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**PHOENIX  
HEALTHCARE  
GROUP**  
鳳凰醫療集團

**Phoenix Healthcare Group Co. Ltd**

**鳳凰醫療集團有限公司**

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

**(Stock code: 1515)**

## **VOLUNTARY ANNOUNCEMENT**

### **CHANGE IN SHAREHOLDING STRUCTURE OF CONTROLLING SHAREHOLDERS**

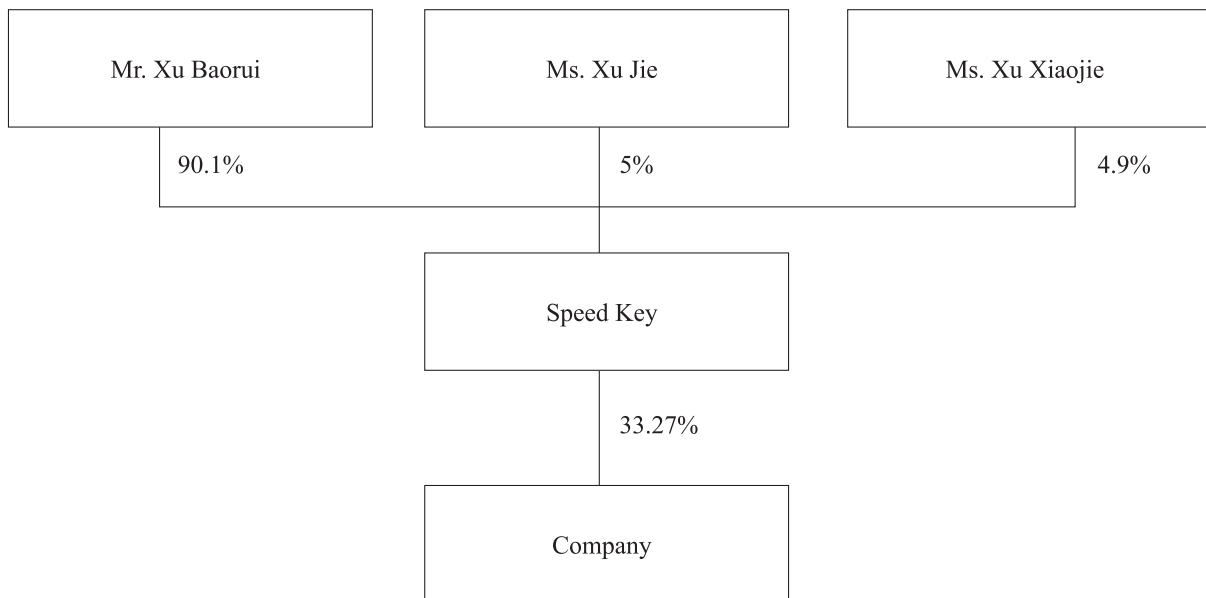
The Board hereby announces that it has been informed by the Controlling Shareholders that on 15 May 2015 (after trading hours), 13,868,000 Shares and 13,590,640 Shares were transferred from Speed Key to Ms. Xu Jie and Ms. Xu Xiaojie respectively. Meanwhile, 50 shares and 49 shares in the capital of Speed Key were respectively transferred from Ms. Xu Jie and Ms. Xu Xiaojie to Mr. Xu Baorui.

Immediately before the said change, Speed Key held 277,360,000 Shares, representing approximately 33.27% of the total issued share capital of the Company while Speed Key was held as to 90.1%, 5% and 4.9% by Mr. Xu Baorui, Ms. Xu Jie and Ms. Xu Xiaojie respectively. Immediately upon completion of the said change, Speed Key, Ms. Xu Jie and Ms. Xu Xiaojie hold 29.97%, 1.66% and 1.63% of the total issued share capital of the Company respectively while Speed Key is wholly owned by Mr. Xu Baorui.

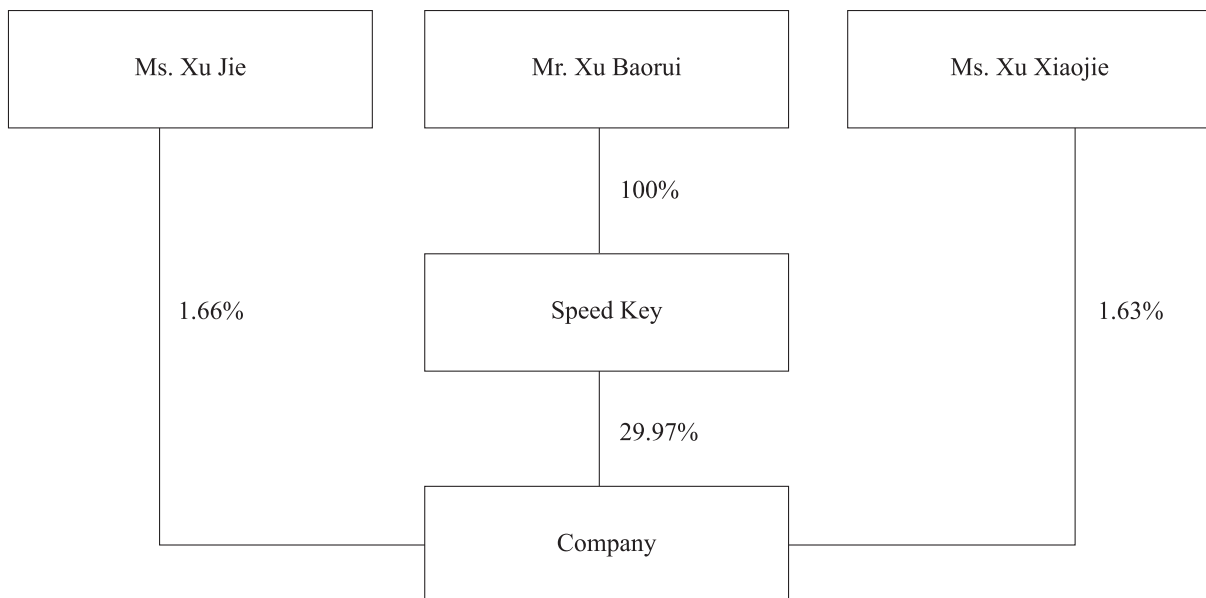
## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the simplified shareholding structures of the Company immediately before and after the change in the shareholding structure of the Controlling Shareholders:

### Simplified shareholding structure of the Company immediately before the change in shareholding structure of the Controlling Shareholder:



### Simplified shareholding structure of the Company immediately after the change in shareholding structure of the Controlling Shareholders:



## **PURPOSE OF THE CHANGE IN SHAREHOLDING STRUCTURE**

Ms. Xu Jie is the founder the Group and executive Director of the Company, Ms. Xu Xiaojie is Ms. Xu Jie's daughter, while Mr. Xu Baorui is the father of Ms. Xu Jie and the grandfather of Ms. Xu Xiaojie. The change in the shareholding structure of the Controlling Shareholders is merely an intra-family arrangement to facilitate the individual investment planning and wealth management of each of Mr. Xu Baorui, Ms. Xu Jie and Ms. Xu Xiaojie. The said change is only private arrangement where there is no intention to transfer any actual control from the Controlling Shareholders to any third party.

Upon completion of the said change, Ms. Xu Jie will remain as an executive Director of the Company and the Group will operate under the same management.

## **DEFINITIONS**

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings:

“Board”	the board of Directors of the Company
“Company”	Phoenix Healthcare Group Co. Ltd, a company incorporated in the Cayman Islands with limited liability on 28 February 2013 and the shares of which are listed on the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, and in the context of the Company, means, Ms. Xu Jie, Ms. Xu Xiaojie, Mr. Xu Baorui and Speed Key or any one of them
“Director(s)”	directors of the Company or any one of them
“Group”	collectively, the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Shares”	ordinary shares of HK\$0.00025 each in the share capital of the Company
“Speed Key”	Speed Key Limited, a limited liability company incorporated in the British Virgin Islands on 30 January 2013

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

By Order of the Board  
**Phoenix Healthcare Group Co. Ltd**  
**LIANG Hongze**  
*Chairman*

Hong Kong, 15 May 2015

*As at the date of this announcement, the Board comprises Mr. LIANG Hongze, Ms. XU Jie, Mr. ZHANG Xiaodan, Mr. XU Zechang and Mr. JIANG Tianfan, as executive directors; Mr. YANG Huisheng and Mr. RUI Wei, as non-executive directors; and Mr. KWONG Kwok Kong, Ms. CHENG Hong, Mr. WANG Bing and Mr. SUN Jianhua, as independent non-executive directors.*