



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)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD 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) ON MONDAY, 31 OCTOBER 2016
(OR ANY ADJOURNMENT THEREOF)**

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ shares of HK\$0.00025 each in the share capital
of Phoenix Healthcare Group Co. Ltd 鳳凰醫療集團有限公司 (the “Company”) hereby appoint the Chairman of the meeting^(Note 3)
or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “EGM”) of the Company to 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 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) (and at any adjournment thereof). Unless otherwise indicated, all capitalized terms used herein shall have the same
meanings as defined in the circular of the Company dated 14 October 2016 (the “Circular”).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	<p>“THAT:</p> <p>(a) the Yan Hua IOT Agreement 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</p> <p>(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.”</p>		
2.	<p>“THAT:</p> <p>(a) the Original PMM Sales Framework Agreement as supplemented by the PMM Supplemental Agreement 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</p> <p>(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 and any of the transactions contemplated thereunder.”</p>		

* Full text of the resolutions is set out in the notice of the EGM dated 14 October 2016.

Date: _____ 2016 Signature(s)^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the EGM may appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this 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, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM should you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company.