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## **金威医疗集团有限公司**

Good Fellow Healthcare Holdings Limited

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

**(Stock Code: 8143)**

### **(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) RE-DESIGNATION OF NON-EXECUTIVE DIRECTOR; AND (3) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

#### **(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that with effect from 4 October 2019, Mr. Lau has been appointed as an independent non-executive Director.

#### **(2) RE-DESIGNATION OF NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that with effect from 4 October 2019, Dr. Liu has been re-designated as a non-executive Director.

### **(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that with effect from 4 October 2019, the composition of the Board committees has been changed as follows:

#### **Audit Committee**

Mr. Lau has been appointed as a member of the Audit Committee. Dr. Liu has resigned as a member of the Audit Committee. Ms. Wong remains as the chairlady of the Audit Committee, Dr. Lam remains as a member of the Audit Committee.

#### **Remuneration Committee**

Mr. Lau has been appointed as a member of the Remuneration Committee. Dr. Liu has resigned as a member of the Remuneration Committee. Ms. Wong remains as the chairlady of the Remuneration Committee. Mr. Zheng and Dr. Lam remain as members of the Remuneration Committee.

#### **Nomination and Corporate Governance Committee**

Mr. Lau has been appointed as a member of the Nomination and Corporate Governance Committee. Dr. Liu has resigned as a member of the Nomination and Corporate Governance Committee. Mr. Ng remains as the chairman of the Nomination and Corporate Governance Committee. Dr. Jiang, Ms. Wong and Dr. Lam remain as members of the Nomination and Corporate Governance Committee.

### **(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Good Fellow Healthcare Holdings Limited (the “**Company**”) is pleased to announce that, with effect from 4 October 2019, Mr. Lau Tak Kei Arthur (“**Mr. Lau**”) has been appointed as an independent non-executive Director.

The biographical details of Mr. Lau are set out below.

Mr. Lau, aged 38, obtained a bachelor degree of laws from The London School of Economics and Political Science and a master of economics from The University of Hong Kong. He is licenced to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Mr. Lau has over 15 years of experience spanning hedge fund, private equity and investment banking in Asia. He is the co-founder and currently a partner of Ark Pacific Capital Management, a multi-strategy alternative asset manager focusing in Greater China. He was investment director of Elliott Advisors (HK) Ltd (“**Elliott**”), the Asian arm of Elliott Associates, a global multi-strategy hedge fund. During his tenure at Elliott, he was responsible for investments across asset classes including publicly-listed securities, private equity, structured credit, real estate and fund-of-funds investments in China, Hong Kong and South East Asia. Prior to this, he worked as an investment banker at Citigroup in the Technology, Media & Telecom team running a wide range of mergers and acquisitions and corporate finance transactions. He began his career at JPMorgan’s investment banking division in Hong Kong. Mr. Lau is also a member of the Beijing Municipal Committee of the Chinese People’s Political Consultative Conference.

On 4 October 2019, Mr. Lau has entered into a letter of appointment with the Company for a term of one year, pursuant to which Mr. Lau shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the articles of association of the Company. Mr. Lau is entitled to a director’s fee of HK\$10,000 per month which was determined by arm’s length negotiation between Mr. Lau and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, Mr. Lau does not hold any other positions with the Company or its subsidiaries, nor other major appointments and professional qualifications, nor has he held any directorships in other listed public companies in the past three years. Mr. Lau does not have any relationship with any of the directors, senior management, substantial or controlling shareholders of the Company; and he does not have any interests in the shares or underlying shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed, as at the date of this announcement, there was no other information relating to Mr. Lau that is required to be disclosed pursuant to any of the requirements of Rule 17.50(2) (h) to (v) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and there was no other matter in relation to the appointment of Mr. Lau which needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to take this opportunity to express its warmest welcome to Mr. Lau for joining the Company.

## (2) REDESIGNATION OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that, with effect from 4 October 2019, Dr. Liu Chenli (“**Dr. Liu**”) has been re-designated as a non-executive Director.

The biographical details of Dr. Liu is as follows:

Dr. Liu, aged 39, was appointed as an independent non-executive Director on 9 July 2018. He graduated from the University of Hong Kong with a degree of doctor of philosophy in 2011. Dr. Liu is a professor of Shenzhen Institute of Advanced Technology, Chinese Academy of Sciences and specialized in Synthetic Biology Engineering Research. Dr. Liu was an independent non-executive director of Sunway International Holdings Limited (stock code: 58), a company listed on the Main Board of the Stock Exchange for the period from 29 May 2015 to 9 May 2017 and was re-designated as a non-executive director with effect from 10 May 2017.

On 4 October 2019, the Company entered into a new letter of appointment with Dr. Liu for a term of one year with effect from 4 October 2019, pursuant to which Dr. Liu shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the articles of association of the Company. Dr. Liu is entitled to a director’s fee of HK\$10,000 per month which is determined by arm’s length negotiation between Dr. Liu and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, Dr. Liu does not hold any other positions with the Company or its subsidiaries, nor other major appointments and professional qualifications, nor has he held any directorships in other listed public companies in the past three years. Dr. Liu does not have any relationship with any of the directors, senior management, substantial or controlling shareholders of the Company; and he does not have any interests in the shares or underlying shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed, as at the date of this announcement, there was no other information relating to Dr. Liu that is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there was no other matter in relation to the re-designation of Dr. Liu which needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its welcome to Dr. Liu for taking up the new position within the Board.

### (3) CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that with effect from 4 October 2019, the composition of the Board committees has been changed as follows:

#### **Audit Committee**

Mr. Lau has been appointed as a member of the audit committee of the Company (the “**Audit Committee**”). Dr. Liu has resigned as a member of the Audit Committee. Ms. Wong Ka Wai, Jeanne (“**Ms. Wong**”) remains as the chairlady of the Audit Committee, Dr. Lam Huen Sum (“**Dr. Lam**”) remains as a member of the Audit Committee.

#### **Remuneration Committee**

Mr. Lau has been appointed as a member of the remuneration committee of the Company (the “**Remuneration Committee**”). Dr. Liu has resigned as a member of the Remuneration Committee. Ms. Wong remains as the chairlady of the Remuneration Committee. Mr. Zheng Gang (“**Mr. Zheng**”) and Dr. Lam remain as members of the Remuneration Committee.

#### **Nomination and Corporate Governance Committee**

Mr. Lau has been appointed as a member of the nomination and corporate governance committee of the Company (the “**Nomination and Corporate Governance Committee**”). Dr. Liu has resigned as a member of the Nomination and Corporate Governance Committee. Mr. Ng Chi Lung (“**Mr. Ng**”) remains as the chairman of the Nomination and Corporate Governance Committee. Dr. Jiang Tao (“**Dr. Jiang**”), Ms. Wong and Dr. Lam remain as members of the Nomination and Corporate Governance Committee.

By order of the Board  
**Good Fellow Healthcare Holdings Limited**  
**Ng Chi Lung**  
*Chairman and executive Director*

Hong Kong, 4 October 2019

*As at the date of this announcement, the Board comprises Mr. Ng Chi Lung, Dr. Jiang Tao and Mr. Zheng Gang as executive Directors; Dr. Liu Chenli as a non-executive Director; and Ms. Wong Ka Wai, Jeanne, Dr. Lam Huen Sum and Mr. Lau Tak Kei Arthur as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes 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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

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