

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON JUNE 8, 2016**

References are made to the circular of Phoenix Healthcare Group Co. Ltd (the “**Company**”) dated April 28, 2016 (the “**Circular**”), the notice of the AGM dated April 28, 2016 (the “**Notice**”), and the announcement of the Company dated May 24, 2016 (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall bear the same meanings as defined in the Circular.

The Board is pleased to announce that at the AGM held on June 8, 2016, except for resolution no. 2 which was cancelled as disclosed in the Announcement, all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

The poll results in respect of the ordinary resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of Shares voted (approximate %)		Total number of Shares voted
		For	Against	
1.	To consider 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 December 31, 2015.	457,226,708 (100.000000%)	0 (0.000000%)	457,226,708
3.	To re-elect Mr. Xu Zechang as executive Director.	444,490,208 (97.214402%)	12,736,500 (2.785598%)	457,226,708

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of Shares voted (approximate %)		Total number of Shares voted
		For	Against	
4.	To re-elect Mr. Shan Baojie as executive Director.	444,490,208 (97.214402%)	12,736,500 (2.785598%)	457,226,708
5.	To re-elect Mr. Cheng Libing as executive Director.	444,490,208 (97.214402%)	12,736,500 (2.785598%)	457,226,708
6.	To re-elect Ms. Cheng Hong as independent non-executive Director.	321,061,864 (70.219403%)	136,164,844 (29.780597%)	457,226,708
7.	To re-elect Mr. Sun Jianhua as independent non-executive Director.	319,695,864 (69.920645%)	137,530,844 (30.079355%)	457,226,708
8.	To re-elect Mr. Lee Kar Chung Felix as independent non-executive Director.	454,651,708 (99.436822%)	2,575,000 (0.563178%)	457,226,708
9.	To authorize the Board to fix the respective Directors' remuneration.	450,281,708 (100.000000%)	0 (0.000000%)	450,281,708
10.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the Board to fix their remuneration.	457,226,208 (99.999891%)	500 (0.000109%)	457,226,708
11.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.	457,226,708 (100.000000%)	0 (0.000000%)	457,226,708
12.	To give a general mandate to the Directors to issue new shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.	363,893,144 (79.587027%)	93,333,564 (20.412973%)	457,226,708
13.	To extend the general mandate granted to the Directors to issue additional shares of the Company by the total number of shares repurchased by the Company.	363,844,644 (79.576420%)	93,382,064 (20.423580%)	457,226,708

Note: The full text of the ordinary resolutions proposed at the AGM is set out in the Notice.

As more than 50% of the votes were cast by way of poll in favor of each of the above ordinary resolutions, all the above ordinary resolutions were duly passed at the AGM.

The total number of Shares in issue as at the date of the AGM, being the total number of Shares entitling the holders to attend and vote for or against all the resolutions at the AGM, was 833,763,000 shares.

There were no Shares entitling the Shareholders to attend and abstain from voting in favor of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and no Shareholders were required under the Listing Rules to abstain from voting on any of the resolutions at the AGM. There were also no restrictions on any Shareholders to cast votes on any of the resolutions at the AGM. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

By Order of the Board
Phoenix Healthcare Group Co. Ltd
Xu Jie
Chairman

Hong Kong, June 8, 2016

As at the date of this announcement, the Board comprises Ms. XU Jie, Mr. LIANG Hongze, 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.