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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)

GRANT OF SHARE OPTION

This announcement is made pursuant to rule 23.06A of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange.

The board of directors (the “**Board**”) of Hua Xia Healthcare Holdings Limited (the “**Company**”) hereby announces that on 26 March 2009, the Board proposed to offer 171,000,000 share options (the “**Share Options**”) to eligible participants (the “**Grantees**”) to subscribe for 171,000,000 new ordinary shares of HK\$0.05 each (the “**Shares**”) of the Company, subject to acceptance of the Grantees, under the share option scheme adopted by the Company on 20 April 2002. The exercise price of each Share Option is HK\$0.05 which represents the highest of (i) the closing price of HK\$0.03 on the date of grant of the Share Option is offered, i.e., 26 March 2009 (the “**Offer Date**”); (ii) the average closing price of HK\$0.028 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Offer Date; and (iii) the nominal value of the Share, which is HK\$0.05.

Among the total 171,000,000 Share Options to be granted, 74,000,000 Share Options will be granted to five executive directors (the “**Directors**”) of the Company. Details of such grant are as follows:

Name of Directors	Number of Share Options to be granted
Yung Kwok Leong	17,000,000
Jiang Tao	8,000,000
Zheng Gang	17,000,000
Shum Ngai Pan	15,000,000
Chen Jin Shan	17,000,000
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	Sub-total
	<u>74,000,000</u>

* for identification purpose only

The 74,000,000 Share Options, to be granted to the above executive Directors, shall be valid for ten years from 30 March 2009 to 29 March 2019. Such Share Options are exercisable in the following manner:

- (i) up to 40% of the Share Options granted to each Grantee shall be exercisable on or after 30 September 2009 to 30 March 2010;
- (ii) up to further 30% of the Share Options granted to each Grantee shall be exercisable on or after 31 March 2010 to 30 March 2011; and
- (iii) all the remaining 30% of the Share Options granted to each Grantee shall be exercisable on or after 31 March 2011 to 30 March 2012, and in each case, not later than 29 March 2019.

The 97,000,000 Share Options, to be granted to the employees and consultants of the Company, shall be valid for five years from 30 March 2009 to 29 March 2014. Of which, 56,000,000 Share Options are exercisable in the following manner:

- (i) up to 40% of the Share Options granted to each Grantee shall be exercisable on or after 30 September 2009 to 30 March 2010;
- (ii) up to further 30% of the Share Options granted to each Grantee shall be exercisable on or after 31 March 2010 to 30 March 2011; and
- (iii) all the remaining 30% of the Share Options granted to each Grantee shall be exercisable on or after 31 March 2011 to 30 March 2012, and in each case, not later than 29 March 2014.

The remaining 41,000,000 Share Options of the 97,000,000 Share Options shall be exercisable in linear scale of up to 20% of the Share Options granted to each Grantee shall be exercisable on or after 30 September 2009 to 30 March 2010. Thereafter, up to 20% of the Share Options granted to each Grantee shall be exercisable on or before every anniversary date of the Share Options to be granted, and in each case, not later than 29 March 2014.

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

Hong Kong, 26 March 2009

As at the date of this announcement, the executive Directors 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.