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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 EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Hua Xia Healthcare Holdings Limited (the “**Company**”) will be held on Tuesday, 25 September 2007 at 11:00 a.m. at Room 1902, 19/F., Sing Pao Building, No. 101 King’s Road, North Point, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendment(s), the following resolutions as ordinary resolutions of the Company.

ORDINARY RESOLUTION 1

“**THAT:**

- (a) subject to the fulfillment or waiver of the terms and conditions set out in the conditional sale and purchase agreement dated 14 August 2007 (the “**Agreement**”) entered into among Mega Mix Group Limited (鴻聯集團有限公司) (the “**Purchaser**”), a wholly-owned subsidiary of the Company as purchaser, 吳建國先生 (transliterated as Mr. Wu Jianguo) (“**Mr. Wu**”) as vendor and Merry Sky Investments Limited (悅天投資有限公司) (the “**Target**”) as the target of acquisition (copy of the Agreement having been produced to the EGM and marked “A” and initialled by the chairman of the EGM for the purpose of identification) in respect of (i) the sale and purchase of one share of par value of US\$1.00 (the “**Target Share**”) 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 Mr. Wu on completion of the Agreement and (ii) the subscription and issue of 8,999 new Target Shares by the Purchaser and the Target respectively for a total consideration of HK\$80,850,000, the issue of 88,607,595 new ordinary shares of par value of HK\$0.05 each of the Company (the “**Consideration Shares**”) at the issue price of HK\$0.395 each, credited as fully paid, as part of the total consideration pursuant to the Agreement be and is hereby approved and the directors of the Company (the “**Directors**”) be and are hereby specifically authorised to allot and issue the Consideration Shares to Mr. Wu pursuant to the Agreement; and

* For identification purpose only

- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient in connection with and to give effect to the Agreement and the transactions contemplated thereunder.”

ORDINARY RESOLUTION 2

“THAT Mr. Zheng Gang be re-elected as an executive Director.”

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

Hong Kong, 7 September 2007

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*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 proxies to attend and, subject to the provisions of the articles of association 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 is enclosed to the circular of the Company dated 7 September 2007. In order to be valid, the form of proxy attached to the 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 Company's head office and 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 for holding the EGM or adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the 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 EGM 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. Zheng Gang and Mr. 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 Mr. Yu Chai Mei.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief that:– (i) the information contained in this announcement 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 announcement misleading; and (iii) 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.