

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

EXTENSION OF MATURITY DATE OF CONVERTIBLE NOTES

Reference is made to the announcement dated 20 March 2007 and the circular dated 16 April 2007 in relation to the Convertible Notes of the Company.

The Directors announce that a supplemental instrument is executed by way of deed poll on 17 April 2009 whereby and to extend the maturity date of the Convertible Notes for one year to 8 May 2010 in relation to the outstanding principal amount of HK\$6,500,000.

As the Extension constitutes an alteration in the terms of the Convertible Notes, an approval for the Extension has been obtained by the Company from the Stock Exchange in accordance with Rule 34.05 of the Listing Rules.

Reference is made to the announcement dated 20 March 2007 and the circular (the “**Circular**”) dated 16 April 2007 of the Company in relation to, among other matters, the instrument (the “**Instrument**”) dated 9 May 2007 relating to the Convertible Notes in principal amount of HK\$33,000,000. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

On 17 November 2008 and 17 March 2009, portions of the principal amount of the Convertible Notes amounted to HK\$18,000,000 and HK\$8,500,000 were redeemed respectively. Pursuant to the terms of the Convertible Notes, the outstanding principal amount of the Convertible Notes of HK\$6,500,000 (with the adjusted conversion price of HK\$0.211 per Share) together with interest accrued thereon shall be repaid to the holder of the Convertible Notes on the maturity date. Given that the adjusted conversion price of the Convertible Notes is HK\$0.211 per conversion share which is substantially higher than the closing price of HK\$0.044 per Share as quoted on the Stock Exchange on the date of the Supplemental Instrument, the Directors consider there is little prospect for the holder of the Convertible Notes wholly or partially converting the Convertible Notes on those terms and it is highly probable the Company will be required to redeem the existing Convertible Notes at its maturity date on 9 May 2009.

At the request of the holder of the Convertible Notes, the Directors are pleased to announce that, pursuant to Rule 17.10 of the Listing Rules, the supplemental instrument (the “**Supplemental Instrument**”) is executed by way of deed poll on 17 April 2009 whereby

* *for identification purpose only*

and to extend the Maturity Date of the Convertible Notes for one year to 8 May 2010 (the “**Extension**”). On the date of this announcement, the Company has received a confirmation that the holder of the Convertible Notes is a third party who is not a connected person of the Company and its connected person(s) (as defined in the Listing Rules).

The Extension will facilitate more time for the Company and the holder of the Convertible Notes for any further negotiations. Further announcement will be made in compliance of the Listing Rules when there is any material change in relation to the Convertible Notes.

The Extension will also enable the Company to retain its funds for general working capital purpose. In addition, the interest rate payable by the Company under the Convertible Notes of 2% per annum is much less than the cost of bank borrowings for year ended 31 March 2008 of 4.7% per annum as disclosed in the annual report. Save for the Extension, other terms of the Convertible Notes remain unchanged.

In view of the above, the Directors consider that the terms of the Supplemental Instrument are fair and reasonable and the Extension is in the interests of the Company and the Shareholders as a whole.

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

Hong Kong, 17 April 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.