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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)

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (the “**Annual General Meeting**”) of Phoenix Healthcare Group Co. Ltd (the “**Company**”) dated April 23, 2015 (the “**First AGM Notice**”). As set out in the First AGM Notice, the board of directors (the “**Board**”) of the Company resolved to propose the ordinary resolutions contained in the First AGM Notice at the Annual General Meeting to be held at Baoyuan Room, 5th Floor, New Century Grand Hotel Beijing, Building No. 2, 1st Yard, Caishikou Street, Xicheng District, Beijing, China on Thursday, June 4, 2015 at 9:30 a.m. for its shareholders’ consideration and, if thought fit, approval.

Reference are also made to the Company’s announcement dated May 13, 2015 and Clarification Announcement dated May 14, 2015 in relation to, among others, the revised proposed final dividend of HK\$0.05 per ordinary share of the Company for the year ended December 31, 2014.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN THAT the resolution numbered 2 as set out in the First AGM Notice be amended as follows:

“2. To declare a final dividend of HK\$0.05 per ordinary share of the Company for the year ended December 31, 2014.”

Save as set out above, all the other resolutions as set out in the First AGM Notice shall remain unchanged.

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

Hong Kong, May 18, 2015

Notes:

1. Save as the amended proposed resolution mentioned above, there is no any other change to the resolutions set out in the First AGM Notice. For details of other resolutions and other related matters to be considered and approved at the Annual General Meeting, please refer to the First AGM Notice and the circular of the Company dated April 23, 2015 (the “**Circular**”).
2. As the form of proxy enclosed in the Circular (the “**First Form of Proxy**”) does not contain the amended proposed resolution set out in this supplementary notice of the Annual General Meeting (the “**Supplementary Notice**”), a second form of proxy (the “**Second Form of Proxy**”) has been prepared for use at the Annual General Meeting and is enclosed with this Supplementary Notice. The Second Form of Proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.phg.com.cn). To be valid, the 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 shall 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, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting, or any adjournment thereof (the “**Closing Time**”).
3. A Shareholder who has not yet lodged the First Form of Proxy with the Company’s branch share registrar in Hong Kong in accordance with the instructions printed thereon is requested to lodge the Second Form of Proxy if he or she wishes to appoint proxy(ies) to attend the Annual General Meeting 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.
4. 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 Annual General Meeting including the amended resolution for the revised proposed final dividend set out in this Supplementary Notice;
 - (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.
5. Shareholders are reminded that completion and return of the First Form of Proxy and/or the Second Form of Proxy will not preclude Shareholders from attending or voting in person at the Annual General Meeting, or any adjournment thereof (as the case may be), should they so wish.

As at the date of this Supplementary Notice, 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.