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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)**

- (1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
CHAIRMAN OF REMUNERATION COMMITTEE  
AND MEMBER OF NOMINATION COMMITTEE;**
- (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND MEMBERS OF EACH OF REMUNERATION COMMITTEE  
AND NOMINATION COMMITTEE;**
- (3) CHANGE IN COMPOSITION OF REMUNERATION COMMITTEE;  
AND**
- (4) CLARIFICATION TO ANNOUNCEMENT DATED 13 JULY 2015**

Mr. Wang has resigned as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Nomination Committee with effect from 21 August 2015.

Following the resignation of Mr. Wang, Mr. Lee has been appointed as an independent non-executive Director and members of each of the Remuneration Committee and the Nomination Committee with effect from 21 August 2015.

Following the resignation of Mr. Wang as the chairman of the Remuneration Committee, Mr. Sun Jianhua has been appointed as the chairman of the Remuneration Committee with effect from 21 August 2015.

The Board would like to clarify that each of the JV Company and its subsidiaries will be accounted for as an equity joint venture by both the Company and UMP Healthcare Holdings, instead of as non-wholly owned subsidiaries of the Company as originally stated in the Announcement.

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF REMUNERATION COMMITTEE AND MEMBER OF NOMINATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of Phoenix Healthcare Group Co. Ltd (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Mr. Wang Bing (“**Mr. Wang**”) has resigned as an independent non-executive Director, the chairman of the remuneration committee of the Board (the “**Remuneration Committee**”) and a member of the nomination committee of the Board (the “**Nomination Committee**”) with effect from 21 August 2015 due to his other business commitments.

Mr. Wang has confirmed that he has no disagreement with the Board. Both Mr. Wang and the Board are not aware of any matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board hereby expresses its gratitude to Mr. Wang for his valuable efforts and contributions to the Company during his tenure of office with the Company.

**(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBERS OF EACH OF REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

The Board hereby further announces that following the resignation of Mr. Wang, Mr. Lee Kar Chung Felix (“**Mr. Lee**”) has been appointed as an independent non-executive Director and members of each of the Remuneration Committee and the Nomination Committee with effect from 21 August 2015.

Mr. Lee, aged 33, is a Senior Vice President at Chow Tai Fook Enterprises Limited with responsibility in making investments in the healthcare sector in Asia and globally. Mr. Lee is also an executive director of UMP Healthcare Holdings Limited, a leading corporate healthcare solutions provider in Hong Kong, where he is responsible for corporate development, international operations and merger and acquisitions for UMP Healthcare Holdings Limited. The Company, through Pinyu Limited, an indirect wholly owned subsidiary of the Company, owns 20% of UMP Healthcare Holdings Limited as at the date of this announcement.

Mr. Lee has over ten years of experience in law and finance. He was an associate with the law firm Freshfields Bruckhaus Deringer before he left in February 2008 to join UBS AG, Hong Kong branch as an analyst in the investment banking department until December 2008. He then joined the investment banking department of Deutsche Bank AG, Hong Kong branch and last held the position of Director in the Corporate Advisory Group, where he worked from January 2009 to August 2014.

Mr. Lee obtained his Bachelor of Laws from the London School of Economics and Political Sciences and his Postgraduate Certificate in Laws from The University of Hong Kong in July 2003 and June 2004, respectively. He is a solicitor of the High Court of Hong Kong since September 2007 and a solicitor (non-practising) in the Senior Courts of England and Wales since February 2013.

Mr. Lee has been appointed as an independent non-executive Director for a term of one (1) year commencing from 21 August 2015, subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Lee is entitled to RMB240,000 as Director's remuneration annually. Such amount of emoluments is determined by the Board, upon recommendation from the Remuneration Committee with reference to the prevailing market situation, his duties and responsibilities to the Company. Mr. Lee may not vote on any resolution of the Directors regarding the amount of Director's emoluments payable to him.

Saved as disclosed above, Mr. Lee has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years; nor did and does he hold any other positions in the Group in the past and at present. In addition, Mr. Lee does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr. Lee does not have any interests in the shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and has met the independence guidelines as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").

Save as disclosed above, there is no other information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Lee that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Lee for joining as a member of the Board.

### **(3) CHANGE IN COMPOSITION OF THE REMUNERATION COMMITTEE**

The Board hereby further announces that following the resignation of Mr. Wang as the chairman of the Remuneration Committee as disclosed above, Mr. Sun Jianhua has been appointed as the chairman of the Remuneration Committee with effect from 21 August 2015.

Upon the change in the composition, the Remuneration Committee comprises Mr. Sun Jianhua, Mr. Zhang Xiaodan and Mr. Lee, with Mr. Sun Jianhua as its chairman.

#### **(4) CLARIFICATION TO ANNOUNCEMENT DATED 13 JULY 2015**

Reference is made to the announcement of the Company dated 13 July 2015 (the “**Announcement**”). Unless otherwise defined, capitalised terms defined in the Announcement shall have the same meaning when used in this announcement.

The Board would like to clarify that based on the corporate governance structure that the Company has finally agreed with UMP Healthcare Holdings, each of the JV Company and its subsidiaries will be accounted for as an equity joint venture by both the Company and UMP Healthcare Holdings, instead of as non-wholly owned subsidiaries of the Company as originally stated in the Announcement.

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

Hong Kong, 21 August 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. Sun Jianhua and Mr. Lee Kar Chung Felix as independent non-executive Directors.*