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Hospital Corporation of China Limited

弘和仁愛醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3869)

ANNOUNCEMENT OF

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON FRIDAY, MAY 26, 2017; AND (2) CHANGES IN DIRECTORS

Poll results of the annual general meeting

Reference is made to the notice of the annual general meeting (the “**AGM**”) of Hospital Corporation of China Limited (the “**Company**”) dated April 25, 2017 (the “**AGM Notice**”). Unless the context requires otherwise, terms used herein shall have the same meanings as in the AGM Notice.

The board of directors (the “**Board**”) of the Company is pleased to announce that at the annual general meeting of the Company held on Friday, May 26, 2017, all the proposed resolutions as set out in the AGM Notice were approved by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditors for the year ended 31 December 2016.	9,967,200 (100%)	0 (0%)
2.	To re-elect directors as follows:		
(a).	To re-elect Mr. Zhang Xiaopeng as an executive Director.	9,967,400 (100%)	0 (0%)
(b).	To re-elect Mr. Lu Wenzuo as an executive Director.	9,967,400 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
(c).	To re-elect Mr. Zhao John Huan as a non-executive Director.	9,967,400 (100%)	0 (0%)
3.	To appoint directors as follows:		
(a).	To appoint Ms. Liu Lu as a non-executive Director.	9,967,400 (100%)	0 (0%)
(b).	To appoint Ms. Wang Nan as a non-executive Director.	9,967,400 (100%)	0 (0%)
4.	To authorise the board of directors to fix the directors' remuneration.	9,967,400 (100%)	0 (0%)
5.	To re-appoint PricewaterhouseCoopers as auditors and to authorise the board of directors to fix their remuneration.	9,967,400 (100%)	0 (0%)
6.	To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares as at the date of passing this resolution.	9,967,200 (100%)	0 (0%)
7.	To grant a general mandate to the directors to allot, issue and deal with unissued shares of the Company not exceeding 20% of the total number of issued shares as at the date of passing this resolution.	9,967,200 (100%)	0 (0%)
8.	To extend the general mandate granted to the directors to allot, issue and deal with unissued shares of the Company by adding thereto the shares to be repurchased by the Company under resolution no.7 above.	9,967,200 (100%)	0 (0%)

Notes:

- (a) The number and percentage of votes are based on the total number of shares voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As all of the votes were cast in favour of each of the resolutions numbered 1 to 8, all resolutions were duly passed as ordinary resolutions.
- (c) As at the date of the AGM, the total number of issued shares of the Company was 138,194,000 shares.
- (d) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 138,194,000 Shares.
- (e) There were no shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (f) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.

- (g) The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

Changes in Directors

Retirement of non-executive Directors and member of the Audit Committee

Reference was made to the circular of the Company dated April 25, 2017 (the “**Circular**”) relating to, among others, Mr. Yuan Bing (“**Mr. Yuan**”) and Mr. Lin Tun (“**Mr. Lin**”), both being non-executive Directors who did not offer themselves for re-election at the AGM due to their other commitments and hence retired from office as non-executive Directors upon conclusion of the AGM. Mr. Yuan also ceased to be a member of the Audit Committee on the same day.

Mr. Yuan and Mr. Lin have confirmed that they had no disagreement with the Board and there are no matters relating to their retirement that need to be brought to the attention of the shareholders of the Company. The Board would like to express its sincere gratitude to Mr. Yuan and Mr. Lin for their valuable contributions to the Company during their tenures of office.

Appointment of non-executive Directors and member of the Audit Committee

As set out above, the ordinary resolutions no. 3(a) and 3(b) were approved at the AGM. Accordingly, Ms. Liu Lu (“**Ms. Liu**”) and Ms. Wang Nan (“**Ms. Wang**”) have been elected as non-executive Directors at the AGM. The Board has appointed Mr. Lin Sheng as a member of the Audit Committee, effective from the conclusion of the AGM. The Board further announces that the Company's audit committee consists of three Directors, including Mr. Zhou Xiangliang as the chairman, and Mr. Shi Luwen and Mr. Lin Sheng as members.

For the biographical and remuneration details of Ms. Liu and Ms. Wang, please refer to the Circular. For the biographical and remuneration details of Mr. Lin Sheng, please refer to the annual report of the Company dated April 24, 2017.

Ms. Liu and Ms. Wang have entered into appointment letters with the Company for an initial term of one year commencing from May 26, 2017, the date on which approvals were obtained from the AGM, terminable by either party by giving not less than three months' notice in writing. The appointment letters and their terms shall be automatically renewed for an additional year upon the end of term, subject to a maximum term of three years. Ms. Liu and Ms. Wang are subject to retirement by rotation and re-election at least once every three years at the AGM in accordance with the provisions of the articles of association of the Company. Ms. Liu and Ms. Wang will not receive any remuneration for acting as non-executive Directors.

Saved as disclosed in the Circular, as at the date of this announcement, Ms. Liu and Ms. Wang (i) did not hold any directorship in other listed public companies in the last three years and had no other connections with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (ii) did not have any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong).

Save as disclosed in the Circular, as at the date of this announcement, there is no other information in relation to the appointment of Ms. Liu or Ms. Wang that shall be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange nor any matters which need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its warmest welcome to Ms. Liu and Ms. Wang.

By order of the Board
Hospital Corporation of China Limited
Zhang Xiaopeng
Executive Director and Chief Executive Officer

Hong Kong, May 26, 2017

As at the date of this announcement, the directors of the Company are Mr. ZHANG Xiaopeng and Mr. LU Wenzuo being the executive directors; Mr. ZHAO John Huan, Mr. LIN Sheng, Ms. LIU Lu and Ms. WANG Nan being the non-executive directors; Ms. CHEN Xiaohong, Mr. SHI Luwen and Mr. ZHOU Xiangliang being the independent non-executive directors.