
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hua Xia Healthcare Holdings Limited (the “Company”), you should at once hand this circular and accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES,
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting (the “AGM”) of the Company to be held on Wednesday, 22 August 2007 at 11:00 a.m. at Room 1902, 19/F., Sing Pao Building, No. 101 King’s Road, North Point, Hong Kong is set out on pages 20 to 24 of this circular. A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the AGM. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and the website of the Company at www.huaxia-healthcare.com.hk.

* for identification purpose only

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. GEM-listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context otherwise requires:

“AGM”	the annual general meeting of the shareholders 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, 22 August 2007, at 11:00 a.m., a notice of which is set out on pages 20 to 24 of this circular
“Articles of Association”	articles of association of the Company adopted pursuant to the written resolutions of the then shareholders of the Company passed on 20 April 2002 and as amended from time to time
“associates”	have the same meaning as prescribed in the GEM Listing Rules
“Board”	board of Directors
“Company”	Hua Xia Healthcare Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM of the Stock Exchange
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 July 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“New General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with new Shares not exceeding 20% of the share capital of the Company in issue on the date of the passing of the relevant ordinary resolution
“Offer Share(s)”	355,523,083 new Shares offered to the qualifying shareholders for subscription on the terms and subject to the conditions set out in the underwriting agreement and in the Prospectus Documents
“Open Offer”	the proposed offer for subscription by the qualifying shareholders for the Offer Shares at the subscription price of HK\$0.08 per Offer Share on the terms and subject to the conditions set out in the underwriting agreement, the Prospectus Documents
“Option(s)”	a right/rights granted to subscribe for Shares pursuant to the Pre-IPO Scheme and/or the Share Option Scheme
“Participants”	(i) employees of the Company (whether full-time or part time) or any of its subsidiaries or associated companies; (ii) directors (whether executive directors or non-executive directors or independent non-executive directors) of the Company or any of its subsidiaries or associated companies; (iii) suppliers of goods and/ or services to the Company or any of its subsidiaries or associated companies; (iv) customers of the Company or any of its subsidiaries or associated companies; (v) any person or entity that provides research, development or other technological support to the Company or any of its subsidiaries or associated companies; and (vi) any shareholder of any member of the Group or any of its subsidiaries or associated companies or any holder of any securities issued by any member of the Group or any of its subsidiaries or associated companies
“Pre-IPO Scheme”	the share option scheme adopted by the Company on 20 April 2002 which came into effect prior to the initial listing of the Shares on GEM on 10 May 2002

DEFINITIONS

“Prospectus Documents”	the respective prospectus and other corresponding forms despatched on 27 March 2006 and 24 January 2007 to the Shareholders in relation to the Rights Issue and Open Offer
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Rights Issue”	the proposed issue of Rights Shares on the basis of one Rights Share for every two then existing Shares to qualifying shareholders (as defined in the Prospectus Document) by way of rights or to holders of nil-paid Rights Shares at the Subscription Price (as defined in the Prospectus Document), pursuant to the terms and conditions of the Rights Issue
“Rights Share(s)”	172,465,166 Rights Shares to be issued pursuant to the Rights Issue
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all of the Options which shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme”	the share option scheme adopted by the Company on 20 April 2002 which came into effect after the initial listing of the Shares on GEM on 10 May 2002
“Share Consolidation”	the consolidation of every five shares of HK\$0.01 each in the then issued and unissued share capital of the Company into one consolidated Share of HK\$0.05 in the issued and unissued share capital of the Company (which was approved by the shareholders at the extraordinary general meeting held on 11 May 2005)
“Shareholder(s)”	holder/holders of the Shares

DEFINITIONS

“Shares”	ordinary shares of HK\$0.05 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Yung Kwok Leong (*Chairman*)
Ms. Shum Ngai Pan (*the chief executive officer*)
Mr. Chen Jin Shan
Mr. Weng Jiaying
Dr. Jiang Tao

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KYI-1111
Cayman Islands

Non-executive Director:

Dr. Wong Yu Man, James

*Head office and principal place
of business in Hong Kong:*

Room 1902, 19th Floor
Sing Pao Building
No. 101 King's Road
North Point
Hong Kong

Independent non-executive Directors:

Mr. Chan Francis Ping Kuen
Mr. Hsu William Shiu Foo
Prof. Yu Chai Mei

31 July 2007

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES,
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the forthcoming AGM of the Company to be held on Wednesday, 22 August 2007 including but not limited to (i) ordinary resolutions relating to the grant of general mandates to the Directors for the issue and repurchase of Shares; (ii) ordinary resolution relating to the re-election of the retiring Directors; and (iii) ordinary resolution relating to the approval of refreshment of the 10% Scheme Mandate Limit for the grant of Options under the Share Option Scheme.

* for identification purpose only

LETTER FROM THE BOARD

B. PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed such that the Directors be given a New General Mandate to allot, issue and deal with Shares up to a limit equal to 20% of the issued share capital of the Company as at the date of passing of such resolution. Another ordinary resolution will be proposed to increase the 20% limit by the number of Shares repurchased by the Company of up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the number of issued Shares was 1,715,917,200 Shares. Assuming no Shares are repurchased or issued before the date of passing of the ordinary resolution giving the New General Mandate, the maximum number of Shares that may be issued under the New General Mandate will be 343,183,440 Shares.

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate to repurchase the Shares on GEM. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed 10% of the issued share capital of the Company in issue on the date of passing of the relevant resolution.

As at the Latest Practicable Date, the number of issued Shares was 1,715,917,200 Shares. Assuming no Shares are repurchased or issued before the date of passing of the ordinary resolution giving the Repurchase Mandate, the maximum number of Shares that may be repurchased will be 171,591,720 Shares.

The mandates will continue in force during the period from the date of passing of the resolutions for the approval of the New General Mandate and the Repurchase Mandate until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of the Cayman Islands or the Articles of Association to be held; or
- (c) the date on which relevant mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

C. EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the Repurchase Mandate to be given pursuant to the GEM Listing Rules, in particular Rule 13.08 of the GEM Listing Rules, is set out in Appendix I to this circular. The insertion of the explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

D. DIRECTORS PROPOSED TO BE RE-ELECTED

In accordance with the Articles of Association, Mr. Yung Kwok Leong, Mr. Chan Francis Ping Kuen and Prof. Yu Chai Mei, shall retire from office at the AGM and, being eligible, will offer themselves for re-election.

Details of the aforesaid Directors who are proposed to be re-elected at the AGM are set out in the Appendix II to this circular.

E. REFRESHMENT OF SCHEME MANDATE LIMIT

The Company adopted the Pre-IPO Scheme and the Share Option Scheme by way of written resolution of shareholders on 20 April 2002.

LETTER FROM THE BOARD

At present, the Company has no other share option scheme apart from the Pre-IPO Scheme and the Share Option Scheme. A breakdown setting out the number of outstanding Options and their respective exercise price, both of which have been adjusted as a result of the Share Consolidation, the Rights Issue and Open Offer, and their respective exercise period under the Pre-IPO Scheme and Share Option Scheme as at the Latest Practicable Date is as follows:

Pre-IPO Scheme

	Exercise period	Exercise price	Number of Options outstanding
Former employee and advisor of the Company	25 April 2002 to 24 April 2012	HK\$0.409	1,368,822

Share Option Scheme

	Exercise period	Exercise price	Number of Options outstanding
Directors			
Mr. Yung Kwok Leong	13 July 2006 to 12 July 2016	HK\$0.627	3,242,085
	21 March 2007 to 20 March 2017	HK\$0.51	5,800,000
Ms. Shum Ngai Pan	13 July 2006 to 12 July 2016	HK\$0.627	3,705,240
	21 March 2007 to 20 March 2017	HK\$0.51	7,100,000
Mr. Weng Jiaxing	13 July 2006 to 12 July 2016	HK\$0.627	3,572,910
	21 March 2007 to 20 March 2017	HK\$0.51	7,200,000
Mr. Chen Jin Shan	13 July 2006 to 12 July 2016	HK\$0.627	6,881,160
	21 March 2007 to 20 March 2017	HK\$0.51	3,900,000
Dr. Jiang Tao	13 July 2006 to 12 July 2016	HK\$0.627	6,881,160
	21 March 2007 to 20 March 2017	HK\$0.51	3,900,000
Employees and consultants of the Group	13 July 2006 to 12 July 2016	HK\$0.627	15,416,445
	24 July 2006 to 23 July 2016	HK\$0.62	16,475,083
	21 March 2007 to 20 March 2017	HK\$0.51	64,600,000
Total			<u>148,674,085</u>

As at the Latest Practicable Date, an aggregate of 150,042,907 Options, representing approximately 8.74% of the issued share capital of the Company, remain outstanding under the Pre-IPO Scheme and Share Option Scheme.

LETTER FROM THE BOARD

The Scheme Mandate Limit was refreshed in March 2007 to allow the Directors to grant Options to subscribe for up to 106,656,925 Shares. A total of 100,000,000 Options were granted to Participants on 21 March 2007. None of these Participants has been granted with Options exceeding the limit of 1% of the issued capital of the Company as set out in Rule 23.03 of the GEM Listing Rules. No further grant of Options has been made since then. As at the Latest Practicable Date, the Company might only make further grant of Options to subscribe for up to 6,656,925 Shares, representing approximately 6.24% of the existing Scheme Mandate Limit.

The remaining existing Scheme Mandate Limit will lapse upon the approval of refreshment thereof at the AGM.

Under the rules of the Share Option Scheme and subject to the GEM Listing Rules:

- (i) the initial limit on the maximum number of Shares that may be issued upon the exercise of the Options shall not exceed 10% of the shares of the Company in issue as at the date of approval of the Share Option Scheme;
- (ii) the Company may seek Shareholders' approval to refresh the Scheme Mandate Limit on the grant of Options under the Share Option Scheme as and when required. However, the Scheme Mandate Limit as refreshed shall not exceed 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval. Options previously granted under the Share Option Scheme and other share option schemes (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised Options) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. A circular must be sent to Shareholders in connection with the meeting at which their approval will be sought;
- (iii) the Company may seek separate approval from the Shareholders in general meeting to grant Options beyond the Scheme Mandate Limit to Participants specifically identified by the Company before the aforesaid Shareholders' meeting where such approval is sought; and
- (iv) the overall limit on the number of Shares which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other option schemes of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

LETTER FROM THE BOARD

The Directors consider that the Company should refresh the Scheme Mandate Limit so that the Company could have more flexibility to provide incentives to Participants by way of granting Options to them. If the Scheme Mandate Limit is again refreshed on the basis of 1,715,917,200 Shares in issue as at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed to grant further Options under the Share Option Scheme of the Company carrying rights to subscribe for a maximum of 171,591,720 Shares (being 10% of the issued share capital of the Company as at the date of the AGM at which the refreshed limit is approved).

In this regard, the Company will seek approval from the Shareholders in the AGM for refreshing the Scheme Mandate Limit. The proposed refreshment of the Scheme Mandate Limit will be conditional upon the Listing Committee of GEM granting the listing of, and the permission to deal in, such number of Shares, representing 10% of the Shares in issue as at the date of the AGM which may fall to be allotted and issued pursuant to the exercise of the Options granted under the refreshed Scheme Mandate Limit. Application will be made to the Stock Exchange for the listing of and permission to deal in the Shares to be issued pursuant to the exercise of the Options granted under the Share Option Scheme up to the refreshed Scheme Mandate Limit.

As at the Latest Practicable Date, other than the Pre-IPO Scheme and Share Option Scheme, the Company has no other share option scheme in force. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Group and the Shareholders as a whole. The refreshment of the Scheme Mandate Limit is in line with the purpose of the Share Option Scheme and is in compliance with Chapter 23 of the GEM Listing Rules.

F. ANNUAL GENERAL MEETING

A notice of the AGM to be held at Room 1902, 19/F., Sing Pao Building, No. 101 King's Road, North Point, Hong Kong on Wednesday, 22 August 2007 at 11:00 a.m. is set out on pages 20 to 24 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to present at the AGM, you are encouraged to complete the form of proxy and return it to 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 in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the meeting. The completion of a form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting in person.

LETTER FROM THE BOARD

G. PROCEDURES FOR DEMANDING A POLL AT GENERAL MEETING

According to article 66(1) of the Articles of Association, a resolution put to the vote at a general meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (e) if required by the rules of the Designated Stock Exchange (as defined in the Articles of Association), by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

H. SHAREHOLDERS ABSTAIN FROM VOTING

None of the Shareholders is required to abstain from voting in respect of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

I. RESPONSIBILITY STATEMENT

This circular, 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 (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

J. RECOMMENDATION

The Directors consider that the New General Mandate to issue Shares, the refreshment of 10% Scheme Mandate Limit for the grant of Options under the Share Option Scheme (for reason of providing flexibility for granting Options to Participants), the Repurchase Mandate to repurchase Shares (for enhancing the net asset value per Share and/or earnings per Share) and the re-election of Directors are all in the interests of the Company and the Shareholders and the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the forthcoming AGM.

Yours faithfully,
On behalf of the Board
Hua Xia Healthcare Holdings Limited
Yung Kwok Leong
Chairman

This is an explanatory statement given to all Shareholders relating to the resolution to be proposed at the AGM authorizing the Repurchase Mandate. It contains all relevant information required pursuant to Rule 13.08 of the GEM Listing Rules and is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,715,917,200 Shares of HK\$0.05 each.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 171,591,720 Shares equivalent to 10% of the issued share capital of the Company as at the date of the AGM. The Shares when repurchased will be cancelled and the Company's issued share capital will be reduced accordingly by the nominal value of the Shares repurchased.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate will provide the Company flexibility to make such repurchases when appropriate and beneficial to the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the relevant time, lead to an enhancement of the net asset value of the Company and/or earnings per Share.

3. FUNDING OF REPURCHASES

Repurchase of Shares will be funded out of funds legally available for such purpose in accordance with the Articles of Association, the applicable laws and regulations of the Cayman Islands and the GEM Listing Rules.

The Company may not repurchase its own Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or the gearing position of the Group as compared with the position disclosed in the audited financial statements for the year ended 31 March 2007, being the date to which the latest published audited financial statements of the Company were made up, in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or

on the gearing positions which in the opinion of the Directors are from time to time appropriate for the Group. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing.

4. SHARE PRICES

The highest and lowest prices at which Shares have been traded on GEM in each of the past twelve months preceding the Latest Practicable Date were as follows:–

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2006		
July	0.6130	0.3930
August	0.5600	0.4600
September	0.4670	0.3470
October	0.3670	0.2130
November	0.2470	0.1930
December	0.2630	0.1630
2007		
January	0.3000	0.1800
February	0.4750	0.2500
March	0.6300	0.3100
April	0.6400	0.4400
May	0.6500	0.4700
June	0.5800	0.4100
July (up to and including the Latest Practicable Date)	0.4300	0.4100

5. UNDERTAKING OF THE DIRECTORS

As at the Latest Practicable Date, the Board consisted of nine Directors. The executive Directors are Mr. Yung Kwok Leong, Ms. Shum Ngai Pan, Mr. Chen Jin Shan, Mr. Weng Jiaying and Dr. Jiang Tao, the non-executive Director is Dr. Wong Yu Man, James and the independent non-executive Directors are Mr. Chan Francis Ping Kuen, Mr. Hsu William Shiu Foo and Prof. Yu Chai Mei.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the GEM Listing Rules, the Takeovers Code, the Articles of Association and any applicable laws of the Cayman Islands.

None of the Directors and, to the best of the knowledge and belief of the Directors having made all reasonable enquires, any of the associates of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorized to make repurchases of Shares.

6. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the register maintained by the Company under section 336 of the SFO showed that the following parties had interests in the Shares representing 10% or more of the voting power at any general meeting of the Company:

Name of Shareholder	Number of Shares	Position	Capacity	Approximate percentage of the total issued Shares	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Easeglory Holdings Limited (Note 1)	343,286,000	Long	Beneficial owner	20.00%	22.22%
Yung Kwok Leong (Note 1)	358,515,585	Long	Interest of a controlled corporation	20.89%	23.21%
Yung Muk Ying (Note 1)	358,515,585	Long	Interest of spouse	20.89%	23.21%
Lau Kam Shui (Note 2)	264,070,000	Long	Beneficial owner	15.39%	17.09%
Lau Yuk Lan (Note2)	264,070,000	Long	Interest of spouse	15.39%	17.09%

Notes: 1. The issued share capital of Easeglory Holdings Limited is 100% beneficially owned by Mr. Yung Kwok Leong, an executive Director and the Chairman of the Company. Ms. Yung Muk Ying is deemed to be interested in 343,286,000 Shares held by Easeglory Holdings Limited and 6,187,500 Shares and 9,042,085 underlying Shares beneficially held by Mr. Yung Kwok Leong in personal capacity by virtue of her being the spouse of Mr. Yung Kwok Leong.

2. Mr. Lau Kam Shui is interested in 264,070,000 Shares, being the aggregate of the consideration shares and the conversion shares under the SFO. Ms. Lau Yuk Lan is deemed to be interested in 264,070,000 Shares by virtue of her being the spouse of Mr. Lau Kam Shui.

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column above. The Directors are not aware of any consequences as a result of any repurchase of Shares under the Repurchase Mandate which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code as a result of any purchase made under the Repurchase Mandate nor reduce the amount of Shares held by the public to less than the relevant prescribed minimum percentage for the Company as required by the Stock Exchange.

7. SHARE REPURCHASE MADE BY THE COMPANY

No Shares had been repurchased by the Company, whether on the GEM or otherwise, in the last six months prior to the Latest Practicable Date.

Set out below are details of the Directors who are proposed to be re-elected at the AGM:

1. Mr. Yung Kwok Leong (“Mr. Yung”)

Mr. Yung, aged 42, an executive Director and the Chairman of the Board. Mr. Yung is also a director of Able Developments Limited, Prime Source Trading Limited, Prime Source (Fujian) Chemical Co. Limited, Grand Brilliant Corporation Limited, Grand Motion Investments Limited, Grandy Trading and Services (H.K.) Limited, Grandy Environmental (HK) Limited, Grandy Kindness Food Waste Management Limited, Grandy Kindness Food Waste Technology Limited, Cortina Developments Limited, Allbright Holdings Limited, Worlday Investments Limited, Righttime Development Limited, Citilink Pacific Group Limited, Green Jade Asia Limited, Reach Crest Investments Limited, Pico Rise Investments, Hux Xia China Healthcare Investment Management Limited, Wisdom Rise Group Limited, Hero Vision Enterprises Limited and Asia Vantage Investments Limited respectively, which are wholly owned subsidiaries of the Company. Mr. Yung is a director of China Hong Kong Medical and Health Management Association Limited, Day View Group Limited and United First Investments Limited, which are non-wholly owned subsidiaries at the Company. Save as disclosed herein, Mr. Yung does not hold any other positions in the Group. Mr. Yung is a registered economist in the Fujian Province in the PRC, has over 20 years’ experience in corporate management and investment in the healthcare and environmental protection sectors in the PRC. Mr. Yung is currently the vice-chairman of the National Committee of the Health (全國衛生協會副理事長) and the Health Insurance Association of Fujian (福建省醫療保險協會副理事長), Mr. Yung is also currently the committee member of Putian City, Fujian Committee of Chinese Political Consultative Conference (福建省莆田市政協委員).

Mr. Yung has been appointed by way of a letter of appointment with the Company for a term of one year commencing on 1 February 2007 and would continue thereafter until terminated by either party giving each other not less than one month’s notice in writing. Mr. Yung is entitled to a fixed emolument of HK\$720,000 per annum which was determined after arm’s length negotiation between both parties and with reference to his duties and responsibilities with the Company plus a year-end discretionary bonus to be determined by the Board from time of time.

As at the Latest Practicable Date, Mr. Yung held 343,286,000 Shares indirectly through Easeglory Holdings Limited. The Company has also granted Options to Mr. Yung on 13 July 2006 and 21 March 2007 to subscribe for 3,242,085 Shares and 5,800,000 Shares at a subscription price of HK\$0.627 per Share and HK\$0.51 per Share respectively. Save as disclosed herein, Mr. Yung does not have any other interests in the Shares or underlying Share within the meaning of Part XV of the SFO. Mr. Yung is not connected with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company. Mr. Yung has not held other directorship in any other listed companies in the last three years.

Other than disclosed above, there is no matter that need to be brought to the attention of the holders of securities of the Company and there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules in relation to the proposed re-election of Mr. Yung as the executive Director at the AGM.

2. Mr. Chan Francis Ping Kuen (“Mr. Chan”)

Mr. Chan, aged 48, an independent non-executive Director and chairman of the audit committee and remuneration committee of the Company. Apart from being a director of Able Developments Limited and Prime Source Trading Limited respectively, both of which are wholly owned subsidiaries of the Company, Mr. Chan does not hold any other positions in the Group. Mr. Chan is an associate member of the Institute of Chartered Accountants in Australia and also a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan holds a bachelor degree in economics from the University of Sydney. Mr. Chan has over 20 years of experience in auditing, accounting and financial management and previously worked for an international accounting firm and a number of companies listed in Hong Kong and in the United States.

Mr. Chan is currently an independent non-executive director of China Elegance Holdings Limited (stock code: 476) and Earnest Investment Holdings Limited (stock code: 339), the shares of which are listed on the main board of the Stock Exchange. Mr. Chan is also currently an executive director of Union Bridge Holdings Limited (stock code: 8047), the shares of which are listed on the GEM. Mr. Chan has also acted as directors of other listed companies in Hong Kong in the last three years. Mr. Chan was previously an executive director of Maxitech International Holdings Limited (stock code: 8136) and an independent non-executive director of Global Solution Engineering Limited (stock code: 8192), the shares of which are listed on the GEM. Mr. Chan was also previously an independent non-executive director of Kinetana International Biotech Pharma Limited (stock code: 8031), which has been delisted from GEM since 1 September 2006. Save as disclosed herein, Mr. Chan has not held other directorship in any other listed companies in the last three years.

Mr. Chan has been appointed by way of a letter of appointment with the Company for a term of one year commencing on 27 September 2004 and will continue thereafter until terminated by either party giving each other not less than one month’s notice in writing. Mr. Chan is entitled to a fixed emolument of HK\$60,000 per annum which was determined after arm’s length negotiation between both parties and with reference to his duties and responsibilities with the Company. Mr. Chan is not entitled to discretionary bonus. In the financial year ended 31 March 2007, Mr. Chan received a total emolument of HK\$60,000.

As at the Latest Practicable Date, Mr. Chan has no interest in the Shares. Save for the aforesaid, Mr. Chan does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Chan is not connected with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there is no matter that need to be brought to the attention of the holders of securities of the Company and there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules in relation to the proposed re-election of Mr. Chan as the independent non-executive Director at the AGM.

3. Prof. Yu Chai Mei (“Prof. Yu”)

Prof. Yu, aged 51, was appointed as an independent non-executive Director on 2 November 2001. Apart from being a member of the remuneration committee of the Company, Prof. Yu does not hold any other positions in the Group. Prof. Yu is a Professor in the Department of Chemistry and the Director of Studies in Environmental Science Programme of The Chinese University of Hong Kong. Prof. Yu possesses extensive knowledge in pollution treatment and environmental monitoring. Prof. Yu obtained his doctoral degree in Chemistry at the University of Idaho, in the United States. Prof. Yu has made contributions by advising the Group on development potentials of the technology in photocatalytic oxidation, an oxidation process that is catalysed under the supply of light source (UV light) (“PCO”) and has helped the Group to carry out research on the functions of PCO reactors in the early stage of the Group’s business development.

Prof. Yu has entered into a non-executive Director’s contract with the Company for a term of one year commencing on 22 April 2002 and will continue thereafter until terminated by either party giving each other not less than one month’s notice in writing. Prof. Yu is entitled to a fixed emolument of HK\$60,000 per annum which was determined after arm’s length negotiation between both parties and with reference to his duties and responsibilities with the Company. Prof. Yu is not entitled to discretionary bonus. In the financial year ended 31 March 2007, Prof. Yu received a total emolument of HK\$60,000.

As at the Latest Practicable Date, Prof. Yu has no interest in the Shares. Save for the aforesaid, Prof. Yu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Prof. Yu is not connected with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company. Prof. Yu has not held other directorship in any other listed companies in the last three years.

Other than disclosed above, there is no matter that need to be brought to the attention of the holders of securities of the Company and there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules in relation to the proposed re-election of Prof. Yu as the independent non-executive Director at the AGM.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of the shareholders (“Shareholders”) 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, 22 August 2007 at 11:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 March 2007;
2. to re-elect the retiring directors of the Company (the “Directors”), namely Mr. Yung Kwok Leong, Mr. Chan Francis Ping Kuen and Prof. Yu Chai Mei and to authorise the board of Directors (“Board”) to fix their remuneration;
3. to re-appoint auditors and to authorise the Board to fix their remuneration; and

as special business, to consider and, if though fit, pass the following proposed resolutions numbered 4 to 7 as ordinary resolutions of the Company.

ORDINARY RESOLUTIONS

4. **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 (including bonds, notes, warrants, debentures and securities convertible into Shares) 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 authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

(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) 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 grant or exercise of any option under the Share Option Scheme (as defined below) 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 memorandum and articles of association of the Company, or any other applicable laws of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

(bb) “Rights Issue” means an offer 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 shareholdings (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 recognized regulatory body or any stock exchange applicable to the Company).

5. **THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase its Shares on GEM or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission (“SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” shall have the same meaning as in resolution no. 4(d)(aa).

NOTICE OF ANNUAL GENERAL MEETING

6. **THAT** conditional upon resolutions numbered 4 and 5 of this notice being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution numbered 4 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to resolution numbered 5, provided that the amount of Shares so repurchased by the Company shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.
7. **THAT** subject to and conditional upon the Listing Committee of GEM granting the listing of, and permission to deal in, such number of fully paid Shares which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 20 April 2002 (the “Share Option Scheme”) and any other share option schemes of the Company, representing 10% of the issued share capital of the Company as at the date on which this resolution is passed, the existing scheme mandate limit in respect of the grant of share options under the Share Option Scheme be refreshed provided that the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other option schemes of the Company shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.

By order of the Board
Yung Kwok Leong
Chairman

Hong Kong, 31 July 2007

Registered office:

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P.O. Box 2681
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KYI-1111
Cayman Islands

Head office and principal place of

business in Hong Kong:
Room 1902 19th Floor
Sing Pao Building
No 101 King’s Road
North Point
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the AGM 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 AGM 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 AGM is enclosed with the circular of the Company dated 31 July 2007. Whether or not you intend to attend the AGM 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 AGM or any adjournment thereof, should he/she/its 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 AGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he/she/its was solely entitled thereto, but if more than one such joint holders are present at the AGM 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.