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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)

RESULTS OF THE OPEN OFFER

Financial adviser to the Company



博大資本國際有限公司
Partners Capital International Limited

The Board is pleased to announce that the Open Offer has become unconditional at 4:00 p.m. on Monday, 12 February 2007.

As at 4:00 p.m. on Wednesday, 7 February 2007, being the latest time for acceptance of and payment for the Offer Shares and application for excess Offer Shares, a total of 685 valid acceptances of Offer Shares have been received for a total of 346,358,661 Offer Shares, representing approximately 97.42% of the total number of the Offer Shares available for subscription under the Open Offer, and a total of 2,260 valid applications for excess Offer Shares have been received for a total of 2,879,545,550 Offer Shares, representing approximately 8.10 times of the total number of the Offer Shares available for subscription under the Open Offer. Accordingly, a total of 2,945 valid applications of 3,225,904,211 Offer Shares have been received. In aggregate, they represent approximately 9.07 times of the total number of 355,523,083 Offer Shares offered under the Open Offer.

It is expected that the share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares on the Application Forms and successful applications for excess Offer Shares, in their fully-paid form, will be despatched to the successful applicants at their addresses (as shown on the register of members of the Company) by ordinary post on or before Wednesday, 14 February 2007 at the relevant Shareholders' own risks. Refund cheques in respect of wholly or partially unsuccessful applications for excess Offer Shares are expected to be sent by ordinary post to the respective unsuccessful applicants on or before Wednesday, 14 February 2007 at the relevant Shareholders' own risks.

Dealings in the Offer Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:30 a.m. on Friday, 16 February 2007.

* For identification purpose only

Reference is made to the prospectus of the Company dated 24 January 2007 (the “Prospectus”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated in accordance with its terms. The Open Offer has become unconditional at 4:00 p.m. on Monday, 12 February 2007.

As at 4:00 p.m. on Wednesday, 7 February 2007, being the latest time for acceptance of and payment for the Offer Shares and application for excess Offer Shares, a total of 685 valid acceptances of Offer Shares have been received for a total of 346,358,661 Offer Shares, representing approximately 97.42% of the total number of the Offer Shares available for subscription under the Open Offer, and a total of 2,260 valid applications for excess Offer Shares have been received for a total of 2,879,545,550 Offer Shares, representing approximately 8.10 times of the total number of the Offer Shares available for subscription under the Open Offer. Accordingly, a total of 2,945 valid applications of 3,225,904,211 Offer Shares have been received. In aggregate, they represent approximately 9.07 times of the total number of 355,523,083 Offer Shares offered under the Open Offer.

As a result of the over-subscription of the Offer Shares, the Underwriters’ obligations in respect of the subscription or procurement of the subscription of the Offer Shares not taken up and other related obligations arising thereto under the Underwriting Agreement have been discharged.

Excess application

Of the 9,164,422 Offer Shares available for application by way of excess application, the Directors have resolved to allocate those Offer Shares not accepted by the Qualifying Shareholders in the following manner:

Number of excess Offer Shares applied for	Number of valid excess applications	Total number of excess Offer Shares applied for	Basis of allotment	Total number Offer Shares allotted	Approximate percentage of allocation based on the total number of excess Offer Shares of applied for in this category
1 to 19,999	614	12,002,856	13 out of 614 applicants to receive the Offer Shares applied for in full	220,260	1.835%
20,000 to 99,999	1,427	65,031,679	27 out of 1,427 applicants to receive a board lot of 20,000 Offer Shares	540,000	0.830%
100,000 to 999,999	88	24,172,622	7 out of 88 applicants to receive a board lot of 20,000 Offer Shares	140,000	0.579%
1,000,000 to 5,999,999	91	165,973,047	32 out of 91 applicants to receive a board lot of 20,000 Offer Shares	640,000	0.386%
6,000,000 to 19,999,999	20	225,802,434	To receive 20,000 Offer Shares each plus 18 out of 20 applicants to receive an additional board lot of 20,000 Offer Shares	760,000	0.337%
20,000,000 to 59,999,999	12	473,169,828	0.33% of the excess Offer Shares applied for (round DOWN to the nearest board lot)	1,440,000	0.304%
60,000,000 to 129,999,999	5	452,079,895	0.30% of the excess Offer Shares applied for (round DOWN to the nearest board lot)	1,320,000	0.292%
440,010,000	1	440,010,000	Approximately 0.282% of the excess Offer Shares applied for	1,240,000	0.282%
461,293,189	1	461,293,189	Approximately 0.282% of the excess Offer Shares applied for	1,300,000	0.282%
560,010,000	1	560,010,000	Approximately 0.279% of the excess Offer Shares applied for	1,564,162	0.279%
	<u>2,260</u>	<u>2,879,545,550</u>		<u>9,164,422</u>	

The Directors have allocated the excess Offer Shares at their discretion and on a fair and equitable basis by reference to the number of excess Offer Shares applied for by each Qualifying Shareholder.

Changes in shareholding structure of the Company

To the best knowledge of the Board, the following is a table showing the changes in shareholding structure of the Company immediately prior to and after completion of the Open Offer:

	Immediately before completion of the Open Offer		Immediately following completion of the Open Offer	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Mr. Yung and Easeglory	126,929,000	17.85	190,393,500	17.85
Ms. Shum	3,600,000	0.51	5,400,000	0.51
Mr. Weng	3,750,000	0.53	5,625,000	0.53
Mr. Wu Wendong	126,000,000	17.72	189,000,000	17.72
Public Shareholders	450,767,167	63.39	676,150,750	63.39
Total	<u>711,046,167</u>	<u>100.00</u>	<u>1,066,569,250</u>	<u>100.00</u>

Despatch of certificates for Offer Shares and refund cheques and commencement of dealings in Offer Shares in fully-paid form

It is expected that the share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares on the Application Forms and successful applications for excess Offer Shares, in their fully-paid form, will be despatched to the successful applicants at their addresses (as shown on the register of members of the Company) by ordinary post on or before Wednesday, 14 February 2007 at the relevant Shareholders' own risks. Refund cheques in respect of wholly or partially unsuccessful applications for excess Offer Shares are expected to be sent by ordinary post to the respective unsuccessful applicants on or before Wednesday, 14 February 2007 at the relevant Shareholders' own risks.

Dealings in the Offer Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:30 a.m. on Friday, 16 February 2007.

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

Hong Kong, 12 February 2007

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 Company. 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 GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.huaxia-healthcare.com.