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华润凤凰

CR Phoenix

**China Resources Phoenix Healthcare Holdings Company Limited**

**華潤鳳凰醫療控股有限公司**

*(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 China Resources Phoenix Healthcare Holdings Company Limited (華潤鳳凰醫療控股有限公司) (the “**Company**”) will be held at E-825, Fuli Morgan Center, No. 6 Taiping Street, Xicheng District, Beijing, the PRC on Monday, September 4, 2017 at 10:30 a.m. 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 New Framework Agreement (as defined in the circular of the Company dated August 18, 2017 (the “Circular”)) (copy of the New Framework 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, 2019 (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 New Framework Agreement and any of the transactions contemplated thereunder.”

By Order of the Board

**China Resources Phoenix Healthcare Holdings Company Limited**

**Wu Potao**

*Executive Director*

Hong Kong, August 18, 2017

*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:*

10/F, Hongkong Offshore Centre  
No. 28 Austin Avenue  
Tsim Sha Tsui  
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 comprises Mr. WANG Yin, Mr. WANG Yan, Mr. HE Xuan, and Mr. LIANG Hongze as non-executive Directors; Mr. CHENG Libing, Mr. WU Potao and Mr. XU Zechang as executive Directors; Mr. KWONG Kwok Kong, Ms. CHENG Hong, Mr. SUN Jianhua and Mr. LEE Kar Chung Felix as independent non-executive Directors.*