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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON JUNE 4, 2015**

The board of directors of Phoenix Healthcare Group Co. Ltd (the “**Company**”) announces that at the annual general meeting of the Company held on June 4, 2015 (the “**AGM**”), all the proposed resolutions as set out in the notice of the AGM dated April 23, 2015 and as amended in the supplementary notice of the AGM dated May 18, 2015 (the “**Notices**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.

The poll results taken at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of Votes (approximate %)	
		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.	549,420,026 (100.000000%)	0 (0%)
2.	To declare a final dividend of HK\$0.05 per ordinary share of the Company for the year ended December 31, 2014.	549,400,026 (99.996360%)	20,000 (0.003640%)

ORDINARY RESOLUTIONS		Number of Votes (approximate %)	
		For	Against
3.	To re-elect Mr. Zhang Xiaodan as executive director.	522,006,833 (94.993232%)	27,513,193 (5.006768%)
4.	To re-elect Mr. Jiang Tianfan as executive director.	545,348,026 (99.240792%)	4,172,000 (0.759208%)
5.	To re-elect Mr. Yang Huisheng as non-executive director.	415,909,364 (75.685934%)	133,610,662 (24.314066%)
6.	To re-elect Mr. Rui Wei as non-executive director.	530,625,598 (96.561649%)	18,894,428 (3.438351%)
7.	To re-elect Mr. Kwong Kwok Kong as independent non-executive director.	415,909,364 (75.685934%)	133,610,662 (24.314066%)
8.	To authorize the board of Directors to fix the respective Directors' remuneration.	544,948,026 (99.895878%)	568,000 (0.104122%)
9.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the board of Directors to fix their remuneration.	549,351,526 (99.969337%)	168,500 (0.030663%)
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.	548,858,026 (100.000000%)	0 (0%)
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.	443,427,616 (80.708310%)	105,992,410 (19.291690%)
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.	443,923,616 (80.798587%)	105,496,410 (19.201413%)

As more than 50% of the votes were cast in favor of each of the resolutions, all the resolutions were duly passed as ordinary resolutions at the AGM.

The total number of shares of the Company in issue as at the date of the AGM, being the total number of shares entitling the holders thereof to attend and vote for or against the resolutions at the AGM, was 833,763,000 shares.

There were no shares of the Company entitling the Shareholders to attend and abstain from voting in favor at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no Shareholders were required under the Listing Rules to abstain from voting at the AGM. There were also no restrictions on any

Shareholders to cast votes on any of the proposed resolutions at the AGM. No Shareholders have stated their intention in the Company's circular dated April 23, 2015 and supplementary circular dated May 18, 2015 to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

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

Hong Kong, June 4, 2015

As at the date of this announcement, the board of Directors of the Company 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.