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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)

**RESIGNATION OF NON-EXECUTIVE DIRECTORS
AND APPOINTMENT OF EXECUTIVE DIRECTORS**

The Board hereby announces that, with effect from February 1, 2016:

- (1) Mr. YANG has resigned as a non-executive Director;
- (2) Mr. RUI has resigned as a non-executive Director;
- (3) Mr. SHAN has been appointed as an executive Director; and
- (4) Mr. CHENG has been appointed as an executive Director.

RESIGNATION OF NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Phoenix Healthcare Group Co. Ltd (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from February 1, 2016:

- (1) Mr. YANG Huisheng (“**Mr. YANG**”) has resigned as a non-executive Director due to other business commitments; and
- (2) Mr. RUI Wei (“**Mr. RUI**”) has resigned as a non-executive Director due to other business commitments.

Each of Mr. YANG and Mr. RUI has confirmed that he has no disagreement with the Board. Mr. YANG, Mr. RUI and the Board are not aware of any matters in relation to the resignation of Mr. YANG and Mr. RUI that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board hereby expresses its gratitude to both Mr. YANG and Mr. RUI for their valuable efforts and contributions to the Company during their tenure of office with the Company.

APPOINTMENT OF EXECUTIVE DIRECTORS

The Board hereby further announces that Mr. SHAN Baojie (“**Mr. SHAN**”) and Mr. CHENG Libing (“**Mr. CHENG**”) have been appointed as executive Directors with effect from February 1, 2016.

Mr. SHAN Baojie

Mr. SHAN, aged 44, holds a master degree in Accounting from Renmin University (中國人民大學) in Beijing in June 2002 and a bachelor degree in Chemistry from Wuhan University (武漢大學) in Wuhan in July 1992. Mr. SHAN is the vice general manager of the Group. Mr. SHAN joined our Group in October 2011, and is primarily responsible for managing investments in connection with our invest-operate-transfer hospitals. Prior to joining the Group, he had served in a variety of roles at the State Food and Drug Administration from 1998 to 2011. Mr. SHAN also completed a training program at the World Health Organization in 2007, where he gained experience in the U.S. pharmaceutical supervision and management system. From July 1992 to July 1998, Mr. Shan worked in the general manager’s office of the Northeast Pharmaceutical Group Co., Ltd. (東北製藥集團公司), a Chinese listed pharmaceutical manufacturer.

Mr. SHAN has entered into a service agreement with the Company for a term of two (2) years commencing from February 1, 2016, which can be terminated by either party giving to the other party not less than one month’s notice in writing or payment in lieu. The Board has resolved that Mr. SHAN will be entitled to a remuneration of RMB746,800 per annum for serving as an executive Director. The emoluments of Mr. SHAN was determined by the Board, upon recommendation by the remuneration committee of the Board with reference to the prevailing market situation, his duties and responsibilities to the Company. Mr. SHAN may not vote on any resolution of the Directors regarding the amount of Director’s emoluments payable to him.

Pursuant to the articles of association of the Company and the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), Mr. SHAN will hold office until the forthcoming general meeting of the Company and will be subject to the retirement by rotation and re-election at that meeting.

Saved as disclosed above, Mr. SHAN has not held any directorships in any other public companies securities of which are listed in Hong Kong or overseas in the past three years, nor did and does he hold any other positions in the Group in the past and at present. In addition, Mr. SHAN does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr. SHAN is interested in 210,000 shares of the Company. Save as disclosed above, Mr. SHAN does not have any interests in the shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. SHAN that need to be brought to the attention of the shareholders of the Company.

Mr. CHENG Libing

Mr. CHENG, aged 51, holds a bachelor degree in Traditional Chinese Medicine from Beijing University of Traditional Chinese Medicine (北京中醫藥大學) in Beijing in July 1988. Mr. CHENG is the Vice President of the Group. Mr. CHENG joined the Group in September 2010 and is primarily responsible for daily operations of our Group. Mr. CHENG served as the vice general manager at Beijing Huaren Intech Hospital Management Consulting Co., Ltd. (北京華仁英智醫院管理諮詢有限公司), an investment and hospital management company, from 2006 to 2008 and the vice general manager for all of Beijing Huaren Intech Hospital Management Consulting Co., Ltd., Beijing Intech Eye Hospital Co., Ltd. (北京英智眼科醫院有限公司) and Intech Medical Chain (英智醫療連鎖機構) from 2008 to 2010. From 1999 to 2002, he has served various positions at Beijing Kangchen Pharmaceutical Co., Ltd. (北京康辰醫藥發展有限公司), including general manager assistant. Mr. CHENG also worked as a resident doctor at Dongzhimen Hospital Affiliated to Beijing University of Traditional Chinese Medicine (北京中醫藥大學附屬東直門醫院), a general traditional Chinese medicine hospital, from 1988 to 1998.

Mr. CHENG has entered into a service agreement with the Company for a term of two (2) years commencing from February 1, 2016, which can be terminated by either party giving to the other party not less than one month's notice in writing or payment in lieu. The Board has resolved that Mr. CHENG will be entitled to a remuneration of RMB812,300 per annum for serving as an executive Director. The emoluments of Mr. CHENG was determined by the Board, upon recommendation by the remuneration committee of the Board with reference to the prevailing market situation, his duties and responsibilities to the Company. Mr. CHENG may not vote on any resolution of the Directors regarding the amount of Director's emoluments payable to him.

Pursuant to the articles of association of the Company and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, Mr. CHENG will hold office until the forthcoming general meeting of the Company and will be subject to the retirement by rotation and re-election at that meeting.

Saved as disclosed above, Mr. CHENG has not held any directorships in any other public companies securities of which are listed in Hong Kong or overseas in the past three years, nor did and does he hold any other positions in the Group in the past and at present. In addition, Mr. CHENG does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr. CHENG is interested in 210,000 shares of the Company. Save as disclosed above, Mr. CHENG does not have any interests in the shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. CHENG that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome both Mr. SHAN and Mr. CHENG for joining as members of the Board.

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

Hong Kong, February 1, 2016

As at the date of this announcement, the Board comprises Mr. LIANG Hongze, Ms. XU Jie, Mr. ZHANG Xiaodan, Mr. XU Zechang, Mr. JIANG Tianfan, Mr. SHAN Baojie and Mr. CHENG Libing as executive Directors; and Mr. KWONG Kwok Kong, Ms. CHENG Hong, Mr. SUN Jianhua and Mr. LEE Kar Chung Felix as independent non-executive Directors.