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PHOENIX
HEALTHCARE
GROUP
凤凰医疗集团

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 EXTRAORDINARY GENERAL MEETING HELD ON OCTOBER 31, 2016

UPDATE ON THE SPECIAL DEALS

Reference is made to the notice of extraordinary general meeting (the “**EGM**”) of Phoenix Healthcare Group Co. Ltd (the “**Company**”) dated October 14, 2016 (the “**Notice of EGM**”) and the circular of the Company dated October 14, 2016 (the “**Circular**”). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that the ordinary resolutions set out in the Notice of EGM were approved by the shareholders by way of poll at the EGM held on October 31, 2016.

At the time of the EGM, the total number of issued shares of the Company was 833,763,000 ordinary shares (the “**Shares**”).

As stated in the Circular, the sponsor for Yan Hua Hospital is Yan Hua Phoenix, which is a direct wholly-owned subsidiary of Beijing Juxin Wantong. Beijing Juxin Wantong is wholly-owned by Beijing Wantong, which in turn is wholly-owned by Ms. Xu Jie, the chairman and an executive Director of the Company, and Ms. Xu Xiaojie, daughter of Ms. Xu Jie. Ms. Xu Jie was interested in 13,868,000 Shares (representing 1.66% of the existing issued Shares). Ms. Xu Xiaojie was interested in 13,590,640 Shares (representing 1.63% of the existing issued Shares) and Speed Key Limited, which is wholly owned by Mr. Xu Baorui, the father of Ms. Xu Jie, was interested in 181,401,360 Shares (representing 21.76% of the existing issued Shares). Ms. Xu Jie and her respective associates (as defined in the Listing Rules) and parties acting in concert with her (including Speed Key Limited, Mr. Xu Baorui and Ms. Xu Xiaojie) were required to and did abstain from voting on the ordinary resolutions approving the CCTs at the EGM. Mr. Liang Hongze, the chief executive officer and an executive Director of the Company, was interested in 26,860,912 Shares (representing 3.22% of the existing issued Shares). Mr. Jiang Tianfan, the chief financial officer and an executive Director of the Company, was interested in 10,551,648 Shares

(representing 1.27% of the existing issued Shares). Mr. Liang Hongze and Mr. Jiang Tianfan were involved in the negotiation of the Acquisition and the Whitewash Waiver and therefore were considered to be involved in the CCTs. Accordingly, Mr. Liang Hongze and Mr. Jiang Tianfan were required to and did abstain from voting on the resolutions approving the CCTs at the EGM. The total number of Shares entitling the Shareholders to attend and vote at the EGM was 587,490,440 Shares.

Save as disclosed above, there was no other Shareholder who was required under the Takeovers Code or the Listing Rules to abstain from voting at the EGM on the ordinary resolutions approving the CCTs and no other restrictions on any Shareholders casting votes on any of the resolutions at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour pursuant to Rule 13.40 of the Listing Rules. None of the Shareholders stated their intention in the Circular to vote against any of the resolutions at the EGM.

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

The poll results taken at the EGM are as follows:

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of Shares voted (approximate %)		Total number of Shares voted
		For	Against	
1.	<p>THAT:</p> <p>(a) the Yan Hua IOT Agreement and the proposed annual caps in relation thereto for the three years ending December 31, 2018 (as set out in the Circular) be and are hereby approved; and</p> <p>(b) any one of the directors of the Company be and is hereby authorized to do all such acts and things and sign, agree, ratify, execute, perfect or 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 steps as the director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Yan Hua IOT Agreement and any of the transactions contemplated thereunder.</p>	261,138,218 (100%)	0 (0%)	261,138,218

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of Shares voted (approximate %)		Total number of Shares voted
		For	Against	
2.	<p>THAT:</p> <p>(a) the Original PMM Sales Framework Agreement as supplemented by the PMM Supplemental Agreement and the proposed annual caps in relation thereto for the three years ending December 31, 2018 (as set out in the Circular) be and are hereby approved; and</p> <p>(b) any one of the directors of the Company be and is hereby authorized to do all such acts and things and sign, agree, ratify, execute, perfect 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 steps as the director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the PMM Sales Framework Agreement and any of the transactions contemplated thereunder.</p>	261,138,218 (100%)	0 (0%)	261,138,218

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

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

GRANT OF CONSENT TO THE SPECIAL DEAL

On October 27, 2016, the Executive has conditionally granted its consent to the continuing connected transactions under the Yan Hua IOT Agreement and PMM Sales Framework Agreement (both constitute special deals under Rule 25 of the Takeovers Code), subject to the CCTs being approved by a vote of the independent shareholders at a general meeting of the Company, to be taken on a poll. Such condition imposed by the Executive has been duly fulfilled as at the date of this announcement.

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

Hong Kong, October 31, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.