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HUA XIA HEALTHCARE HOLDINGS LIMITED

華夏醫療集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8143)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Hua Xia Healthcare Holdings Limited (the “**Company**”) will be held at Room 1902, 19/F., Sing Pao Building, No 101 King’s Road, North Point, Hong Kong on Wednesday, 24 January 2007 at 8:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** conditional upon: (a) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having revoked the listing of and permission to deal in the Offer Shares (as defined below) to be allotted and issued to the shareholders of the Company (the “**Shareholders**”) pursuant to the terms and conditions of the Open Offer (as defined below); (b) the registration of all documents relating to the Open Offer required by law to be registered with the Registrar of Companies in Hong Kong on or before 24 January 2007 or such later date as the Company and Quam Securities Company Limited (“**Quam Securities**”) on behalf of Quam Securities, Partners Capital Securities Limited (“**PCSL**”) and Hantec Capital Limited (together with Quam Securities and PCSL, the “**Underwriters**”) may agree; and (c) the obligations of the Underwriters under the underwriting agreement dated 11 December 2006 (the “**Underwriting Agreement**” including, if any, all supplemental agreements relating thereto) between the Company and the Underwriters becoming unconditional and the Underwriting Agreement not being terminated in accordance with the terms thereof prior to 4:00 p.m. on the third business day after the last day for acceptance of Offer Shares (as defined below),

- (i) the issue by way of open offer (the “**Open Offer**”) of not less than 350,692,167 shares (the “**Shares**”) of HK\$0.05 each in the share capital of the Company and not more than 368,117,579 Shares (the “**Offer Shares**”) to the Shareholders whose names appear on the register of members of the Company on 24 January 2007 (excluding those Shareholders with registered addresses outside Hong Kong) on the basis of one Offer Share for every two Shares then held and otherwise pursuant to and in accordance with the terms and conditions set out in the circular dated on or before 8 January 2007 despatched by the Company to the Shareholders (a copy of which had been produced

* *for identification purpose only*

to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) be and is hereby approved and the directors (the “**Directors**”) of the Company be and are hereby authorised to allot and issue the Offer Shares pursuant to or in accordance with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements or overseas Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and

- (ii) the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient in connection with the Open Offer.”

By order of the Board
Hua Xia Healthcare Holdings Limited
Yung Kwok Leong
Chairman

Hong Kong, 8 January 2007

Head office and principal place of business in Hong Kong:

Room 1902

19/F., Sing Pao Building

No. 101 King’s Road

North Point

Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of the Company, vote in his/her/its stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. A form of proxy for use at the EGM (or at any adjournment thereof) is enclosed with the circular of the Company dated 8 January 2007. In order to be valid, the form of proxy attached to this circular must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the principal place of business of the Company at Room 1902, 19/F., Sing Pao Building, No. 101 King's Road, North Point, Hong Kong not less than 48 hours before the time for holding the EGM or at any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the above EGM or any adjournment thereof should he/she/it so wish.
3. Where there are joint holders of any share of the Company, any one of such holders may vote at the Meeting either personally or by proxy in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

As at the date of this announcement, the executive directors are Mr. Yung Kwok Leong, Ms. Shum Ngai Pan, Mr. Chen Jin Shan, Mr. Weng Jiaxing and Mr. Jiang Tao. The independent non-executive directors are Mr. Chan Francis Ping Kuen, Mr. Hsu Shiu Foo, William and Mr. Yu Chai Mei.

This announcement, for which the directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the "Latest Company Announcements" page of the GEM website and the website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.huaxia-healthcare.com.