tian Suning, Edward has resigned as a non-executive Director of the Company and (iii) Mr. Hugo Shong has resigned as a non-executive Director of the Company, all with effect from 5 February 2016.

Each of Mr. Zhang Changsheng, Mr. Tian Suning, Edward and Mr. Hugo Shong confirms that none of them has any disagreement with the Board and that they are not aware of any matter in relation to their resignation that needs to be brought to the attention of the Shareholders of the Company.

The Board wishes to take this opportunity to express its gratitude to Mr. Zhang Changsheng, Mr. Tian Suning, Edward and Mr. Hugo Shong for their valuable contribution to the Company during their tenures of office.

APPOINTMENT OF DIRECTORS

The Board has proposed three nominees of Huayi Brothers, namely Mr. Wang Zhongjun, Mr. Wang Zhonglei, Ms. Wang Dongmei and two nominees of Tencent, namely Mr. Lau Seng Yee and Mr. Lin Haifeng, to be appointed as executive Directors (together, the “**Incoming Directors**”). The above appointments of the Incoming Directors were approved by the Board on 5 February 2016 in accordance with the Company’s Articles of Association and their appointments have taken effect from 5 February 2016. The biographical details of the Incoming Directors are set out below:

EXECUTIVE DIRECTORS

Mr. Wang Zhongjun

Mr. Wang Zhongjun (王忠軍), executive director, chairman of the Board and chief executive officer, aged 55, Master of Mass Media from the State University of New York, USA. Mr. Wang Zhongjun had worked as a press-photographer for the Press of China Administration of Goods and Materials, a manager of the advertising department of China Yongle Cultural Development Co., Ltd., the general manager of Beijing Huayi Brothers Advertising Co., Ltd., and the chairman of Beijing Huayi Brothers Film Investment Co., Ltd. He has been serving as the chairman and director of Huayi Brothers Media Corporation, a substantial shareholder of the Company and a company listed on the Shenzhen Stock Exchange (SZSE: 300027) (“**Huayi Brothers Media Corporation**”). He had served as the vice-chairman and a director of Ourpalm Co., Ltd, a company listed on the Shenzhen Stock Exchange (SZSE: 300315) and resigned in October 2013. Mr. Wang Zhongjun is the brother of Mr. Wang Zhonglei, another Incoming Director.

Mr. Wang Zhonglei

Mr. Wang Zhonglei (王忠磊), executive director, aged 45, college degree from Beijing Youth Politics College. Mr. Wang Zhonglei had served for China Mechanical and Electrical Equipment Corporation, and worked as the chief executive officer of Beijing Huayi Exhibition & Advertising Company, the vice-general manager of Beijing Huayi Brothers Advertising Co., Ltd. and the general manager of Beijing Huayi Brothers Film Investment Co., Ltd. He has been serving as the vice-chairman and general manager of Huayi Brothers Media Corporation (a substantial shareholder of the Company) and as a non-executive director of Guru Online (Holdings) Limited, a company listed on the GEM Board of the Hong Kong Stock Exchange (Stock Code: 8121). Mr. Wang Zhonglei is also serving as a director of Huayi Brothers International Limited, a wholly-owned subsidiary of Huayi Brothers Media Corporation (a substantial shareholder of the Company). Mr. Wang Zhonglei is the brother of Mr. Wang Zhongjun, another Incoming Director.

Ms. Wang Dongmei

Ms. Wang Dongmei (王冬梅), executive director, aged 39, Master of Laws from China University of Political Science and Law. Ms. Wang Dongmei had worked as a paralegal in Duebound Law Firm, the legal counsellor of TOM Group International Limited Beijing Office and the legal manager of Eastdawn Digital Technology Co., Ltd. She is serving as the legal director of Huayi Brothers Media Corporation (a substantial shareholder of the Company).

Mr. Lau Seng Yee

Mr. Lau Seng Yee (劉勝義), executive director and vice chairman of the Board, aged 49. Mr. Lau joined Tencent Holdings Limited, a substantial shareholder of the Company and a company listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 700) (“**Tencent Holdings Limited**”), in 2006 and oversees Tencent Online Media Group (“**OMG**”) which includes Tencent Media, Tencent Video, Tencent Weibo, Tencent Weishi and a diversity of mobile media products such as Tencent News and Tencent Portfolio. His main mission is to build OMG into a world-class media company. As a seasoned professional with more than 20 years of experience in the media and marketing industry, Mr. Lau is an actively sought-after industry opinion leader in the area of digital economy, internet trends, and digital marketing. In addition to regular appearances at various global signature media events such as BoAo Forum for Asia, Mr. Lau also speaks at multiple executives programs of Harvard Business School, Stanford University and Oxford University. In 2015, Mr. Lau was appointed as an Adjunct Professor in the prestigious Fudan University in China.

In 2011, Mr. Lau was honoured globally as “The World’s 21 Most Influential People in Marketing and Media” by New York based Advertising Age. In 2015, Mr. Lau received another global award when he was announced as “Media Person of the Year” by Cannes Lion Festival of Creativity in France, making him the first recipient from China that received such recognition. In 2014, Mr. Lau has been appointed an Honorary Ambassador to the City of Brisbane, Australia to recognize his contribution as, in the words of Brisbane’s Lord Mayor, “a world leading global entrepreneur.” In 2015, Mr. Lau was handpicked as a member of the Harvard Business School’s Asia-Pacific Advisory Board (APAB).

Mr. Lau is currently an employee of a wholly-owned subsidiary of Tencent Holdings Limited (a substantial shareholder of the Company).

Mr. Lin Haifeng

Mr. Lin Haifeng (林海峰), executive director, aged 39, Bachelor of Engineering from Zhejiang University and a MBA from the Wharton School of the University of Pennsylvania. Mr. Lin is serving as the general manager of the merger and acquisitions department of Tencent Holdings Limited (a substantial shareholder of the Company) and he has strong experience in investment, strategy and finance for 13 years. Since joining Tencent Holdings Limited in 2010, Mr. Lin has led investment initiatives in e-commerce, internet finance, media and content areas, solidifying Tencent Holdings Limited’s endeavor in building a healthy ecosystem. Prior to joining Tencent Holdings Limited, Mr. Lin held various senior positions in finance, strategy, and operating management at Microsoft and Nokia.

Mr. Lin is currently an employee of a wholly-owned subsidiary of Tencent Holdings Limited (a substantial shareholder of the Company).

As at the date of this announcement, none of the Incoming Directors has entered into a service contract with the Company. All of the Incoming Directors will enter into a service contract with the Company, for a term of 3 years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. The remuneration (which may include Director’s fee, additional service compensation and discretionary bonus) of the Incoming Directors will be determined by the remuneration committee of the Company with reference to the prevailing market conditions and the prospective roles and responsibilities of the relevant Incoming Director in the Company.

As at the date of this announcement, save as disclosed in their biographies above, each of the Incoming Directors:

- (a) has not held any other directorships in any other listed public companies in the last three years and does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company;

- (b) does not have any interests in shares 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);
- (c) does not hold any other position in the Company or any of its subsidiaries; and
- (d) has no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders of the Company in relation to her/his appointment as a Director.

RESIGNATION AND APPOINTMENT OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

Mr. Yuen has ceased to be the chairman of the Board and the chief executive officer of the Company. The Board announces that Mr. Wang Zhongjun will be appointed as the chairman of the Board and the chief executive officer of the Company, and Mr. Lau Seng Yee will be appointed as the vice chairman of the Board. All of the aforementioned changes have taken effect from 5 February 2016.

CHANGE OF MEMBERS OF THE COMMITTEES OF THE BOARD

Following the resignation of Mr. Zhang Changsheng as the executive Director and vice chairman of the Company, Mr. Zhang Changsheng has ceased to be a member of the executive committee of the Company (the “**Executive Committee**”) and the strategic committee of the Company (the “**Strategic Committee**”).

Mr. Yuen has also ceased to be the chairman of (i) the Executive Committee; (ii) the Strategic Committee; (iii) the nomination committee of the Company (the “**Nomination Committee**”); and (iv) the corporation governance committee of the Company (the “**Corporate Governance Committee**”), and a member of the remuneration committee of the Company (the “**Remuneration Committee**”).

The Board announces that Mr. Wang Zhongjun has been appointed as the chairman of (i) the Executive Committee; (ii) the Strategic Committee; (iii) the Corporate Governance Committee; and (iv) the Nomination Committee and a member of the Remuneration Committee.

The Board further announces that Mr. Lau Seng Yee has been appointed as a member of (i) the Executive Committee and (ii) the Strategic Committee.

All of the aforementioned changes of members of the committees of the Board shall take effect from 5 February 2016.

With effect from Closing, the composition of the committees of the Board will be as follows:

Committee of the Board	Composition
Audit Committee	Mr. Yuen Kin (<i>chairman</i>); Dr. Wong Yau Kar David BBS, JP; Mr. Chu Yuguo
Nomination Committee	Mr. Wang Zhongjun (<i>chairman</i>); Dr. Wong Yau Kar David BBS, JP; Mr. Chu Yuguo
Remuneration Committee	Dr. Wong Yau Kar David BBS, JP (<i>chairman</i>); Mr. Wang Zhongjun; Mr. Yuen Kin
Corporate Governance Committee	Mr. Wang Zhongjun (<i>chairman</i>); Mr. Yuen Kin; Mr. Chu Yuguo
Executive Committee	Mr. Wang Zhongjun (<i>chairman</i>); Mr. Lau Seng Yee
Strategic Committee	Mr. Wang Zhongjun (<i>chairman</i>); Mr. Lau Seng Yee

CHANGE OF AUTHORIZED REPRESENTATIVE

Mr. Zhang Changsheng ceased to be an authorised representative of the Company under Rule 3.05 of the Listing Rules (“**Authorized Representative**”) and Mr. Wang Zhonglei has been appointed as an Authorized Representative, both with effect from 5 February 2016.

By order of the board of directors
China Jiu hao Health Industry Corporation Limited
WANG Zhongjun
Chairman

Hong Kong, 5 February 2016

As at the date of this announcement, the Board comprises (immediately after the change of Directors as stated in this announcement):

*Executive directors: Mr. WANG Zhongjun (Chairman), Mr. LAU Seng Yee (Vice Chairman);
Mr. WANG Zhonglei, Mr. LIN Haifeng, Ms. WANG Dongmei, Mr. YUEN Hoi Po*

*Independent non-executive directors: Dr. WONG Yau Kar David, BBS, JP, Mr. YUEN Kin,
Mr. CHU Yuguo*

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.