

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated November 18, 2013 (the “**Prospectus**”) issued by Phoenix Healthcare Group Co. Ltd (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. Any offering of securities to be made in the United States will be made by means of an offering memorandum that may be obtained from the issuer and that will contain detailed information about the Company and management, as well as financial statements.

In connection with the Global Offering, Goldman Sachs International, as stabilizing manager (the “**Stabilizing Manager**”), or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be conducted at the absolute discretion of the Stabilizing Manager or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Saturday, December 21, 2013, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



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 the Cayman Islands with limited liability)*

**GLOBAL OFFERING**

- Number of Offer Shares** : 200,907,000 Shares (subject to the Over-allotment Option)
- Number of International Offer Shares** : 180,816,000 Shares (subject to adjustment and the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 20,091,000 Shares (subject to adjustment)
- Maximum Offer Price** : HK\$7.38 per Hong Kong Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)
- Nominal Value** : HK\$0.00025 per Share
- Stock Code** : 1515

**Joint Global Coordinators and Joint Sponsors**  
*(in alphabetical order)*

Deutsche Bank Group 

Goldman  
Sachs

**Joint Bookrunners and Joint Lead Managers**

Deutsche Bank Group 

Goldman  
Sachs

 交銀國際  
BOCOM International

Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be issued pursuant to the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option)). Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, November 29, 2013. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.phg.com.cn](http://www.phg.com.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Hong Kong Public Offering of 20,091,000 Shares (subject to adjustment), and the International Offering of initially 180,816,000 Offer Shares (subject to adjustment). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section "Structure of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$7.38 per Offer Share and is currently expected to be not less than HK\$5.88 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$7.38 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$7.38 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the WHITE or YELLOW Application Forms and the designated website ([www.eipo.com.hk](http://www.eipo.com.hk)) for the White Form eIPO.** Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, November 18, 2013, until 12:00 noon on Thursday, November 21, 2013 from:

- any of the following offices of the Joint Bookrunners:

**Deutsche Bank AG, Hong Kong Branch**

Level 52  
International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

**Goldman Sachs (Asia) L.L.C.**

68th Floor, Cheung Kong Center  
2 Queen's Road Central  
Central  
Hong Kong

**BOCOM International Securities Limited**

9/F, Man Yee Building  
68 Des Voeux Road Central  
Hong Kong

- any of the following branches of the receiving bank for the Hong Kong Public Offering:

**Bank of Communications Co., Ltd. Hong Kong Branch**

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Hong Kong Branch	20 Pedder Street, Central
	Central District Sub-Branch	G/F., Far East Consortium Bldg, 125A Des Voeux Road C., Central
	Quarry Bay Sub-Branch	G/F., 981 C, King's Road, Quarry Bay
	King's Road Sub-Branch	67-71 King's Road
	Chaiwan Sub-Branch	G/F., 121-121A Wan Tsui Road
<b>Kowloon</b>	Cheung Sha Wan Plaza Sub-Branch	Unit G04, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road
	Kwun Tong Sub-Branch	Shop A, G/F., Hong Ning Court, 55 Hong Ning Road
	Tsimshatsui Sub-Branch	Shop 1-3, G/F., 22-28 Mody Road
	Kowloon Sub-Branch	G/F., 563 Nathan Road
<b>New Territories</b>	Tai Po Sub-Branch	Shop No.1, G/F., Wing Fai Plaza, 29-35 Ting Kok Road
	Market Street Sub-Branch	G/F., 53 Market Street, Tsuen Wan
	Tseung Kwan O Sub-Branch	Shop 253-255, Metro City Shopping Arcade, Phase I, Tseung Kwan O

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, November 18, 2013 until 12:00 noon on Thursday, November 21, 2013 from the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of Communications (Nominee) Co. Ltd. – Phoenix Healthcare Public Offer" attached should be securely stapled and deposited in the special collection boxes provided at any of the branches of the receiving bank listed above on such dates and during such time as specified in the Application Forms:

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO Service** at [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Monday, November 18, 2013 until 11:30 a.m. on Thursday, November 21, 2013 or such later time as described in the section "How to Apply for the Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, November 18, 2013 until 12:00 noon on Thursday, November 21, 2013.

Please refer to the sections "Structure of the Global Offering" and "How to Apply for the Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and (iv) on our website ([www.phg.com.cn](http://www.phg.com.cn)) on or before Thursday, November 28, 2013. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Thursday, November 28, 2013 as described in the section "How to Apply for the Hong Kong Offer Shares – 11. Publication of Results" in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Friday, November 29, 2013 provided that the Global Offering has become unconditional and the right of termination described in the section "Underwriting" in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Friday, November 29, 2013. The Shares will be traded in board lots of 500 Shares each. The stock code of the Shares is 1515.

By order of the Board of Directors  
**Phoenix Healthcare Group Co. Ltd**  
**Liang Hongze**  
Chairman

Hong Kong, November 18, 2013

*As at the date of this announcement, the Board of Directors of the Company comprises Liang Hongze, Xu Jie, Zhang Liang, Xu Zechang and Jiang Tianfan, as executive Directors; Yang Huisheng and Zhu Zhongyuan, as non-executive Directors; Kwong Kwok Kong, Cheng Hong, Wang Bing and Sun Jianhua, as independent non-executive Directors.*

*Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).*