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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)*

**(Stock code: 1515)**

## **PLACING OF EXISTING SHARES BY SUBSTANTIAL SHAREHOLDERS**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On January 12, 2015 (after trading hours of the Stock Exchange), the Board was informed by Silvapower and Senmart, the latter being a substantial shareholder of the Company, that Silvapower and Senmart have on January 12, 2015 entered into a placing agreement with two placing agents pursuant to which the placing agents shall on a best effort basis procure purchasers, who are independent third parties not connected with the Company or its connected persons, to subscribe for up to 21,200,000 Shares held by Silvapower and up to 22,300,000 Shares held by Senmart, which together represents approximately 5.22% of the total issued share capital of the Company, at the price of HK\$14.30 per Share (the “**Placing of Shares**”).

After the Placing of Shares, Silvapower holds 12,000,000 Shares and Senmart holds 123,620,000 Shares, which together represents approximately 16.27% of the total issued share capital of the Company.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares of the Company.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the expressions below have the following meanings:

“Board”	the board of Directors of the Company
“Company”	Phoenix Healthcare Group Co. Ltd, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected persons”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Senmart”	Senmart Investments Limited, a company incorporated in the British Virgin Islands
“Shareholders”	the holder(s) of the Shares
“Shares”	ordinary share(s) of HK\$0.00025 each in the capital of the Company
“Silvpower”	Silvpower Investments Limited, a company incorporated in the British Virgin Islands
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, January 13, 2015

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