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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)

CHANGE OF CHAIRMAN OF THE BOARD

The board (the “Board”) of directors (the “Directors”) of Phoenix Healthcare Group Co. Ltd (the “Company”) announces that Mr. Liang Hongze (“Mr. Liang”) has tendered his resignation as the Chairman of the Board, and remains as an executive Director with effect from 25 April 2016 due to his other business engagements and work related commitments within the Company.

Mr. Liang confirmed that he has no disagreement with the Board. Both Mr. Liang and the Board confirmed that there is no matter relating to his resignation as the Chairman of the Board that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Board would like to take this opportunity to extend its gratitude to Mr. Liang for his efforts and valuable contributions to the Company during his tenure of office as the Chairman of the Board.

The Board further announces that, following the resignation of Mr. Liang, Ms. Xu Jie (“Ms. Xu”), an executive Director, has been appointed as the Chairman of the Board with effect from 25 April 2016.

Ms. Xu's biographical information is set out below:

Ms. Xu, aged 52, Medical Doctor (associate chief surgeon), from a family line of doctors, is the founder and an executive Director of the company. Ms. Xu was appointed as the chairman of the board of directors of Beijing Phoenix in 2007, and is primarily responsible for directing the strategic development, planning and establishing senior management team of our Group. Leveraging on her extensive experience in hospital management and the healthcare services industry, Ms. Xu founded an operating subsidiary of our Group, Beijing Phoenix, in November 2007.

Prior to the establishment of Beijing Phoenix, Ms. Xu lead in the hospital reformation of both Jian Gong Hospital and Yan Hua Hospital, which had been pioneer success cases in Beijing and Chinese state owned enterprise public hospital reformations. She served as the administrator of Jian Gong Hospital from 2000 to 2007, as administrator of Wuxi Government New District Hospital (無錫政府新區醫院, a tier two hospital established by Wuxi Government, invested and managed by Phoenix) between 2001 and 2005. She was the investor, legal representative and administrator of Dalian New Century Hospital (大連新世紀醫院), previously known as Dalian steel factory's staff tier II general hospital which was solely restructured by Ms. Xu, from 1998 to 2000, Shenzhen Phoenix Hospital (深圳鳳凰醫院) from 1995 to 1998 and the Traumatic Hospital of Jilin (吉林市創傷醫院), a privately owned tier II general hospital, from 1988 to 1995.

Ms. Xu attended Jilin Professional Medical University (吉林職工醫科大學) affiliated to Jilin Medical College in Jilin from September 1985 to July 1988. From 2002 to 2003, Ms. Xu studied at Peking University for a EMBA program.

Ms. Xu won the title of the fifth session of "Ten Outstanding Youths of Beijing" in 2002 for her great achievement made in participating in the reform of state-owned hospitals.

Save as disclosed above, Ms. Xu does not hold any other position in the Company or any of its subsidiaries and has not held any directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Xu is interested in 13,868,000 shares of the Company as at the date of this announcement. As at the date of this announcement, Speed Key Limited, Ms. Xu and Ms. Xu Xiaojie, daughter of Ms. Xu, hold 29.97%, 1.66% and 1.63% of the total issued share capital of the Company respectively while Speed Key Limited is wholly owned by Mr. Xu Baorui, father of Ms. Xu.

Save as disclosed above, Ms. Xu does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”)), and does not hold any other interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Xu will enter into a director’s service agreement for a term of 3 years with effect from April 25, 2015 subject to the terms of renewal therein and retirement by rotation and re-election in accordance with the articles of association of the Company. Ms. Xu is entitled to a monthly remuneration of CNY274,646 on a 12-month basis which was reviewed by the Remuneration Committee on the basis of his duties, academic background, working experience and responsibilities in the Company as well as the prevailing market conditions.

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

Hong Kong, April 25, 2016

As at the date of this notice, the board of Directors 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.