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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)

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING;**
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND
INDEPENDENT NON-EXECUTIVE DIRECTORS;
(4) RENAMING OF TITLES OF DIRECTORS;
(5) APPOINTMENT OF DEPUTY CHAIRPERSON
AND
(6) CHANGE IN COMPOSITION OF AUDIT COMMITTEE,
REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed at the AGM held on 1 June 2015.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that, with effect from the conclusion of the AGM, Mr. Chan Kam Chiu retired as an independent non-executive Director.

APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board also announces that, with effect from the conclusion of the AGM, (i) Ms. Fang Haiyan has been appointed as a non-executive Director; (ii) Mr. Chen Jinhao has been appointed as a non-executive Director; (iii) Mr. Yu Xuezhong has been appointed as an independent non-executive Director; and (iv) Ms. Li Mingqin has been appointed as an independent non-executive Director.

RENAMING OF TITLES OF DIRECTORS

The Board also announces that, with effect from 1 June 2015, (i) the title of Dr. Cho Kwai Chee, an executive Director, has been renamed from the executive vice chairman of the Company to the executive deputy chairman of the Company with his responsibilities remaining unchanged; and (ii) the title of Dr. Choi Chee Ming, *GBS, JP*, a non-executive Director, has been renamed from the vice-chairman of the Company to the deputy chairman of the Company with his responsibilities remaining unchanged.

APPOINTMENT OF DEPUTY CHAIRPERSON

The Board also announces that, with effect from the conclusion of the AGM, Ms. Fang Haiyan, a non-executive Director, has been appointed as the Deputy Chairperson.

CHANGE IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board also announces that, with effect from the conclusion of the AGM, (i) Mr. Chan Kam Chiu ceased to be the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee; (ii) Mr. Wong Seung Ming ceased to be a member of the Remuneration Committee; (iii) Mr. Ho Kwok Wah, George ceased to be the chairman of the Nomination Committee and has been appointed as the chairman of the Audit Committee and remains as a member of the Nomination Committee; (iv) Mr. Wong Tat Tung, *MH* has been appointed as the chairman of the Nomination Committee; (v) Mr. Lee Chik Yuet has been appointed as a member of the Nomination Committee and the Remuneration Committee; (vi) Mr. Yu Xuezhong has been appointed as a member of the Audit Committee and the Remuneration Committee; and (vii) Ms. Li Mingqin has been appointed as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Reference is made to the circular (“**Circular**”) of Town Health International Medical Group Limited dated 27 April 2015 in relation to the proposals for appointment of directors, re-election of retiring directors and grant of general mandates to issue shares and to repurchase shares. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all the resolutions as set out in the notice convening the AGM (“**AGM Notice**”) were duly passed as ordinary resolutions of the Company by the Shareholders by way of poll at the AGM held on 1 June 2015.

As at the date of the AGM, there were a total of 7,469,631,786 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 AGM. To the best of the Directors’ knowledge, information and belief 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 AGM and no Shareholder was required to abstain from voting on any of the resolutions proposed at the AGM. As such, there were a total of 7,469,631,786 Shares, representing 100% of the total Shares in issue as at the date of the AGM, entitling Shareholders to attend and vote for or against the resolutions proposed at the AGM.

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

Ordinary resolutions		Number of Shares (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company, the report of the directors and the independent auditor’s report for the year ended 31 December 2014.	5,403,325,077 (100.0000%)	0 (0.0000%)
2.	To declare a final dividend of HK0.33 cent per Share for the year ended 31 December 2014.	5,403,325,077 (100.0000%)	0 (0.0000%)

Ordinary resolutions		Number of Shares (%)	
		For	Against
3.	To re-elect the following retiring Directors:		
	(a) Mr. Lee Chik Yuet as an executive Director.	5,400,300,147 (99.9440%)	3,024,930 (0.0560%)
	(b) Mr. Wai Kwok Hung, <i>SBS, JP</i> as an independent non-executive Director.	5,401,066,708 (99.9582%)	2,258,369 (0.0418%)
	(c) Dr. Hui Ka Wah, Ronnie, <i>JP</i> as an executive Director.	5,401,167,898 (99.9601%)	2,157,179 (0.0399%)
	(d) Mr. Wong Seung Ming as an executive Director.	5,393,573,544 (99.8195%)	9,751,533 (0.1805%)
	(e) Mr. Wong Tat Tung, <i>MH</i> as an independent non-executive Director.	5,401,225,898 (99.9612%)	2,099,179 (0.0388%)
	(f) Dr. Ip Chun Heng, Wilson as an executive Director.	5,400,300,147 (99.9440%)	3,024,930 (0.0560%)
4.	To authorise the Board to fix the Directors' remuneration.	5,402,461,326 (99.9840%)	863,751 (0.0160%)
5.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorise the Board to fix their remuneration.	5,403,267,077 (99.9989%)	58,000 (0.0011%)
6.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the existing Shares in issue as described in resolution no. 6 of the AGM Notice.	5,350,342,402 (99.0194%)	52,982,675 (0.9806%)
7.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the existing Shares in issue as described in resolution no. 7 of the AGM Notice.	5,403,325,077 (100.0000%)	0 (0.0000%)
8.	To add the nominal amount of repurchased Shares to the general mandate granted to the Directors under resolution no. 6 above as described in resolution no. 8 of the AGM Notice.	5,352,441,581 (99.0583%)	50,883,496 (0.9417%)

Ordinary resolutions		Number of Shares (%)	
		For	Against
9.	To appoint Ms. Fang Haiyan as a non-executive Director.	5,400,244,147 (99.9430%)	3,080,930 (0.0570%)
10.	To appoint Mr. Chen Jinhao as a non-executive Director.	5,400,244,147 (99.9430%)	3,080,930 (0.0570%)
11.	To appoint Mr. Yu Xuezhong as an independent non-executive Director.	5,403,325,077 (100.0000%)	0 (0.0000%)
12.	To appoint Ms. Li Mingqin as an independent non-executive Director.	5,401,225,898 (99.9612%)	2,099,179 (0.0388%)

Note: 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 AGM in person, by authorized corporate representative or by proxy.

As more than 50% of the votes were cast in favour of the resolutions proposed at the AGM, the resolutions 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 AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that, due to other business commitments which require more of his dedications, Mr. Chan Kam Chiu (“**Mr. Chan**”) did not offer himself for re-election as an independent non-executive Director at the AGM and retired as an independent non-executive Director with effect from the conclusion of the AGM.

Mr. Chan has confirmed that he has no disagreement with the Board and that he is not aware of any matter in connection with his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to thank Mr. Chan for his valuable contribution and services during his tenure of office.

APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board also announces that, with effect from the conclusion of the AGM, (i) Ms. Fang Haiyan (“**Ms. Fang**”) has been appointed as a non-executive Director; (ii) Mr. Chen Jinhao (“**Mr. Chen**”) has been appointed as a non-executive Director; (iii) Mr. Yu Xuezhong (“**Mr. Yu**”) has been appointed as an independent non-executive Director; and (iv) Ms. Li Mingqin (“**Ms. Li**”) has been appointed as an independent non-executive Director, as approved in the relevant ordinary resolutions as set out in the AGM Notice. The biographical details of each of them are set out in the paragraph headed “Biographical Details of Ms. Fang, Mr. Chen, Mr. Yu and Ms. Li” below.

RENAMING OF TITLES OF DIRECTORS

The Board also announces that, with effect from 1 June 2015, (i) the title of Dr. Cho Kwai Chee, an executive Director, has been renamed from the executive vice chairman of the Company to the executive deputy chairman of the Company with his responsibilities remaining unchanged; and (ii) the title of Dr. Choi Chee Ming, *GBS, JP*, a non-executive Director, has been renamed from the vice-chairman of the Company to the deputy chairman of the Company with his responsibilities remaining unchanged.

APPOINTMENT OF DEPUTY CHAIRPERSON

The Board also announces that, with effect from the conclusion of the AGM, Ms. Fang, a non-executive Director, has been appointed as the deputy chairperson of the Company (“**Deputy Chairperson**”).

CHANGE IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board also announces that, with effect from the conclusion of the AGM, (i) Mr. Chan ceased to be the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee; (ii) Mr. Wong Seung Ming ceased to be a member of the Remuneration Committee; (iii) Mr. Ho Kwok Wah, George ceased to be the chairman of the Nomination Committee and has been appointed as the chairman of the Audit Committee and remains as a member of the Nomination Committee; (iv) Mr. Wong Tat Tung, *MH* has been appointed as the chairman of the Nomination Committee; (v) Mr. Lee Chik Yuet has been appointed as a member of the Nomination Committee and the Remuneration Committee; (vi) Mr. Yu has been appointed as a member of the Audit Committee and the Remuneration Committee; and (vii) Ms. Li has been appointed as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

BIOGRAPHICAL DETAILS OF MS. FANG, MR. CHEN, MR. YU AND MS. LI

Set out below are the biographical details of Ms. Fang, Mr. Chen, Mr. Yu and Ms. Li:

(a) Ms. Fang

Ms. Fang, aged 48, obtained a master degree in economics at Renmin University of China (中國人民大學) in 1993 and a doctoral degree in economics at the same university in 1998.

Ms. Fang joined China Life Insurance Company Limited (中國人壽保險股份有限公司), whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 2628), in 1998. Since May 2013, Ms. Fang has been serving as the general manager of the Business Department of China Life Insurance (Group) Company (中國人壽保險(集團)公司), where she is responsible for the management and development of the group's business and the development and quality control of the insurance services provided by subsidiaries of the group.

Save as disclosed above, as at the date of this announcement, Ms. Fang does not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the date of this announcement, Ms. Fang does not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. As at the date of this announcement, Ms. Fang does not hold any position with the Company or other members of the Group.

As at the date of this announcement, Ms. Fang is not interested in any Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Ms. Fang and the Company, Ms. Fang has been appointed as the Deputy Chairperson and a non-executive Director for a period from 1 June 2015 to 31 December 2016, subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. In accordance with such letter of appointment, Ms. Fang is not entitled to any director's fee.

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

(b) Mr. Chen

Mr. Chen, aged 34, graduated from the Sun Yat-Sen University (中山大學) with a bachelor of Science degree in Mathematics in June 2001 and obtained a MBA degree from the University of Wales, Cardiff (now known as Cardiff University) in 2003.

Mr. Chen has over eight years of experience in equity investment and management. Mr. Chen worked as an executive director of the investment department of BOCGI Zheshang Investment Fund Management Co., Ltd. (中銀投資浙商產業基金管理有限公司) from 2010 to 2013. He has been an associate director at China Life Investment Holding Company Limited (國壽投資控股有限公司) since 2014.

Save as disclosed above, as at the date of this announcement, Mr. Chen does not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the date of this announcement, Mr. Chen does not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. As at the date of this announcement, Mr. Chen does not hold any position with the Company or other members of the Group.

As at the date of this announcement, Mr. Chen is not interested in any Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Chen and the Company, Mr. Chen has been appointed as a non-executive Director for a period from 1 June 2015 to 31 December 2016, subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. In accordance with such letter of appointment, Mr. Chen is not entitled to any director's fee.

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

(c) Mr. Yu

Mr. Yu, aged 57, graduated from The Fourth Military Medical University (第四軍醫大學) in 1984. He obtained a master degree in medicine from 中國協和醫科大學 (the English translation for identification purpose only is “China Union Medical University”) (now known as Peking Union Medical College (北京協和醫學院)) in 1991.

Mr. Yu is currently an assistant to the medical superintendent, a professor in emergency medicine and a supervisor of the emergency medicine division of Peking Union Medical College Hospital (北京協和醫院). He is also the chairman of 中國醫師協會急診醫學分會 (the English translation for identification purpose only is “The Society of Emergency Medicine of Chinese Medical Doctor Association”) and the chairman of 中華醫學會急診醫學分會 (the English translation for identification purpose only is “The Society of Emergency Medicine of Chinese Medical Association”). Mr. Yu has profound knowledge and extensive experience in teaching, scientific research and clinical experience in emergency medicine.

Save as disclosed above, as at the date of this announcement, Mr. Yu does not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the date of this announcement, Mr. Yu does not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. As at the date of this announcement, Mr. Yu does not hold any position with the Company or other members of the Group.

As at the date of this announcement, Mr. Yu is not interested in any Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Yu and the Company, Mr. Yu has been appointed as an independent non-executive Director for a period from 1 June 2015 to 31 December 2016, subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. In accordance with such letter of appointment, Mr. Yu is entitled to a director’s fee of HK\$10,000 per month during the term of his appointment which was determined based on the responsibilities of Mr. Yu with the Company, the Company’s remuneration policy and the prevailing market conditions.

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

(d) Ms. Li

Ms. Li, aged 56, graduated from 北京中醫學院 (the English translation for identification purpose only is “Beijing College of Traditional Chinese Medicine”) (now known as Beijing University of Chinese Medicine (北京中醫藥大學)) with a Bachelor Degree in 1982. She obtained the lecturer qualifications from 北京中醫學院 (the English translation for identification purpose only is “Beijing College of Traditional Chinese Medicine”) (now known as Beijing University of Chinese Medicine (北京中醫藥大學)) in 1988.

Ms. Li has worked at the China-Japan Friendship Hospital (中日友好醫院) and 北京中醫學院 (the English translation for identification purpose only is “Beijing College of Traditional Chinese Medicine”) (now known as Beijing University of Chinese Medicine (北京中醫藥大學)), where she engaged in the teaching of medicines, R&D of new medicines and medicines management.

Ms. Li is currently a director of Beijing Tide Pharmaceutical Co., Ltd. (北京泰德製藥股份有限公司) and 正大邵陽骨傷科醫院 (the English translation for identification purpose only is “Chia Tai Shaoyang Orthopedic Hospital”). She has been appointed as an executive director of Sino Biopharmaceutical Limited (中國生物製藥有限公司) (“SBL”), whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1177), since 20 April 2015. She is also the vice president of SBL and has joined SBL and its subsidiaries since 1997. She is principally responsible for the investment affairs of SBL and its subsidiaries. She has 32 years of experience in the pharmaceutical industry.

Save as disclosed above, as at the date of this announcement, Ms. Li does not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the date of this announcement, Ms. Li does not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meanings ascribed to them in the Listing Rules) of the Company. As at the date of this announcement, Ms. Li does not hold any position with the Company or other members of the Group.

As at the date of this announcement, Ms. Li is not interested in any Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Ms. Li and the Company, Ms. Li has been appointed as an independent non-executive Director for a period from 1 June 2015 to 31 December 2016, subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. In accordance with such letter of appointment, Ms. Li is entitled to a director's fee of HK\$10,000 per month during the term of her appointment which was determined based on the responsibilities of Ms. Li with the Company, the Company's remuneration policy and the prevailing market conditions.

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

By order of the Board
Town Health International Medical Group Limited
Lee Chik Yuet
Director

Hong Kong, 1 June 2015

As at the date of this announcement, the executive Directors are Miss Choi Ka Yee, Crystal (Chairperson), Dr. Cho Kwai Chee (Executive Deputy Chairman), Dr. Hui Ka Wah, Ronnie, JP (Chief Executive Officer), Dr. Ip Chun Heng, Wilson, Mr. Lee Chik Yuet, Dr. Chan Wing Lok, Brian and Mr. Wong Seung Ming (Chief Financial Officer); the non-executive Directors are Dr. Choi Chee Ming, GBS, JP (Deputy Chairman), Ms. Fang Haiyan (Deputy Chairperson) and Mr. Chen Jinhao; and the independent non-executive Directors are Mr. Ho Kwok Wah, George, Mr. Wai Kwok Hung, SBS, JP, Mr. Wong Tat Tung, MH, Mr. Yu Xuezhong and Ms. Li Mingqin.