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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Resources Phoenix Healthcare Holdings Company Limited (華潤鳳凰醫療控股有限公司), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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華潤鳳凰

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)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of China Resources Phoenix Healthcare Holdings Company Limited (華潤鳳凰醫療控股有限公司) to be held at E-825, Fuli Morgan Center, No. 6 Taiping Street, Xicheng District, Beijing, the People's Republic of China on Thursday, May 31, 2018 at 11:00 a.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.crphoenix.hk).

Whether or not you are able to attend the annual general meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting (i.e. not later than 11:00 a.m. on Tuesday, May 29, 2018 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting in person at the annual general meeting should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

April 27, 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting 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 Thursday, May 31, 2018 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 16 to 19 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Company”	China Resources Phoenix Healthcare Holdings Company Limited (華潤鳳凰醫療控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	as defined in paragraph 4 of the Letter from the Board on page 4 of this circular
“Latest Practicable Date”	20 April, 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	as defined in paragraph 3 of the Letter from the Board on page 4 of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.00025 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



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)

Non-executive Directors:

Mr. Wang Yin (*Chairman of the Board*)
Mr. Wang Yan

Executive Directors:

Mr. Cheng Libing (*Vice Chairman of the Board*)
Mr. Han Yuewei (*Chief Executive Officer*)
(Appointed on October 12, 2017)
Ms. Ren Yuan (*Chief Financial Officer*)
(Appointed on October 12, 2017)
Ms. Fu Yanjun (*Deputy General Manager*)
(Appointed on October 12, 2017)

Independent Non-executive Directors:

Mr. Kwong Kwok Kong
Ms. Chiu Kam Hing Kathy
(Appointed on 23 March 2018)
Mr. Lee Kar Chung Felix

Registered Office:

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

*Headquarters and Principal Place
of Business in the PRC:*

E-825, No. 6 Taiping Street
Xicheng District
Beijing 100050
China

*Principal Place of Business
in Hong Kong:*

10/F, Hongkong Offshore Centre
No. 28 Austin Avenue
Tsim Sha Tsui, Kowloon
Hong Kong

April 27, 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 87(1) and 87(2) of the Articles of Associations, Mr. Cheng Libing and Mr. Lee Kar Chung Felix will retire by rotation at the Annual General Meeting. Mr. Han Yuewei (appointed as an executive Director on October 12, 2017), Ms. Ren Yuan (appointed as an executive Director on October 12, 2017), Ms. Fu Yanjun (appointed as an executive Director on October 12, 2017) and Ms. Chiu Kam Hing Kathy (appointed as an independent non-executive Director on March 23, 2018) who have been appointed by the Board shall hold office until the Annual General Meeting pursuant to article 86(3) of the Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on June 16, 2017, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of new general mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution (i.e. a total of 129,667,651 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (the “**Repurchase Mandate**”). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on June 16, 2017, a general mandate was granted to the Directors to issue new Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue new Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of new general mandate to the Directors to allot, issue or otherwise deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution (i.e. a total of 259,335,303 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (the “**Issuance Mandate**”). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 19 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.crphoenix.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 11:00 a.m. on Tuesday, May 29, 2018 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Repurchase Mandate and the Issuance Mandate are in the interest of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

China Resources Phoenix Healthcare Holdings Company Limited

Han Yuewei

Executive Director & Chief Executive Officer

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTORS

(1) Mr. Cheng Libing

Mr. Cheng Libing, aged 53, is an executive Director and the vice chairman of the Board. Mr. Cheng joined the Group in September 2010 and is primarily responsible for daily operations of the Group. He has been appointed as an executive Director and the vice chairman of the Board since February 2016. Mr. Cheng served as the deputy general manager of Beijing Huaren Intech Hospital Management Consulting Co., Ltd. (北京華仁英智醫院管理諮詢有限公司) from 2006 to 2008 and the deputy general manager of Beijing Huaren Intech Hospital Management Consulting Co., Ltd., Beijing Intech Eye Hospital Co., Ltd. (北京英智眼科醫院有限公司) and Intech Medical Chain (英智醫療連鎖機構) from 2008 to 2010. From 1999 to 2002, he has served various positions at Beijing Kangchen Pharmaceutical Co., Ltd. (北京康辰醫藥發展有限公司), including assistant to the general manager. Mr. Cheng also served in various positions such as an attending doctor at Dongzhimen Hospital Affiliated to Beijing University of Chinese Medicine (北京中醫藥大學附屬東直門醫院) from 1988 to 1998. Mr. Cheng received a bachelor's degree in Clinical Traditional Chinese Medicine from Beijing University of Chinese Medicine (北京中醫藥大學) in Beijing in July 1988.

Save as disclosed above, Mr. Cheng (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Mr. Cheng has entered into a service contract with our Company for a term from February 1, 2018 to December 31, 2020 subject to termination before expiry by either party giving not less than one month's notice in writing to the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Mr. Cheng is entitled to a remuneration package comprising the fixed after-tax basic salary of RMB1,680,000 per annum and the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Mr. Cheng was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and his duties and responsibilities to the Group.

As at the Latest Practicable Date, Mr. Cheng was interested in 1,262,123 Shares within the meaning of part XV of the SFC. Save as disclosed above, Mr. Cheng does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Cheng involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Cheng that need to be brought to the attention of the Shareholders and the Stock Exchange.

(2) Mr. Han Yuewei

Mr. Han Yuewei, aged 50, joined the Group in October 2017 as an executive Director and the Chief Executive Officer. Mr. Han worked for China Resources Land Limited (華潤置地有限公司) (“**CR Land**”) (stock code: 1109) from October 2010 until before joining the Group, during which he served as deputy general manager of Shenyang Region, deputy general manager of Shenzhen Region, director of engineering and vice president. Prior to joining CR Land, Mr. Han worked as the deputy director and director of the Bureau of Public Works of Shenzhen Municipality (深圳市建築工務署) from April 2002 to October 2010. Mr. Han obtained a master’s degree in construction economics and management from Tsinghua University (清華大學) and a bachelor’s degree in construction management from Tsinghua University in July 1993 and July 1991 respectively.

Save as disclosed above, Mr. Han (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Mr. Han has entered into a service agreement with the Company for a term of two years commencing from October 12, 2017, which can be terminated by either party by giving to the other party not less than one month’s notice in writing. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Mr. Han is entitled to a remuneration package comprising the fixed after-tax basic salary of RMB1,680,000 per annum and the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board’s corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Mr. Han was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and his duties and responsibilities to the Group.

As at the Latest Practicable Date, Mr. Han is interested in 156,000 Shares (representing approximately 0.012% of the issued share capital of the Company). Save as disclosed above, Mr. Han does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further 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 in relation to Mr. Han that need to be brought to the attention of the Shareholders and the Stock Exchange.

(3) Ms. Ren Yuan

Ms. Ren Yuan, aged 44, joined the Group in October 2017 as an executive Director and the Chief Financial Officer. Ms. Ren worked as the deputy manager of the finance department of China Resources Microelectronics (Holdings) Limited (華潤微電子(控股)有限公司) from June 2002 to June 2006. From February 2004 to February 2010, Ms. Ren served as the finance director of Wuxi CR Micro-Assemb Tech., Ltd. (無錫華潤安盛科技有限公司). Prior to joining the Group, Ms. Ren worked as the consultancy general director and deputy general director of the information management department of China Resources (Holdings) Co., Ltd. (華潤(集團)有限公司) since February 2010. Ms. Ren obtained her master's degree in accounting from Chinese University of Hong Kong (香港中文大學) in December 2007. Ms. Ren obtained the qualifications of China Certified Public Accountant (中國註冊會計師) and China Certified Public Valuer (中國註冊資產評估師) in December 1998, and September 1999, respectively.

Save as disclosed above, Ms. Ren (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Ms. Ren has entered into a service agreement with the Company for a term of two years commencing from October 12, 2017, which can be terminated by either party by giving to the other party not less than one month's notice in writing. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Ms. Ren is entitled to a remuneration package comprising the fixed after-tax basic salary of RMB1,268,676 per annum and the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Ms. Ren was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and her duties and responsibilities to the Group.

As at the Latest Practicable Date, Ms. Ren does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further 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 in relation to the appointment of Ms. Ren that need to be brought to the attention of the Shareholders and the Stock Exchange.

(4) Ms. Fu Yanjun

Ms. Fu Yanjun, aged 38, has been appointed as an executive Director on October 12, 2017. Ms. Fu joined the Group in December 2014 and has been appointed as the deputy general manager of the Company since December 2016. Ms. Fu also previously served as the managing director of strategic investment department of the Company, the chairman of the board and the general manager of Beijing Wanrong Yikang Pharmaceutical Company Limited (北京萬榮億康醫藥有限公司) and Beijing Phoenix Jiayi Medical Equipment Company Limited (北京鳳凰佳益醫療器械有限公司), which are wholly-owned subsidiaries of the Company, and the executive chairman and the chairman of the youth committee of the Group. Ms. Fu has been appointed as a supervisor of Beijing Jingkelong Company Limited (stock code: 814) since May 2017. Ms. Fu also worked for Ernst & Young Hua Ming from September 2002 to October 2010 and Deloitte Touche Tohmatsu CPA Ltd. from October 2010 to December 2014. Ms. Fu obtained a bachelor's degree in accounting from Renmin University of China (中國人民大學) in July 2002 and obtained the qualification of China Certified Public Accountant (中國註冊會計師) in May 2008.

Save as disclosed above, Ms. Fu (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Ms. Fu has entered into a service agreement with the Company for a term of two years commencing from October 12, 2017, which can be terminated by either party by giving to the other party not less than one month's notice in writing. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Ms. Fu is entitled to a remuneration package comprising the fixed after-tax basic salary of RMB1,032,000 per annum and the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Ms. Fu was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and her duties and responsibilities to the Group.

As at the Latest Practicable Date, Ms. Fu is interested in a total of 295,218 Shares (representing approximately 0.023% of the issued share capital of the Company), comprising: (1) 95,218 Shares (representing approximately 0.007% of the issued share capital of the Company) held by her; and (2) 200,000 Shares (representing approximately 0.016% of the issued share capital of the Company) granted to her under the share award scheme of the Company adopted on July 7, 2014 and amended on May 25, 2015, which are unvested. Save for the information disclosed above, Ms. Fu Yanjun does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further 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 in relation to Ms. Fu that need to be brought to the attention of the Shareholders and the Stock Exchange.

INDEPENDENT NON-EXECUTIVE DIRECTORS

(5) Ms. Chiu Kam Hing, Kathy

Ms. Chiu Kam Hing, Kathy, aged 68, has been appointed as an independent non-executive Director from March 23, 2018. Ms. Chiu has over 29 years of banking experience in Canada and the Asia Pacific Region. Ms. Chiu was a senior vice president at the Republic National Bank of New York and was responsible for the management and investment of third party client's funds. Ms. Chiu has been an associate and a fellow of the Institute of Canadian Bankers since July 1975 and August 1976 respectively. Ms. Chiu was appointed as a Justice of the Peace by the Hong Kong government in July 1992 and as a Cavaliere by the Italian Government in December 1998. Ms. Chiu is the chairlady of Prime Investments Group Limited and is currently an independent non-executive director of National Agricultural Holdings Limited (stock code: 01236), Sau San Tong Holdings Limited (stock code: 08200) and CPM Group Limited (stock code: 01932), whose shares are all listed on the Stock Exchange. Ms. Chiu is licenced to carry out asset management business under Type 9 regulated activity under the SFO.

Save as disclosed above, Ms. Chiu (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Ms. Chiu has entered into a letter of appointment with the Company for a term from March 23, 2018 to December 31, 2020, which can be terminated by either party by giving to the other party not less than one month's notice in writing. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Ms. Chiu is entitled to a remuneration of HK\$300,000 per annum for serving as an independent non-executive Director, which was determined by the Board, upon recommendation by the Remuneration Committee, with reference to the prevailing market situation and her duties and responsibilities to the Group.

As at the Latest Practicable Date, Ms. Chiu does not have any interests in the Shares within the meaning of Part XV of the SFO and has met the independence guidelines as set out in Rule 3.13 of 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 Ms. Chiu that need to be brought to the attention of the Shareholders and the Stock Exchange.

(6) Mr. Lee Kar Chung Felix

Mr. Lee Kar Chung Felix, aged 36, is an independent non-executive Director and a member of the Remuneration Committee and has been redesignated as the chairman of the nomination committee of the Board on March 23, 2018. Mr. Lee is currently a senior vice president of Chow Tai Fook Enterprises Limited (“**Chow Tai Fook Enterprises**”), responsible for making investments in the healthcare sector in Asia and globally. He is also a director of Healthcare Ventures Holdings Limited, a wholly-owned subsidiary of Chow Tai Fook Enterprises and a substantial shareholder of UMP Healthcare Holdings Limited. Mr. Lee is also an executive director of UMP Healthcare Holdings Limited (stock code: 722), a leading corporate healthcare solutions provider in Hong Kong of which the shares were listed on the Main Board of the Stock Exchange, where he is responsible for corporate development, international operations and merger and acquisitions. The Group, through Pinyu Limited, a wholly-owned subsidiary of the Company, owns 12.92% of UMP Healthcare Holdings Limited as at the Latest Practicable Date. 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 January 2009. 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’s degree in law 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.

Save as disclosed above, Mr. Lee (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Mr. Lee has entered into a letter of appointment with our Company for a term from January 1, 2018 to December 31, 2020 subject to termination before expiry by either party giving not less than one month's notice in writing to the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Mr. Lee is entitled to a remuneration of RMB240,000 per annum for serving as an independent non-executive Director, which was determined by the Board, upon recommendation by the Remuneration Committee, with reference to the prevailing market situation and his duties and responsibilities to the Group.

As at the Latest Practicable Date, Mr. Lee does not have any interests in the Shares within the meaning of Part XV of the SFO and has met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders and the Stock Exchange.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,296,676,516 Shares.

Subject to the passing of the ordinary resolution set out in item 11 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,296,676,516 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 129,667,651 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the interest of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2017) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2017	10.56	9.36
May 2017	11.46	9.82
June 2017	10.56	9.61
July 2017	10.08	9.21
August 2017	10.04	9.40
September 2017	10.02	9.53
October 2017	10.80	9.67
November 2017	10.20	9.56
December 2017	9.86	9.22
January 2018	12.10	9.75
February 2018	11.18	10.02
March 2018	9.94	9.45
April 2018 (<i>up to the Latest Practicable Date</i>)	10.02	9.78

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, China Resources Company Limited, the substantial shareholder of the Company (as defined in the Listing Rules), was interested in 466,824,016 Shares, representing approximately 36.00% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the aggregate shareholding interest of China Resources Company Limited would be increased to approximately 40.00% of the issued share capital of the Company.

The Directors consider that such increase in shareholding may give rise to an obligation for China Resources Company Limited to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the proposed Repurchase Mandate to such an extent as would give rise to such an obligation.

In addition, the Directors do not have any intention to exercise the proposed Repurchase Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the 6 months immediately preceding the Latest Practicable Date, the Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



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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 IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) 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 People’s Republic of China on Thursday, May 31, 2018 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended December 31, 2017;
2. To declare a final dividend of HK\$11 cents (equivalent to RMB8.9 cents based on the exchange rate of HK\$1:RMB0.8066) per ordinary share of the Company for the year ended December 31, 2017;
3. To re-elect Mr. Cheng Libing as an executive Director;
4. To re-elect Mr. Han Yuewei as an executive Director;
5. To re-elect Ms. Ren Yuan as an executive Director;
6. To re-elect Ms. Fu Yanjun as an executive Director;
7. To re-elect Ms. Chiu Kam Hing Kathy as an independent non-executive Director;
8. To re-elect Mr. Lee Kar Chung Felix as an independent non-executive Director;
9. To authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration;
10. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors and to authorize the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”;

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
 - (iv) the exercise of rights of subscription or conversion under the term, of any warrants of the Company or any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Right Issue**” means an offer of shares or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

NOTICE OF ANNUAL GENERAL MEETING

13. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 11 and 12 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 12 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 11 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By order of the Board

China Resources Phoenix Healthcare Holdings Company Limited

Han Yuewei

Executive Director & Chief Executive Officer

Beijing, April 27, 2018

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. 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 above meeting. A proxy need not be a member of the Company. 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.
2. In order to be valid, the 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 (i.e. not later than 11:00 a.m. on Tuesday, May 29, 2018 (Hong Kong time)) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, May 28, 2018 to Thursday, May 31, 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than Hong Kong Time 4:30 p.m. on Friday, May 25, 2018.
4. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Thursday, June 14, 2018 to Tuesday, June 19, 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than Hong Kong time 4:30 p.m. on Wednesday, June 13, 2018.
5. All the resolutions set out in this notice shall be decided by poll.