
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Resources Phoenix Healthcare Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



華潤鳳凰醫療控股有限公司

China Resources Phoenix Healthcare Holdings Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1515)

**PROPOSED CHANGE OF COMPANY NAME;
PROPOSED AMENDMENTS AND RESTATEMENT OF
THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF
THE COMPANY;
PROPOSED RE-ELECTION OF DIRECTORS;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at E825, Fuli Morgan Center, No. 6 Taiping Street, Xicheng District, Beijing, the People's Republic of China at 9:30 a.m. on Friday, September 7, 2018 is set out on pages 12 to 14 of this circular.

Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the EGM (i.e., at or before 9:30 a.m. on Wednesday, September 5, 2018 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

August 13, 2018

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Proposed change of company name	4
3. Proposed amendments and restatement of the memorandum and articles of association of the Company	5
4. Proposed re-election of Directors	6
5. EGM	6
6. General	6
7. Recommendations	7
8. Responsibility statement	7
9. Closure of register of members	7
10. Miscellaneous	7
 Appendix – Details of the Directors proposed to be re-elected at the Extraordinary General Meeting	 8
 Notice of EGM	 12

DEFINITIONS

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

“Amendments and Restatement”	the amendments and restatement of the Memorandum and Articles of Association to reflect the proposed Change of Company Name
“Board”	the board of Directors
“Change of Company name”	the change of the English name of the Company from “China Resources Phoenix Healthcare Holdings Company Limited” to “China Resources Medical Holdings Company Limited” and the change of the dual foreign name of the Company in Chinese from “華潤鳳凰醫療控股有限公司” to “華潤醫療控股有限公司”
“Company”	China Resources Phoenix Healthcare Holdings Company Limited (華潤鳳凰醫療控股有限公司), an exempted 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)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at E825, Fuli Morgan Center, No. 6 Taiping Street, Xicheng District, Beijing, the People’s Republic of China at 9:30 a.m. on Friday, September 7, 2018, the notice of which is set out on pages 12 to 14 of this circular, and any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	August 10, 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Memorandum and Articles of Association”	the memorandum of association and articles of association of the Company as amended and restated from time to time
“Re-election of Directors”	the re-election of Mr. Wu Ting Yuk, Anthony as an independent non-executive Director, and Mr. Song Qing as an executive Director at the EGM pursuant to the Memorandum and Articles of Association
“Share(s)”	ordinary share(s) of HK\$0.00025 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



華潤鳳凰醫療控股有限公司

China Resources Phoenix Healthcare Holdings Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1515)

Independent non-executive Directors:

Mr. Wu Ting Yuk Anthony (*Chairman of the Board*)
Mr. Kwong Kwok Kong
Ms. Chiu Kam Hing Kathy
Mr. Lee Kar Chung Felix

Non-executive Directors:

Mr. Wang Yan

Executive Directors:

Mr. Song Qing (*Vice Chairman of the Board*)
Mr. Cheng Libing (*Chief Executive Officer*)
Mr. Han Yuewei
Ms. Ren Yuan (*Chief Financial Officer*)
Ms. Fu Yanjun (*Deputy General Manager*)

Registered Office:

Harneys Fiduciary (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:*

41/F., China Resources Building
26 Harbour Road, Wanchai
Hong Kong

August 13, 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME;
PROPOSED AMENDMENTS AND RESTATEMENT OF
THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF
THE COMPANY;
PROPOSED RE-ELECTION OF DIRECTORS;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated August 7, 2018 relating to the proposed Change of Company Name and the proposed Amendments and Restatement.

LETTER FROM THE BOARD

The proposed Change of Company Name, the proposed Amendments and Restatement and the proposed re-election of Directors are subject to, amongst other things, the approval by the Shareholders, by way of poll, at the EGM. The purpose of this circular is to provide you with further details of the proposed Change of Company Name, the proposed Amendments and Restatement and the proposed Re-election of Directors and a notice convening the EGM.

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China Resources Phoenix Healthcare Holdings Company Limited” to “China Resources Medical Holdings Company Limited” and its dual foreign name in Chinese from “華潤鳳凰醫療控股有限公司” to “華潤醫療控股有限公司” as set out below.

Conditions for the Proposed Change of Company Name

The proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM approving, amongst others, the proposed Change of Company Name; and
- (ii) the approval of the Registrar of Companies in Cayman Islands for the change of the English name and dual foreign name in Chinese of the Company.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the special resolution is passed. Thereafter, the special resolution shall be filed with the Registrar of Companies in the Cayman Islands, and the Registrar of Companies in the Cayman Islands will (1) enter the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the former English name and the dual foreign name in Chinese of the Company and (2) issue a certificate of incorporation on change of name to the Company. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers that the Change of Company Name will not only provide the Company with fresh corporate identity but will also reflect the current status of the Group and its direction of future development. The Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit the Company’s future business development. As such, the Board believes that the change is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Proposed Change of Company Name

The proposed Change of Company Name will not affect any rights of the existing holders of securities of the Company nor the Company's daily business operation and its financial position.

All the existing certificates of securities of the Company in issue bearing the existing name of the Company will, upon the proposed Change of Company Name becoming effective, continue to be evidence of title to such securities of the Company and will continue to be valid for trading, settlement, registration and delivery of the same number of securities of the Company in the new English name and Chinese name of the Company. As soon as the proposed Change of Company Name has become effective, any new certificates of the securities of the Company will be issued in the new English name and Chinese name of the Company. There will not be any arrangement for free exchange of the existing certificates of the securities of the Company for new certificates bearing the new English name and Chinese name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English stock short name and the Chinese stock short name for trading of the shares of the Company on the Stock Exchange will also be changed after the proposed Change of Company Name has become effective.

3. PROPOSED AMENDMENTS AND RESTATEMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

In view of the proposed Change of Company Name, the Board also proposes the Amendments and Restatement to reflect the proposed Change of Company Name, with the proposed Amendments and Restatement to take effect at the same time the proposed Change of Company Name takes effect.

At the EGM, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name, the new Company name being entered in the register of companies maintained by the Registrar of Companies in the Cayman Islands and the amendments to the Memorandum and Articles of Association by replacing all references to the name of the Company with "China Resources Medical Holdings Company Limited 華潤醫療控股有限公司".

LETTER FROM THE BOARD

4. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with articles 87(1) and 87(2) of the Articles of Associations, Mr. Wu Ting Yuk, Anthony, and Mr. Song Qing will retire by rotation at the EGM. Mr. Wu Ting Yuk, Anthony (appointed as an independent non-executive Director on August 7, 2018) and Mr. Song Qing (appointed as an executive Director on August 7, 2018) who have been appointed by the Board shall hold office until the EGM pursuant to article 86(3) of the Articles of Association. All of the above Directors, being eligible, will offer themselves for re-election at the EGM. Details of the above Directors are set out in Appendix to this circular.

5. EGM

The EGM will be convened by the Company at E825, Fuli Morgan Center, No. 6 Taiping Street, Xicheng District, Beijing, the People's Republic of China at 9:30 a.m. on Friday, September 7, 2018 for the Shareholders to consider, and if thought fit, approved the proposed Change of Company Name, the proposed Amendments and Restatement and the proposed Re-election of Directors, by way of poll.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the proposed Change of Company Name, the proposed Amendments and Restatement and the proposed Re-election of Directors and accordingly, no Shareholders are required to abstain from voting on the resolutions to be proposed at the EGM.

The notice of EGM is set out on pages 12 to 14 of this circular. A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you intend to attend the EGM, you are advised to read the notice and complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the EGM (i.e., at or before 9:30 a.m. on Wednesday, September 5, 2018 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

6. GENERAL

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the proposed Change of Company Name and the new English stock short name and Chinese stock short name for trading of the shares of the Company on the Stock Exchange.

LETTER FROM THE BOARD

7. RECOMMENDATIONS

The Board considers that the proposed Change of Company Name, the proposed Amendments and Restatement and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the special resolutions to approve the proposed Change of Company Name and the proposed Amendments and Restatement, and the ordinary resolutions to approve the proposed Re-election of Directors at the EGM as set out in the notice of EGM.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, September 4, 2018 to Friday, September 7, 2018 (both dates inclusive), for the purpose of determining the Shareholders' eligibility to attend and vote at the EGM to be held on Friday, September 7, 2018, and during which no transfer of Shares will be effected. In order to qualify for attendance of the EGM to be held on Friday, September 7, 2018 at 9:30 a.m., all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company's branch share registrar and transfer office 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, not later than 4:30 p.m. on Monday, September 3, 2018.

10. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,

For and on behalf of the Board

China Resources Phoenix Healthcare Holdings Company Limited
CHENG Libing

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 Extraordinary General Meeting.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. WU Ting Yuk, Anthony

Mr. WU Ting Yuk, Anthony, aged 63, is a leader in the healthcare industry and has extensive management experience in medical system. He joined the Group as an independent non-executive Director and the chairman on August 7, 2018. Mr. Wu jointed the Hong Kong Hospital Authority in 1999 and was formerly its chairman from 2004 to 2013. He is the longest-serving chairman of the Hospital Authority. He has led the team of the Hospital Authority to manage all public hospitals and public clinics in Hong Kong and implement the public health policy of the Hong Kong SAR Government. He has also actively promoted a number of public and private medical co-operation projects during his tenure. Mr. Wu is currently also the principal advisor to the State Administration of Traditional Chinese Medicine of the People's Republic of China, a member of the Chinese Medicine Reform and Development Advisory Committee. He was a member of the State Council's Medical Reform Leadership Advisory Committee and an advisor to the Public Policy Advisory Committee of the National Health and Family Planning Commission.

Other important public positions that Mr. Wu has served include member of the 12th and 13th Standing Committee of the Chinese People's Political Consultative Conference National Committee, and a member of the Chief Executive's Council of Advisers on Innovation and Strategic Development and the Task Force on Land Supply of the Hong Kong SAR, and has been award GBS and JP by the government of Hong Kong SAR.

Mr. Wu was a member of the General Committee of the Hong Kong General Chamber of Commerce from 2000 to 2017, served as its chairman from 2010 to 2012, and is currently a member of its Council. Mr. Wu was a partner of Ernst & Young ("EY") from 1985 to 2015, and served as chairman of the EY's Far East Region from 2000 to 2005. He is also the chief advisor to MUFG Bank, Ltd., the chairman of The China Oxford Scholarship Fund, an honorary professor of the Faculty of Medicine of the Chinese University of Hong Kong and the Peking Union Medical College Hospital, and an honorary fellow of the Hong Kong College of Community Medicine. Mr. Wu also has directorships in certain listed companies of the Main Board of the Stock Exchange: he is an independent non-executive director of Power Assets Holdings Limited (Stock Code: 006), Guangdong Investment Limited (Stock Code: 270) and China Taiping Insurance Holdings Company Limited (Stock Code: 966), and an executive director of Sincere Watch (Hong Kong) Limited (Stock Code: 444). He was also an independent non-executive director of Agricultural Bank of China Limited (Stock Code: 1288) from 2009 to 2015. He was also a director of the Fidelity Funds from 2011 to 2014.

Mr. Wu is a fellow of Hong Kong Institute of Certified Public Accounts and the Institute of Chartered Accountants in England and Wales, and the honorary chairman of the Institute of Certified Management Accountants (Australia) Hong Kong Branch.

On December 24, 2013, the Disciplinary Committee of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) found Mr. Wu’s failure to observe, maintain or otherwise apply the requirements of HKICPA in preserving the “appearance” of independence by acting as an independent financial advisor on behalf of EY to a non-listed company whilst also a senior partner of EY who acted as auditors of such company in respect of the financial years ended 31 December 1995 to 31 December 1997, and is therefore a deemed auditor of that company under the Companies Ordinance, to be a professional misconduct (the “**Incident**”). Mr. Wu was ordered to pay a penalty of HK\$250,000, name removed from the register for a period of two years from July 23, 2014, and together with the other respondents, were ordered to pay the costs of HK\$2 million to HKICPA.

This Incident was then referred to the Institute of Chartered Accountants in England and Wales by HKICPA in 2014, and was dismissed by the Institute in 2017.

Save as disclosed above, Mr. Wu (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. Wu has entered into a service contract with our Company for a term of three year commencing from August 7, 2018 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. Wu is entitled to a remuneration package comprising the director fee of HK\$1,000,000 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. Wu 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. Wu 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. Wu 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. Wu that need to be brought to the attention of the Shareholders and the Stock Exchange.

EXECUTIVE DIRECTOR**Mr. SONG Qing**

Mr. Song Qing, aged 53, holds a bachelor's degree in Chinese medicine from Anhui University of Traditional Chinese Medicine in Hefei, the PRC, and obtained his chief pharmacist title from the general logistics department of the People's Liberation Army in April 1996. He joined the Group as an executive Director and the vice chairman on August 7, 2018. Mr. Song has extensive experiences in corporate management, and has over 30 years of experience and sophisticated background in the pharmaceutical industry. Mr. Song was the director of China Resources Pharmaceutical Group Limited (which is listed on the Main Board of the Stock Exchange; Stock Code: 3320) from May 2016 to August 2018, and also its president from June 2017 to August 2018. Mr. Song is a director of China Resources Sanjiu Medical & Pharmaceutical Co Ltd (which is listed on Shenzhen Stock Exchange; Stock Code: 000999). He served as an inspection pharmacist of quality inspection department, a pharmacist in charge and the director of production department, the director of the enterprise management department and an assistant to president of Shenzhen South Pharmaceutical Factory, the general manager and chairman of Shanxi Sanjiu Tongda Pharmaceutical Company Limited (山西三九同達藥業有限公司) (currently known as Shanxi Tongda Pharmaceutical Company Limited (山西同達藥業有限公司)). Mr. Song served as an assistant general manager, the director of technology center, the director of medical & pharmaceutical department of Sanjiu Enterprise. Mr. Song is currently the chairman of China Resources Healthcare Group Limited and also takes the role as the Company's vice chairman in order to lead the healthcare segment of China Resources.

Save as disclosed above, Mr. Song (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. Song has entered into a service agreement with the Company for a term of three years commencing from August 7, 2018, 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. Song shall not receive any fixed salary from the Company, but he shall be entitled to 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. Song 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. Song 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. Song that need to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF EGM



華潤鳳凰醫療控股有限公司

China Resources Phoenix Healthcare Holdings Company Limited

(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 of China Resources Phoenix Healthcare Holdings Company Limited (the “**Company**”) will be held at E825, Fuli Morgan Center, No. 6 Taiping Street, Xicheng District, Beijing, the People’s Republic of China on Friday, September 7, 2018 at 9:30 a.m. to consider, and if thought fit, pass the following resolutions each as a special resolution of the Company:

SPECIAL RESOLUTIONS

1. “THAT

subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “China Resources Phoenix Healthcare Holdings Company Limited” to “China Resources Medical Holdings Company Limited” and its dual foreign name in Chinese from “華潤鳳凰醫療控股有限公司” to “華潤醫療控股有限公司”, with effect from the date of passing of this resolution.”

2. “THAT

subject to the passing of the resolution numbered 1 above, and the new Company name being entered into the register of companies by the Registrar of Companies in the Cayman Islands, the Memorandum of Association and the Articles of Association of the Company be amended by replacing all references to the name of the Company with “China Resources Medical Holdings Company Limited 華潤醫療控股有限公司” to reflect the name change of the Company; and the amended and restated Memorandum of Association and the amended and restated Articles of Association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the extraordinary general meeting for the purpose of identification, be approved and adopted in substitution for and to the exclusion of the existing Memorandum of Association and the existing Articles of Association of the Company.”

NOTICE OF EGM

3. “THAT

each director of the Company (the “**Directors**”) and the registered office provider of the Company be and are hereby authorised severally to do all such acts and things and execute such further documents and take all steps which, in his/her/it opinion, may be necessary, desirable or expedient to implement and give effect to the aforesaid change of the Company’s name and the amendments and restatement of the memorandum and articles of association of the Company, to attend to any necessary registration and/or filing for and on behalf of the Company.”

ORDINARY RESOLUTIONS

4. To re-elect Mr. WU Ting Yuk, Anthony as an independent non-executive Director;
5. To re-elect Mr. SONG Qing as an executive Director.

By order of the Board

China Resources Phoenix Healthcare Holdings Company Limited

CHENG Libing

Executive Director & Chief Executive Officer

Beijing, August 13, 2018

Registered Office:

Harneys Fiduciary (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:

41/F., China Resources Building
26 Harbour Road, Wanchai
Hong Kong

NOTICE OF EGM

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, Wanchai, 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.
7. The register of members of the Company will be closed from Tuesday, September 4, 2018 to Friday, September 7, 2018 (both dates inclusive), for the purpose of determining the Shareholders' eligibility to attend and vote at the EGM to be held on Friday, September 7, 2018, and during which no transfer of Shares will be effected. In order to qualify for attendance of the EGM to be held on Friday, September 7, 2018 at 9:30 a.m., all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company's branch share registrar and transfer office 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, not later than 4:30 p.m. on Monday, September 3, 2018.

As at the date of this notice, the Board comprises Mr. WU Ting Yuk, Anthony, Mr. KWONG Kwok Kong, Ms. CHIU Kam Hing Kathy and Mr. LEE Kar Chung Felix as independent non-executive Directors; Mr. WANG Yan as non-executive Director; Mr. SONG Qing, Mr. CHENG Libing, Mr. HAN Yuwei, Ms. REN Yuan and Ms. FU Yanjun as executive Directors.