



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)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON MONDAY, 31 OCTOBER 2016 (OR ANY ADJOURNMENT THEREOF)**

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ shares of HK\$0.00025 each in the share capital of Phoenix Healthcare Group Co. Ltd 鳳凰醫療集團有限公司 (the “Company”) hereby appoint the Chairman of the meeting^(Note 3)
or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “EGM”) of the Company to be held at E-825, Fuli Morgan Center, No. 6 Taiping Street, Xicheng District, Beijing, the People’s Republic of China on Monday, 31 October 2016 at 10: 00 a.m. (and at any adjournment thereof). Unless otherwise indicated, all capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 7 October 2016 (the “Circular”).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	<p>THAT:</p> <p>(a) the Sale and Purchase Agreement entered into between the Company, the Purchaser and the Seller 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;</p> <p>(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</p> <p>(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.</p>		
2.	<p>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.</p>		
3.	<p>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.</p>		
4.	<p>THAT, subject to and conditional upon the passing of resolutions numbered (1) and (2) above:</p> <p>(a) the CR PMM Framework Agreement entered into between the Company and CR Holdings 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;</p> <p>(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 be and are hereby approved; and</p> <p>(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.</p>		

SPECIAL RESOLUTION		FOR	AGAINST
5.	<p>THAT, subject to and conditional upon the passing of resolutions numbered (1) and (2) above:</p> <p>(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 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</p> <p>(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.</p>		

* Full text of the resolutions is set out in the notice of the EGM dated 7 October 2016.

Date: _____ 2016

Signature(s)^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the EGM may appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
7. In order to be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM should you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company.