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華潤鳳凰醫療控股有限公司

China Resources Phoenix Healthcare Holdings Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1515)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Resources Phoenix Healthcare Holdings Company Limited (the “**Company**”) will be held at E825, Fuli Morgan Center, No. 6 Taiping Street, Xicheng District, Beijing, the People’s Republic of China on Friday, September 7, 2018 at 9:30 a.m. to consider, and if thought fit, pass the following resolutions each as a special resolution of the Company:

SPECIAL RESOLUTIONS

1. “THAT

subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “China Resources Phoenix Healthcare Holdings Company Limited” to “China Resources Medical Holdings Company Limited” and its dual foreign name in Chinese from “華潤鳳凰醫療控股有限公司” to “華潤醫療控股有限公司”, with effect from the date of passing of this resolution.”

2. “THAT

subject to the passing of the resolution numbered 1 above, and the new Company name being entered into the register of companies by the Registrar of Companies in the Cayman Islands, the Memorandum of Association and the Articles of Association of the Company be amended by replacing all references to the name of the Company with “China Resources Medical Holdings Company Limited 華潤醫療控股有限公司” to reflect the name change of the Company; and the amended and restated Memorandum of Association and the amended and restated Articles of Association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the extraordinary general meeting for the purpose of identification, be approved and adopted in substitution for and to the exclusion of the existing Memorandum of Association and the existing Articles of Association of the Company.”

3. “THAT

each director of the Company (the “**Directors**”) and the registered office provider of the Company be and are hereby authorised severally to do all such acts and things and execute such further documents and take all steps which, in his/her/it opinion, may be necessary, desirable or expedient to implement and give effect to the aforesaid change of the Company’s name and the amendments and restatement of the memorandum and articles of association of the Company, to attend to any necessary registration and/or filing for and on behalf of the Company.”

ORDINARY RESOLUTIONS

4. To re-elect Mr. WU Ting Yuk, Anthony as an independent non-executive Director;
5. To re-elect Mr. SONG Qing as an executive Director.

By order of the Board
China Resources Phoenix Healthcare Holdings Company Limited
CHENG Libing
Executive Director & Chief Executive Officer

Beijing, August 13, 2018

Registered Office:

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

Principal Place of Business in Hong Kong:

41/F., China Resources Building
26 Harbour Road, Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM 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 EGM 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 EGM is enclosed. Whether or not you intend to attend the EGM 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, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM 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 EGM 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.
7. The register of members of the Company will be closed from Tuesday, September 4, 2018 to Friday, September 7, 2018 (both dates inclusive), for the purpose of determining the Shareholders' eligibility to attend and vote at the EGM to be held on Friday, September 7, 2018, and during which no transfer of Shares will be effected. In order to qualify for attendance of the EGM to be held on Friday, September 7, 2018 at 9:30 a.m., all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, September 3, 2018.

As at the date of this notice, the Board comprises Mr. WU Ting Yuk, Anthony, Mr. KWONG Kwok Kong, Ms. CHIU Kam Hing Kathy and Mr. LEE Kar Chung Felix as independent non-executive Directors; Mr. WANG Yan as non-executive Director; Mr. SONG Qing, Mr. CHENG Libing, Mr. HAN Yuwei, Ms. REN Yuan and Ms. FU Yanjun as executive Directors.