

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement and make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED**  
**大健康國際集團控股有限公司**

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

**(Stock Code: 2211)**

**CHANGE OF CHIEF EXECUTIVE OFFICER;  
CHANGE OF DIRECTORS; AND  
CHANGE IN THE COMPOSITION OF  
REMUNERATION COMMITTEE**

The Board announces the following changes, with effect from 23 March 2017:

- (1) Mr. Chu Chuanfu has resigned as an executive Director, the CEO and a member of the Remuneration Committee;
- (2) Mr. Jin Dongtao has been appointed as the CEO;
- (3) Mr. Sun Libo has been appointed as an executive Director; and
- (4) Mr. Jin Dongkun has been appointed as a member of the Remuneration Committee.

This announcement is made by Universal Health International Group Holding Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51 (2) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

## **RESIGNATION OF AN EXECUTIVE DIRECTOR, CHIEF EXECUTIVE OFFICER AND A MEMBER OF THE REMUNERATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company announces that Mr. Chu Chuanfu (“**Mr. Chu**”) has resigned as the Chief Executive Officer of the Company (the “**CEO**”), an executive Director and a member of the remuneration committee of the Company (the “**Remuneration Committee**”) with effect from 23 March 2017 for rehabilitation.

The Board is not aware of any matters relating to the resignation of Mr. Chu that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”). Mr. Chu has confirmed that he has no disagreement with the Board and that there are no other matters that need to be brought to the attention of the Shareholders in connection with his resignation. The Board would like to express its gratitude to Mr. Chu for his effort and invaluable contribution to the Company during his terms of services.

## **APPOINTMENT OF CHIEF EXECUTIVE OFFICER**

The Board is pleased to announce that Mr. Jin Dongtao, the Chairman of the Board and an executive Director, has been appointed as the CEO, with effect from 23 March 2017.

Mr. Jin Dongtao, aged 48, was appointed as the Chairman of the Board and an executive Director on 12 March 2012. Mr. Jin is one of the co-founders of the Group and has been chairman of the Group since its inception in June 1998. He has substantial experience in the pharmaceutical retail and distribution sector and is responsible for setting the strategic vision, direction and goals of the Group.

Mr. Jin Dongtao has over 23 years of experience in the pharmaceutical distribution industry and marketing.

Other experience:

- 2010 – September 2014: chairman of the Heilongjiang Alliance of Pharmaceutical Retailers\* (黑龍江藥店聯盟)
- 2012 – present: vice chairman of the China Medical Pharmaceutical Material Association\* (中國醫藥物資協會)

Education:

- July 1991: graduated from Jiamusi United Workers University\* (佳木斯聯合職工大學)
- December 2010: obtained a Master’s degree in Business Administration in a programme run by United Business Institutes

Mr. Jin Dongtao received the National Enterprise Management Specialist Award by the China National Management Specialist Centre\* (中華人民共和國人事部全國人才流動中心) in 2006. He is qualified as a practicing pharmacist in China. He has not held any directorships in any publicly listed company over the past three years.

Mr. Jin Dongtao will enter into a service contract with the Company in respect of his appointment as the CEO commencing on 23 March 2017 for an initial term of 3 years. The remuneration to which Mr. Jin Dongtao is entitled in respect of his appointment as the CEO will be determined at a later stage.

Mr. Jin Dongtao is the settlor, protector and a beneficiary of a discretionary trust pursuant to a trust deed dated 6 November 2013 with Credit Suisse Trust Limited acting as trustee, which holds the entire issued share capital of Global Health Century International Group Limited (“**Global Health**”) through 1969 JT Limited. Global Health holds the entire issued share capital of Asia Health Century International Inc. (“**Asia Health**”), which holds 562,014,953 shares in the Company and rights of first refusal derived from the agreement in respect of a disposal of shares of the Company entered into between Zhongrong International Trust Co., Ltd. in respect of 398,000,000 shares as purchaser and Asia Health as vendor dated 28 January 2016. Further, 1,434,000 shares are held by Ms. Chen Xiaoyan, the spouse of Mr. Jin Dongtao. Accordingly, Mr. Jin Dongtao is deemed to be interested in such shares and Mr. Jin Dongtao is beneficially interested in 3,368,000 shares.

Mr. Jin Dongtao is the elder brother of Mr. Jin Dongkun, an executive Director and vice chairman of the Company.

Save as disclosed above, the Company considers that in relation to the appointment of Mr. Jin Dongtao as the CEO, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51 (2) (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

### **Deviation from A.2.1 of Corporate Governance Code**

Under code provision A.2.1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, the roles of chairman and CEO should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and CEO should be clearly established and set out in writing. Although the responsibility of chairman and the responsibility of CEO are vested in Mr. Jin Dongtao, all major decisions are made in consultation with the other Directors and the senior management of the Company. The Board considers that there is sufficient balance of power and the said arrangement maintains a strong management position of the Company.

## APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Sun Libo (“**Mr. Sun**”) has been appointed as an executive Director with effect from 23 March 2017.

The biographical details of Mr. Sun are set out as follows:

Mr. Sun, aged 44, has been the Deputy General Manager of the Group since 2011. He has extensive experience and qualifications in pharmacy.

Other experience:

- 1993 – 2005: Qiqihar Second Pharmaceutical Co., Ltd.\* (齊齊哈爾第二製藥有限公司) with the last position held as Department Head of Administration
- 2006 – 2010: Heilongjiang Jintian Aixin Pharmaceutical Distribution Co., Ltd.\* (黑龍江省金天愛心醫藥經銷有限公司), a wholly-owned subsidiary of the Company, with the last position held as Deputy General Manager of the Administration Department

Education:

- 1992 – 1995: graduated from Qiqihar Medical University in Pharmacy

Qualification:

- 2005: Qualified Medical Engineer issued by the then Heilongjiang Human Resources Bureau, the PRC

Mr. Sun will enter into a service contract with the Company in respect of his appointment as an executive Director commencing on 23 March 2017 for a term of 3 years. He will be entitled to a monthly director fee of HK\$10,000 which is recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities and the prevailing market conditions. Mr. Sun is subject to retirement and re-election at next general meeting in accordance with the articles of association of the Company (the “**Articles**”). Mr. Sun will hold office until the next general meeting of the Company and will be eligible for re-election at such general meeting in accordance with the Articles.

As at the date of this announcement, Mr. Sun does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Sun does not hold, and has not held, any other positions within the Group and does not have any relationship with any Directors, substantial or controlling Shareholders, or senior management of the Company. Save as disclosed above, Mr. Sun did not hold any

directorship in other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, the Company considers that in relation to the appointment of Mr. Sun as the executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51 (2) (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

The Board would like to express its warmest welcome to Mr. Sun on his joining the Board.

### **CHANGE OF COMPOSITION OF REMUNERATION COMMITTEE**

Mr. Chu has resigned as a member of the Remuneration Committee, and Mr. Jin Dongkun, the Vice Chairman of the Board and an executive Director, has been appointed as a member of the Remuneration Committee with effect from 23 March 2017.

\* *English translation for indication purpose only*

By order of the Board  
**Universal Health International Group Holding Limited**  
**Jin Dongtao**  
*Chairman*

Hong Kong, 23 March 2017

*As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Jin Dongtao, Mr. Jin Dongkun, Mr. Zhao Zehua and Mr. Sun Libo; and three independent non-executive Directors, namely, Mr. Cheng Sheung Hing, Ms. Chiang Su Hui Susie and Ms. Hao Jia.*