



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)

**SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON THURSDAY, JUNE 4, 2015 (OR ANY ADJOURNMENT THEREOF)**

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ shares of HK\$0.00025 each in the share capital of Phoenix Healthcare Group Co. Ltd 鳳凰醫療集團有限公司 (the “**Company**”) hereby appoint the Chairman of the meeting^(Note 3) or _____
of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “**AGM**”) of the Company for the year 2015 to be held at Baoyuan Room, 5th Floor, New Century Grand Hotel Beijing, Building No. 2, 1st Yard, Caishikou Street, Xicheng District, Beijing on Thursday, June 4, 2015 at 9:30a.m. (and at any adjournment thereof).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ Directors ”) and of the independent auditors for the year ended December 31, 2014.		
2.	To declare a final dividend of HK\$0.05 per ordinary share of the Company for the year ended December 31, 2014.		
3.	To re-elect Mr. Zhang Xiaodan as executive director.		
4.	To re-elect Mr. Jiang Tianfan as executive director.		
5.	To re-elect Mr. Yang Huisheng as non-executive director.		
6.	To re-elect Mr. Rui Wei as non-executive director.		
7.	To re-elect Mr. Kwong Kwok Kong as independent non-executive director.		
8.	To authorize the board of Directors to fix the respective Directors’ remuneration.		
9.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the board of Directors to fix their remuneration.		
10.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.		
11.	To give a general mandate to the Directors to issue additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.		
12.	To extend the general mandate granted to the Directors to issue additional shares of the Company by the aggregate nominal amount of the shares repurchased by the Company.		

Date: _____ 2015

Signature(s)^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy ("**Second Form of Proxy**") will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM may appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS SECOND FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST"**. If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This Second Form of Proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
7. In order to be valid, this Second Form of Proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar 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 less than 48 hours before the time appointed for the holding of the meeting, or any adjournment thereof (the "**Closing Time**").
8. **IMPORTANT: A SHAREHOLDER WHO HAS NOT YET LODGED THE FORM OF PROXY (THE "FIRST FORM OF PROXY") ENCLOSED IN THE CIRCULAR OF THE COMPANY DATED APRIL 23, 2015 AND THE NOTICE OF AGM DATED APRIL 23, 2015** with the Company's branch share registrar in Hong Kong in accordance with the instructions printed thereon is requested to lodge this Second Form of Proxy if he or she wishes to appoint proxy(ies) to attend the AGM on his or her behalf. In this case, the First Form of Proxy should not be lodged with the Company's branch share registrar in Hong Kong.
9. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FIRST FORM OF PROXY WITH THE COMPANY'S BRANCH SHARE REGISTRAR IN HONG KONG SHOULD NOTE THAT:**
 - (a) **If no Second Form of Proxy is lodged with the Company's branch share registrar in Hong Kong, the First Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder.** To the extent no direction has been given as to how vote(s) should be cast, the proxy(ies) so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution(s) properly put to the AGM including the amended resolution for the revised proposed final dividend;
 - (b) **If the Second Form of Proxy is lodged with the Company's branch share registrar in Hong Kong before the Closing Time, the Second Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder and will revoke and supersede the First Form of Proxy previously lodged by the Shareholder; and**
 - (c) **If the Second Form of Proxy is lodged with the Company's branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Second Form of Proxy will be treated as invalid. However, the First Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder.** The proxy(ies) so appointed by the Shareholder under the First Form of Proxy will be entitled to vote in the manner as mentioned in (a) above.
10. Completion and return of the First Form of Proxy and/or this Second Form of Proxy will not preclude you from attending and voting at the AGM, or any adjournment thereof (as the case may be) should if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.
11. Shareholders are advised to read the circular of the Company dated April 23, 2015 and the supplementary circular of the Company dated May 14, 2015, which contains information in relation to the resolutions to be proposed at the AGM.