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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)

**AWARD OF SHARES UNDER THE SHARE AWARD SCHEME
AND
AMENDMENTS TO THE SHARE AWARD SCHEME**

References are made to the Announcements in relation to, among others, the adoption of the Scheme by the Board on July 7, 2014, and the amendments to the terms of the Scheme on May 25, 2015.

On August 31, 2018, the Company has granted Award Shares pursuant to the Scheme and the approval of the Board to the following Participants: (1) 3,300,000 Award Shares to six (6) Directors, of which 1,650,000 Award Shares are without the payment of the Grant Price and the remaining 1,650,000 Award Shares are with the payment of the Grant Price of HK\$7.098 per Award Share; and (2) 18,620,000 Award Shares to 220 Participants who are employees of the members of or the hospitals managed by the Group, of which 9,310,000 Award Shares are without the payment of the Grant Price and the remaining 9,310,000 Award Shares are with the payment of the Grant Price of HK\$7.098 per Award Share. The Company has also reserved 1,600,000 Award Shares which shall be granted in the future to the senior staff to be recruited, the hospital management to be promoted and other Participants, of which 800,000 Award Shares are without the payment of the Grant Price and the remaining 800,000 Award Shares are with the payment of the Grant Price of HK\$7.098 per Award Share;

On August 31, 2018, the Board resolved to make amendments to the terms of the Scheme to the effect that the maximum number of the Award Shares, which have been and to be awarded by the Board throughout the duration of the Scheme, to be revised to 5% of the total number of issued Shares of the Company as at the date of the abovementioned resolution (i.e. August 31, 2018) and the maximum number of the Award Shares to each of the Selected Participants to be revised to 1% of the total number of issued Shares as at the date of the abovementioned resolution.

References are made to the announcements of China Resources Phoenix Healthcare Holdings Company Limited (the “**Company**”) dated July 7, 2014 and May 25, 2015 respectively (the “**Announcements**”) in relation to, among others, the adoption of the share award scheme (the “**Scheme**”) of the Company by the Board on July 7, 2014 and the amendments to the terms of the Scheme on May 25, 2015. Unless otherwise defined, capitalized terms used herein shall bear the same meanings as defined in the Announcements.

GRANT OF THE AWARD SHARES PURSUANT TO THE SCHEME

On August 31, 2018, the Company has granted Award Shares pursuant to the Scheme and the approval of the Board to the following Participants: (1) 3,300,000 Award Shares to six (6) Directors, of which 1,650,000 Award Shares are without the payment of the Grant Price and the remaining 1,650,000 Award Shares are with the payment of the Grant Price of HK\$7.098 per Award Share; and (2) 18,620,000 Award Shares to 220 Participants who are employees of the members of or the hospitals managed by the Group, of which 9,310,000 Award Shares are without the payment of the Grant Price and the remaining 9,310,000 Award Shares are with the payment of the Grant Price of HK\$7.098 per Award Share. The Company has also reserved 1,600,000 Award Shares which shall be granted in the future to the senior staff to be recruited, the hospital management to be promoted and other Participants, of which 800,000 Award Shares are without the payment of the Grant Price and the remaining 800,000 Award Shares are with the payment of the Grant Price of HK\$7.098 per Award Share;

The number of Award Shares granted and the vesting dates are determined based on the Selected Participant's position, experience, years of service, performance and contribution to the Company, its subsidiaries and/or associated entities.

The Award Shares are held on trust for the Selected Participants by the Trustee which shall (i) transfer the Award Shares to the Selected Participants, or (ii) sell the Award Shares and pay the Actual Selling Price in cash to the Selected Participant (as the case may be) upon satisfaction of vesting criteria and conditions specified by the Board in the award letters issued to each Selected Participant. Upon satisfaction of the relevant vesting criteria and conditions, the Award Shares shall (i) be transferred and released from the Trust to the Selected Participants, or (ii) be sold by the Trustee with the related Actual Selling Price in cash to be paid to the Selected Participant (as the case may be) upon expiry of the relevant vesting period.

Following the current vesting schedule of the Award Shares granted to the Participants (other than the Directors), the first 25% of the Award Shares shall be vested on the later of the next day after the 2019 annual results announcement or the date when the relevant annual assessment of the relevant Selected Participant is completed, another 25% of the Award Shares shall be vested on the later of the next day after the 2020 annual results announcement or the date when the relevant annual assessment of the relevant Selected Participant is completed, and the remaining 50% Award Shares shall be vested on the later of the next day after the 2021 annual results announcement or the date when the relevant annual assessment of the relevant Selected Participant is completed. Details of vesting schedule of the Award Shares granted to the Directors are set out in the later part of this announcement.

The aggregate of 21,920,000 Award Shares granted to the 226 Selected Participants on August 31, 2018 and the reserved 1,600,000 Award Shares represent approximately 1.81% of the total number of issued Shares as at the date of this announcement. Based on the closing price of HK\$7.27 per Share as quoted on the Stock Exchange as at the date of this announcement, the market value of the 23,520,000 Award Shares in aggregate is approximately HK\$170,990,400.

GRANT OF AWARD SHARES TO DIRECTORS

As disclosed above, six (6) of the Selected Participants are Directors and accordingly, are connected persons (as defined in Chapter 14A of the Listing Rules) of the Company. The award of 3,300,000 Award Shares to them under the Scheme forms part of their remuneration package under their respective service contracts and is therefore, fully exempt from the reporting, announcement and independent Shareholders' approval requirements under Rules 14A.73(6) and 14A.95 of the Listing Rules.

Details of the 3,300,000 Award Shares granted to the six (6) Selected Participants are as follows:

Directors	Number of Award Shares
Mr. Wu Ting Yuk, Anthony	1,500,000
Mr. Song Qing	400,000
Mr. Cheng Libing	400,000
Mr. Han Yuewei	400,000
Ms. Ren Yuan	300,000
Ms. Fu Yanjun	300,000
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Total	<u><u>3,300,000</u></u>

Among the Award Shares granted to the six Directors, 50% of which are with payment of the Grant Price of HK\$7.098 per Award Share.

Following the abovementioned grant of Award Share to the Directors, the first batch of Award Shares shall be vested on the later of the next day after the 2019 annual results announcement or the date when the relevant annual assessment of the Directors is completed, the second batch of Award Shares shall be vested on the later of the next day after the 2020 annual results announcement or the date when the relevant annual assessment of the Directors is completed, and the remaining portion of Award Shares (i.e. the third batch) shall be vested on the later of the next day after the 2021 annual results announcement or the date when the relevant annual assessment of Directors is completed. For the Award Shares granted to Mr. Wu Ting Yuk, Anthony, the number of vesting shares in each batch is one-third of the total number of Award Shares granted to him; and for the Award Shares granted to the other five Directors, the number of vesting shares in each of the first batch and the second batch is 25% of the total number of Award Shares granted to each of them, whilst the number of vesting shares in the third batch is 50% of the total number of Award Shares granted to each of them.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Selected Participants who were granted with the Award Shares on August 31, 2018 are either Directors or employees of the members of or the hospitals managed by the Group.

Mr. Wu Ting Yuk, Anthony, Mr. Song Qing, Mr. Cheng Libing, Mr. Han Yuewei, Ms. Ren Yuan and Ms. Fu Yanjun have abstained from voting on the relevant resolutions in the Board meeting to approve the grant of the Award Shares to themselves.

AMENDMENTS TO THE SCHEME

On August 31, 2018, the Board resolved to make amendments to the terms of the Scheme to the effect that the maximum number of the Award Shares, which have been and to be awarded by the Board throughout the duration of the Scheme, to be revised to 5% of the total number of issued Shares of the Company as at the date of the abovementioned resolution (i.e. August 31, 2018) and the maximum number of the Award Shares to each of the Selected Participants to be revised to 1% of the total number of issued Shares as at the date of the abovementioned resolution.

Save for the amendments as set out in this announcement, no other amendment is made to the terms of the Scheme and all the other terms of the Scheme remain unchanged and valid.

Immediately after the grant of the abovementioned Award Shares, 28,386,942 Award Shares may be further granted under the Scheme by the Board (excluding 1,600,000 Award Shares reserved under the current arrangement).

By Order of the Board
**China Resources Phoenix Healthcare
Holdings Company Limited**
CHENG Libing
Executive Director and Chief Executive Officer

Beijing, September 3, 2018

As at the date of this announcement, 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.