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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 Cayman Islands with limited liability)*

**(Stock code: 1515)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Phoenix Healthcare Group Co. Ltd (the “**Company**”) will be held at E-825, Fuli Morgan Center, No. 6 Taiping Street, Xicheng District, Beijing, the PRC on 31 October 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) (i) the following resolutions numbered (1) to (4) as ordinary resolutions of the Company; and (ii) the following resolution numbered (5) as a special resolution of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 7 October 2016 (the “**Circular**”):

**ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the Sale and Purchase Agreement entered into between the Company, the Purchaser and the Seller (a copy of which is tabled at the Meeting and marked “A” and signed by the chairman of the Meeting for identification purpose) pursuant to which the Company has conditionally agreed to purchase and the Seller has conditionally agreed to sell, at Completion, the Sale Shares (representing the entire issued share capital of the Target Company), and the transactions contemplated thereunder be and are hereby approved;
- (b) subject to the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in the Consideration Shares, the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to allot and issue the Consideration Shares to the Seller (or its wholly-owned subsidiary as the Seller may nominate) on and subject to the terms and conditions of the Sale and Purchase Agreement, and that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and

- (c) any one of the Directors be and is hereby authorised to do all such acts and things and approve, sign, ratify and deliver all such agreements, deeds, instruments and any other documents (and, where required, under the common seal of the Company in accordance with the Articles of Association of the Company) and take all such actions as the Director may consider necessary or desirable for the purpose of or in connection with or to give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.”
2. “**THAT**, subject to and conditional upon the passing of resolution numbered (1) above, the Whitewash Waiver, granted or to be granted by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code waiving the obligation on the part of the Seller and parties acting in concert with it to make a mandatory general offer for all the Shares that are not already owned or agreed to be acquired by the Seller and parties acting in concert with it as a result of the Company allotting and issuing the Consideration Shares to the Seller (or its wholly-owned subsidiary as the Seller may nominate), be and is hereby approved.”
3. “**THAT**, subject to and conditional upon the passing of resolutions numbered (1) and (2) above, the authorised share capital of the Company be increased from HK\$380,000 (divided into 1,520,000,000 Shares of HK\$0.00025 each) to HK\$760,000 (divided into 3,040,000,000 Shares of HK\$0.00025 each) by the creation of an additional 1,520,000,000 Shares of HK\$0.00025 each.”
4. “**THAT**, subject to and conditional upon the passing of resolutions numbered (1) and (2) above:
- (a) the CR PMM Framework Agreement entered into between the Company and CR Holdings (a copy of which is tabled at the Meeting and marked “B” and signed by the chairman of the Meeting for identification purpose) in relation to the supply of pharmaceuticals, medical device and medical consumables by CR Holdings and its subsidiaries, and the transactions contemplated thereunder be and are hereby approved;
- (b) the proposed caps under the CR PMM Framework Agreement for the period from 1 November 2016 or the Completion Date, whichever is the earlier, to 31 December 2016, the financial year ending 31 December 2017 and the financial year ending 31 December 2018 as set out in the Circular be and are hereby approved; and
- (c) any one of the Directors be and is hereby authorised to do all such acts and things and approve, sign, ratify and deliver all such agreements, deeds, instruments and any other documents (and, where required, under the common seal of the Company in accordance with the Articles of Association of the Company) and take all such actions as the Director may consider necessary or desirable for the purpose of or in connection with or to give effect to the CR PMM Framework Agreement and the transactions contemplated thereunder.”

## SPECIAL RESOLUTION

5. “**THAT**, subject to and conditional upon the passing of resolutions numbered (1) and (2) above:
- (a) subject to and conditional upon Completion and the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Phoenix Healthcare Group Co. Ltd” to “China Resources Phoenix Healthcare Holdings Company Limited” and the Chinese name of “華潤鳳凰醫療控股有限公司” be adopted and registered as the new secondary name of the Company in place of “鳳凰醫療集團有限公司” with effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and the new secondary name in the register maintained by it in place of the existing names of the Company; and
  - (b) any one of the Directors be and is hereby authorised to do all such acts and things and to approve, sign and execute all such documents, instruments and agreements for and on behalf of the Company as the Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution.”

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

Hong Kong, 7 October 2016

*Registered Office:*

Harneys Services (Cayman) Limited  
4th Floor, Harbour Place  
103 South Church Street  
PO Box 10240  
Grand Cayman KY1-1002  
Cayman Islands

*Principal place of business:*

Level 54  
Hopewell Centre  
183 Queen’s Road East  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Memorandum of Association and Articles of Association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. A proxy form for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.
5. In order to be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
6. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) and, in such event, the proxy form appointing a proxy shall be deemed to be revoked.

*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; Mr. KWONG Kwok Kong, Ms. CHENG Hong, Mr. SUN Jianhua and Mr. LEE Kar Chung Felix as independent non-executive Directors.*