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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 EGM AND DESPATCH OF PROSPECTUS DOCUMENTS

The Board is pleased to announce that the special resolution to approve the amendment to the Articles and the ordinary resolutions to approve (i) the Open Offer with Bonus Issue and (ii) the increase in the authorised share capital of the Company were duly passed at the EGM held on 16 February 2009.

The Company will proceed the Open Offer with Bonus Issue in accordance with the expected timetable as set out in the Circular. The Prospectus Documents will be despatched on 19 February 2009 to the Qualifying Shareholders whose names appear on the register of members on the Record Date, i.e. 16 February 2009.

Qualifying Shareholders are reminded that the latest time for acceptance of and payment for the Offer Shares is 4:00 p.m. on Friday 6 March 2009.

Reference is made to the announcement of Hua Xia Healthcare Holdings Limited (the “**Company**”) dated 30 December 2008 and the circular (the “**Circular**”) of the Company dated 20 January 2009 in relation to, among other matters, (i) the Open Offer of not less than 899,022,397 and not more than 930,100,901 Offer Shares on the basis of one (1) Offer Share for every two (2) existing Shares held on the Record Date with the Bonus Issue on the basis of two (2) Bonus Shares for every one (1) Offer Share taken up under the Open Offer; (ii) the amendments to the Articles, and (iii) the increase in the authorised share capital of the Company. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Circular.

RESULTS OF THE EGM

The EGM was held on 16 February 2009 for the purpose of considering and, if thought fit, (i) the amendments to the Articles, (ii) the Open Offer with Bonus Issue and (iii) the increase in the authorised share capital of the Company.

* *for identification purpose only*

Pursuant to Rule 10.39(1) of the GEM Listing Rules, any controlling Shareholders and their respective associates or, where there are no controlling Shareholders, the Director (excluding the independent executive Directors), the chief executive of the Company and their respective association will abstain from voting in favour of the resolution relating to the Open Offer. As at the date of the EGM there is no controlling Shareholder. Accordingly, Mr Yung and Easeglory, a company wholly and beneficially owned by Mr Yung, Ms Shum and Mr Zheng, being the executive Directors, together with their respective associates, had abstained from voting at the EGM in respect of resolution 2 to approve the Open Offer with Bonus Issue pursuant to Rule 10.39(1) of the GEM Listing Rules.

As at the date of EGM, there are a total 1,798,044,795 Shares in issue, Mr Yung and Easeglory are interested in aggregate of 381,893,500 Shares representing approximately 21.24% of the total issue share capital of the Company, Ms Shum and Mr Zheng who are interested in 5,400,000 Shares and 3,600,000 Shares respectively and representing approximately 0.3% and 0.2% of the total issue share capital of the Company respectively. Accordingly the total number of Shares entitling the holders thereof to attend and vote for and against the resolution 2 in respect of the Open Offer with Bonus Issue was 1,407,151,295 Shares.

As at the date of the EGM, no Shareholder have material interest in resolution 1 in respect of the amendment to the Articles; and resolution 3 in respect of the increase in the authorised share capital of the Company, no Shareholder is required to abstain from voting at the EGM in respect of the above two resolutions.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all the resolutions at the EGM shall be taken by way of poll and the chairman of the EGM have duly demanded poll for all the resolutions at the EGM.

The Board is pleased to announce that the special resolution to approve the amendments to the Articles and the ordinary resolutions to approve (i) the Open Offer with Bonus Issue and (ii) the increase in the authorised share capital of the Company were duly passed at the EGM held on 16 February 2009.

The voting results are as follows:

Special resolution		Number of Votes (%)	
		For (approximate %)	Against (approximate %)
1.	to approve the amendments to the Articles	849,750,870 (99.56%)	3,740,000 (0.44%)
Ordinary resolutions		For (approximate %)	Against (approximate %)
2.	to approve the Open Offer with Bonus Issue, the allotment and issue of the Offer Shares and Bonus Shares and the transactions contemplated thereunder	466,297,370 (99.20%)	3,740,000 (0.80%)
3.	to approve the increase in the authorised share capital of the Company	857,170,870 (99.56%)	3,760,000 (0.44%)

Tricor Tengis Limited, the branch registrar of the Company in Hong Kong, has acted as the scrutineer for vote-taking at the EGM.

DESPATCH OF THE PROSPECTUS DOCUMENTS

The Company will proceed with the Open Offer with Bonus Issue in accordance with the expected timetable as set out in the Circular. The Prospectus Documents will be despatched on 19 February 2009 to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date, i.e. 16 February 2009.

It should be noted that the Underwriting Agreement contains provisions granting the Underwriters by notice in writing, the right to terminate their obligations thereunder on the occurrence of certain events. These events are set out in the paragraph headed “Termination of the Underwriting Agreement” on pages 16 to 17 of the Circular. If the Underwriting Agreement is terminated by the Underwriters or does not become unconditional, the Open Offer will not proceed.

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

Hong Kong, 16 February 2009

As at the date of this announcement, the executive directors of the Company are Mr Yung Kwok Leong, Dr Jiang Tao, Mr Zheng Gang, Ms Shum Ngai Pan and Mr Chen Jin Shan, the non-executive Director is Dr Wong Yu Man, James, and the independent non-executive Directors are Ms Wong Ka Wai, Jeanne, Mr Hsu William Shiu Foo and Prof 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 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 at www.hkgem.com 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.