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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“EGM”) of Phoenix Healthcare Group Co. Ltd (鳳凰醫療集團有限公司) (the “**Company**”) will be held at E-825, Fuli Morgan Center, No. 6 Taiping Street, Xicheng District, Beijing, the PRC on Monday, 31 October, 2016 at 11:00 a.m. (or as soon thereafter as the extraordinary general meeting of the Company convened by a notice of extraordinary general meeting dated 7 October 2016 for the same day and place shall have concluded or adjourned) for the purpose of considering, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Yan Hua IOT Agreement (as defined in the circular of the Company dated 14 October 2016 (the “**Circular**”)) (copy of the Yan Hua IOT Agreement has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the proposed annual caps in relation thereto for the three years ending December 31, 2018 (as set out in the Circular) be and are hereby approved; and
- (b) any one of the directors of the Company be and is hereby authorized to do all such acts and things and sign, agree, ratify, execute, perfect or deliver all such agreements, deeds, instruments and any other documents (and, where required, under the common seal of the Company in accordance with the Articles of Association of the Company) and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Yan Hua IOT Agreement and any of the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the Original PMM Sales Framework Agreement (as defined in the Circular) as supplemented by the PMM Supplemental Agreement (as defined in the Circular) (copy of the Original PMM Sales Framework Agreement has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification and copy of the Supplemental PMM Agreement has been produced to the meeting and marked “C” and initialed by the chairman of the meeting for the purpose of identification) and the proposed annual caps in relation thereto for the three years ending December 31, 2018 (as set out in the Circular) be and are hereby approved; and
- (b) any one of the directors of the Company be and is hereby authorized to do all such acts and things and sign, agree, ratify, execute, perfect and deliver all such agreements, deeds, instruments and any other documents (and, where required, under the common seal of the Company in accordance with the Articles of Association of the Company) and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the PMM Sales Framework Agreement (as defined in the Circular) and any of the transactions contemplated thereunder.”

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

Hong Kong, 14 October 2016

Registered Office:

Harneys Services (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
PO Box 10240
Grand Cayman KY1-1002
Cayman Islands

Principal Place of Business in Hong Kong:

Level 54
Hopewell Centre
183 Queen’s Road East
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Memorandum of Association and Articles of Association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. A proxy form for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.
5. In order to be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be).
6. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the EGM or any adjournment thereof (as the case may be) and, in such event, the proxy form appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the board of directors of the Company 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; and Mr. Kwong Kwok Kong, Ms. Cheng Hong, Mr. Sun Jianhua and Mr. Lee Kar Chung Felix, as independent non-executive directors.