



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)

Form of Proxy for Extraordinary General Meeting

Form of proxy for use by shareholders at the extraordinary general meeting (the "EGM") of Hua Xia Healthcare Holdings Limited (the "Company") to be convened 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. and at any adjournment thereof

I/We (note a) _____ of _____ being the registered holder(s) of (note b) _____ ordinary share(s) of HK\$0.05 each in the issued share capital of the Company hereby appoint the chairman of the EGM or _____ of _____ to act as my/our proxy (note c) to attend and vote on my/our behalf at the EGM of the Company to 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. and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company) in respect of the resolution as indicated below or, if no such indication is given to vote or abstain from voting, as my/our proxy thinks fit.

Please tick ("✓") in the appropriate box to indicate how you wish your proxy to vote at the EGM (notes d and e).

Ordinary Resolution	For	Against
To approve the open offer of not less than 350,692,167 offer shares and not more than 368,117,579 offer shares at HK\$0.08 per offer share on the basis of one offer share for every two shares held on record date payable in full on application.		

Dated this _____ day of _____ 2007 Signature: _____ (notes f to j)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary share(s) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares in the issued share capital of the Company registered in your name (whether alone or jointly with others).
- A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you. You are entitled to appoint a proxy of your own choice. If you wish to appoint some person other than the chairman of the EGM as your proxy, please delete the words "the chairman of the EGM or" and insert the full name and address of the proxy you wish to appoint in the space provided. **Any changes should be initialled.**
- IMPORTANT: If you wish to vote for the resolution, please tick ("✓") in the box marked "For". If you wish to vote against the resolution, please tick ("✓") in the box marked "Against". If this form of proxy is returned duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the proposed resolution. A proxy will also be entitled to vote or abstain at his discretion on any amendment of the proposed resolution properly put to the EGM.**
- The full text of this resolution appears in the notice convening the EGM dated 8 January 2007.
- In the case of joint holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the EGM, whether in person or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the Company's principal place of business at Room 1902, 19/F., Sing Pao Building, No. 101 King's Road, North Point, Hong Kong by not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof should you wish.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting at the EGM if you so wish. In the event that you attend the EGM after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.

* for identification purpose only