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PHOENIX  
HEALTHCARE  
GROUP  
凤凰医疗集团

**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)**

## **DESPATCH OF CIRCULAR**

Reference is made to the announcements of Phoenix Healthcare Group Co. Ltd (the “**Company**”) dated 8 April 2016, 3 May 2016, 30 August 2016 and 20 September 2016, and the circular (the “**Circular**”) and the notice of the EGM (the “**EGM Notice**”) of the Company dated 7 October 2016. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board announces that the Circular containing, among other things, (i) details of the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) details of the CR PMM Framework Agreement and the transactions contemplated thereunder; (iii) the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Acquisition, the Whitewash Waiver and the Continuing Connected Transactions; (iv) the letter of advice from Somerley to the Independent Board Committee and the Independent Shareholders in the same regard; (v) the financial information of the Group and the Target Group; and (vi) the notice of the EGM, has been despatched to the Shareholders on 7 October 2016.

The EGM will be held at E-825, Fuli Morgan Center, No. 6 Taiping Street, Xicheng District, Beijing, the People’s Republic of China on Monday, 31 October 2016, at 10: 00 a.m., details of which are set out in the EGM Notice and the Circular.

Shareholders are advised to review the Circular carefully and in particular the letter of advice from the Independent Board Committee and the letter of advice from the Independent Financial Adviser contained in the Circular before making any voting decision at the EGM.

**Completion is conditional upon the fulfillment (or waiver, where applicable) of the Conditions. Accordingly, the Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares or other securities of the Company and are recommended to consult their professional advisers if they are in any doubt about their position or as to the actions that they should take.**

By Order of the Board  
**Phoenix Healthcare Group Co. Ltd**  
**Xu Jie**  
Chairman

Hong Kong, 7 October 2016

*As at the date of this announcement, the Board comprises Ms. XU Jie, Mr. LIANG Hongze, Mr. ZHANG Xiaodan, Mr. XU Zechang, Mr. JIANG Tianfan, Mr. SHAN Baojie and Mr. CHENG Libing as executive Directors; Mr. KWONG Kwok Kong, Ms. CHENG Hong, Mr. SUN Jianhua and Mr. LEE Kar Chung Felix as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*