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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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders (the “**Shareholders**”) of Hua Xia Healthcare Holdings Limited (the “**Company**”) will be convened at Room 1902, 19/F., Sing Pao Building, No. 101 King’s Road, North Point, Hong Kong on Thursday, 3 May 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company with votes on resolutions numbered 1, 3 and 4 to be taken by show of hands and resolution numbered 2 to be taken by poll:

ORDINARY RESOLUTION 1

“**THAT** conditional upon the conditions set out in the conditional sale and purchase agreement (the “**Agreement**”) dated 13 March 2007 entered into among Wisdom Rise Group Limited (the “**Purchaser**”), a wholly-owned subsidiary of the Company, as purchaser, Mr. Lau Kam Shui (the “**Vendor**”) as vendor and Hero Vision Enterprises Limited (the “**Target**”) as issuer in respect of (i) the sale and purchase of 1,163 shares of US\$1.00 each (the “**Target Shares**”) in the share capital of the Target, representing its entire issued share capital as at the date of the Agreement and all obligations, liabilities and debts owing or incurred by the Target to the Vendor on completion of the Agreement and (ii) the subscription and issue of 410 new Target Shares by the Purchaser and the Target respectively for a total consideration of HK\$157,300,000, a copy of the Agreement has been produced to the meeting marked “A” and signed for the purpose of identification by the chairman of the meeting,

- (a) the Agreement and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of an aggregate of 170,320,000 new ordinary shares (the “**Consideration Shares**” and each a “**Consideration Share**”) of HK\$0.05 each in the share capital of the Company credited as fully paid at an issue price of HK\$0.352 per Consideration Share to the Vendor pursuant to the Agreement be and is hereby approved;

* *for identification purpose only*

- (c) the issue the convertible notes (the “**Convertible Notes**”) in the principal amount of HK\$33,000,000 to the Vendor and the allotment and issue of new ordinary shares (the “**Conversion Shares**”) of HK\$0.05 each in the share capital of the Company upon exercise of the conversion rights attached to the Convertible Notes pursuant to the Agreement be and is hereby approved; and
- (d) any one or more directors of the Company (the “**Directors**”) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal) which he/she/they consider necessary or expedient to give effect to the Agreement and the transactions contemplated thereunder including the allotment and issue of the Consideration Shares, the issue of the Convertible Notes and the allotment and issue of Conversion Shares.”

ORDINARY RESOLUTION 2

“THAT:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (“**Shares**”) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) issued or deal with by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any option under the share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and

- (ii) (if the Directors are so authorized by a separate ordinary resolution of the Shareholders) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution:
 - (aa) “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any other applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.
 - (bb) “Rights Issue” means an offer or issue of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

ORDINARY RESOLUTION 3

“**THAT** Dr. Wong Yu Man, James be re-elected as a non-executive Director.”

ORDINARY RESOLUTION 4

“**THAT** Mr. Jiang Tao be re-elected as an executive Director.”

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

Hong Kong, 16 April 2007

<i>Registered office:</i>	<i>Head office and principal</i>
Cricket Square	<i>place of business in Hong Kong:</i>
Hutchins Drive	Room 1902
P.O. Box 2681	19/F., Sing Pao Building
Grand Cayman	No. 101 King's Road
KY1-1111	North Point
Cayman Islands	Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its 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 and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 16 April 2007. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's principal place of business in Hong Kong 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 appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
5. Resolutions numbered 1, 3 and 4 shall be approved by the Shareholders at the EGM by show of hands.
6. Resolution numbered 2 shall be approved by the independent Shareholders (as defined in the Rules Governing the Listing of Securities on the GEM) at the EGM by poll.

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 non-executive Director is Dr. Wong Yu Man, James. The independent non-executive Directors are Mr. Chan Francis Ping Kuen, Mr. Hsu William Shiu Foo 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 and website of the Company at www.huaxia-healthcare.com for at least 7 days from the date of its posting.