



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 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 Monday, 16 February 2009 at 11:00 a.m. or any adjournment thereof.

I/We⁽¹⁾, _____

of _____

being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.05 each in the capital of the Company,

hereby appoint⁽³⁾ the chairman of the EGM, or⁽³⁾ _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM in respect of the resolutions set out in the notice convening the EGM as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit:

SPECIAL RESOLUTION		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve the amendments to the articles of association of the Company		
ORDINARY RESOLUTIONS			
2.	Subject to the passing of the resolution no.1, to approve the Open Offer with Bonus Issue, the Underwriting Agreement and the transactions contemplated thereunder		
3.	To approve the increase in the authorised share capital of the Company		

Dated this _____ day of _____ 2009 Signature ⁽⁵⁾ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- (3) If any proxy other than the chairman of the EGM is preferred, delete the words “the chairman of the EGM” and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be duly initialled by the person who signs it.**
- (4) Please indicate with a “✓” in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his discretion.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For the purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (7) To be valid, this form of proxy, together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (8) The proxy need not be a member of the Company but must attend the EGM in person to represent you.
- (9) Completion and return of this form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

* For identification purposes only