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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)

FULL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been fully exercised by the Joint Global Coordinators (on behalf of the International Purchasers) on December 1, 2013 in respect of an aggregate of 30,136,000 Shares (the “**Over-allotment Shares**”), representing approximately 15.0% of the Offer Shares initially available under the Global Offering, to cover over-allocations in the International Offering. The Over-allotment Shares will be sold by the Company at HK\$7.38 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering.

Further announcement will be made by the Company after the end of the stabilization period.

The Company announces that the Over-allotment Option described in the Prospectus has been fully exercised by the Joint Global Coordinators (on behalf of the International Purchasers) on December 1, 2013 in respect of an aggregate of 30,136,000 Shares, representing approximately 15.0% of the Offer Shares initially available under the Global Offering, to cover over-allocations in the International Offering.

The Over-allotment Shares will be sold by the Company at HK\$7.38 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering. Approvals for the listing of and permission to deal in the Over-allotment Shares have already been granted by the Listing Committee of the Stock Exchange.

The shareholding structure of the Company immediately before and immediately after the sale of the Over-allotment Shares by the Company is as follows:

A. IMMEDIATELY BEFORE THE SALE OF THE OVER-ALLOTMENT SHARES

Shareholders	Number of Shares	Approximate percentage of the Company's issued share capital (%)
Speed Key Limited	277,360,000	34.51
Hyde International Investment Limited	62,360,000	7.76
Exalt Great Limited	19,240,000	2.39
Senmart Investments Limited	145,920,000	18.16
Silvapower Investments Limited	33,200,000	4.13
Vertex Asia Fund Pte. Ltd.	5,920,000	0.74
Green Talent Investments Limited	58,720,000	7.31
Public Shareholders	200,907,000	25.00
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Total	<u>803,627,000</u>	<u>100.00</u>

B. IMMEDIATELY AFTER THE SALE OF THE OVER-ALLOTMENT SHARES

Shareholders	Number of Shares	Approximate percentage of the Company's issued share capital (%)
Speed Key Limited	277,360,000	33.27
Hyde International Investment Limited	62,360,000	7.48
Exalt Great Limited	19,240,000	2.31
Senmart Investments Limited	145,920,000	17.50
Silvapower Investments Limited	33,200,000	3.98
Vertex Asia Fund Pte. Ltd.	5,920,000	0.71
Green Talent Investments Limited	58,720,000	7.04
Public Shareholders	231,043,000	27.71
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Total	<u>833,763,000</u>	<u>100.00</u>

The net proceeds of approximately HK\$215 million from the sale of the Over-allotment Shares by the Company will be used by the Company for the purposes as set out in the section headed “Future Plans and Use of Proceeds – Use of Proceeds” in the Prospectus.

The Company continues to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules that at least 25% of the Company’s total issued share capital must at all times be held by the public.

A separate announcement will be made by the Company at the end of the stabilization period in connection with the Global Offering pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

By order of the board of directors of
Phoenix Healthcare Group Co. Ltd
Liang Hongze
Chairman

Hong Kong, December 1, 2013

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Liang Hongze, Ms. Xu Jie, Mr. Zhang Liang, Mr. Xu Zechang and Mr. Jiang Tianfan, as executive Directors; Mr. Yang Huisheng and Mr. Zhu Zhongyuan, as non-executive Directors; and Mr. Kwong Kwok Kong, Ms. Cheng Hong, Mr. Wang Bing and Mr. Sun Jianhua, as independent non-executive Directors.