

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 AND SALE OF EXISTING SHARES  
BY A SUBSTANTIAL SHAREHOLDER**

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).

**PLACING AND SALE OF EXISTING SHARES BY A SUBSTANTIAL SHAREHOLDER**

On May 5, 2015 (after trading hours of the Stock Exchange), the Board was informed by Senmart, a substantial shareholder of the Company, that Senmart would shortly enter into agreements whereby it would agree to sell an aggregate of 123,620,000 Shares held by it at a price of HK\$15.35 per Share, of which 57,720,000 Shares would be placed through two placing agents and 65,900,000 Shares would be sold to three corporate buyers. Under the relevant agreements, the 65,900,000 Shares sold to the three corporate buyers are subject to a lock-up period of 90 days commencing from the date of such agreements, during which period, among other things, such Shares shall not be sold, transferred, assigned or otherwise disposed of by such corporate buyers.

The above agreements were entered into on the morning of May 6, 2015.

As informed by Senmart, Mr. Yang Huisheng, a non-executive Director, is a member of the senior management of certain companies incorporated in the PRC and the ultimate beneficial owners of one of the three corporate buyers have shareholding interests in such companies. Senmart has further informed the Company that to the best of its knowledge, save as disclosed above, all the three corporate buyers are independent third parties not connected with the Company or its connected persons.

Immediately following completion of the above placing and sale of Shares, Senmart will cease to hold any Shares and cease to be a substantial shareholder (as defined in the Listing Rules) of the Company.

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

## **DEFINITIONS**

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

|                       |  |
|-----------------------|--|
| “Board”               | the board of Directors   |
| “Company”             | Phoenix Healthcare Group Co. Ltd, a company incorporated in the Cayman Islands with limited liability on 28 February 2013 and the shares of which are listed on the main board of the Stock Exchange |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules   |
| “Director(s)”         | 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  |
| “PRC”                 | the People’s Republic of China, which for the purposes of this announcement excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan                 |
| “Senmart”             | Senmart Investments Limited, a company incorporated in the British Virgin Islands  |
| “Shareholders”        | the holder(s) of Share(s)  |
| “Share(s)”            | ordinary share(s) of HK\$0.00025 each in the share capital of the Company  |

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent.

By Order of the Board  
**Phoenix Healthcare Group Co. Ltd**  
**LIANG Hongze**  
*Chairman*

Hong Kong, May 6, 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.*