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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)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 30 JULY 2009,
CHANGES IN DIRECTORSHIPS,
RESIGNATIONS AND APPOINTMENTS OF AUTHORISED
REPRESENTATIVE AND MEMBERS OF AUDIT COMMITTEE AND
REMUNERATION COMMITTEE**

RESULTS OF THE AGM

The Board is pleased to announce that all the proposed resolutions have been duly passed by the Shareholders by way of poll at the AGM held on 30 July 2009.

CHANGES IN DIRECTORSHIPS

The Board announces that Ms. Shum has retired as executive Director of the Company at the AGM and has not offered herself for re-election in order to focus on other business commitments. The Board further announces that Mr. Hsu and Prof. Yu have retired as independent non-executive Directors of the Company at the AGM and have not offered themselves for re-election in order to focus on other business commitments.

The Board announces that Dr. Huang has been elected by the Shareholders at the AGM as executive Director of the Company. The Board further announces that Prof. Hu and Prof. Lu have been elected by the Shareholders at the AGM as independent non-executive Directors of the Company.

**RESIGNATIONS AND APPOINTMENTS OF AUTHORISED REPRESENTATIVE,
MEMBERS OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE**

The Board announces Ms. Shum has tendered her resignation as the authorised representative of the Company with effect from 30 July 2009. The Board further announces that Mr. Zheng has been appointed as the authorised representative of the Company with effect from 30 July 2009.

* *For identification purpose only*

The Board announces that Mr. Hsu and Prof. Yu have tendered their resignations as members of the audit committee and remuneration committee of the Company with effect from 30 July 2009. The Board further announces that Mr. Zheng, Prof. Hu and Prof. Lu have been appointed as members of the audit committee and remuneration committee of the Company with effect from 30 July 2009.

References are made to the circular of the Company dated 30 June 2009 (the “**Circular**”) and the notice of the annual general meeting (the “**AGM**”) dated 30 June 2009 (the “**Notice**”). Unless the context requires otherwise, terms used herein shall bear the same meanings as those defined in the Circular.

RESULTS OF THE AGM

At the AGM held on 30 July 2009, all proposed resolutions as set out in the Notice were taken by poll pursuant to Rule 17.47(4) of the GEM Listing Rules. The Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The Board is pleased to announce that all the proposed resolutions have been duly passed by the Shareholders by way of poll at the AGM. The poll results of the resolutions are as follows:

		Number of votes (%)	
		For <i>(approximate %)</i>	Against <i>(approximate %)</i>
Ordinary Resolutions			
1.	To receive and consider the audited financial statements and reports of the Directors and auditors of the Company for the year ended 31 March 2009.	1,161,754,204 (100%)	0 (0%)
2.	(A) To elect Dr. Huang Jiaqing as an executive Director.	1,161,754,204 (100%)	0 (0%)
	(B) To elect Prof. Hu Shanlian as an independent non-executive Director.	1,161,754,204 (100%)	0 (0%)
	(C) To elect Prof. Lu Chuanzhen as an independent non-executive Director.	1,161,754,204 (100%)	0 (0%)
3.	To authorise the Board to fix their remuneration.	1,161,754,204 (100%)	0 (0%)
4.	To re-appoint the auditors of the Company and to authorise the Board to fix their remuneration.	1,161,754,204 (100%)	0 (0%)

		Number of votes (%)	
		For <i>(approximate %)</i>	Against <i>(approximate %)</i>
Ordinary Resolutions			
5.	To give a general mandate to the Board to issue new Shares of the Company.	1,161,754,204 (100%)	0 (0%)
6.	To give a general mandate to the Board to repurchase Shares.	1,161,754,204 (100%)	0 (0%)
7.	To extend the general mandate granted to the Board to issue additional Shares.	1,161,754,204 (100%)	0 (0%)
8.	To consider and approve the refreshment of the 10% limit on grant of options under the share option scheme of the Company.	1,161,754,204 (100%)	0 (0%)
9.	To consider and approve the modification to terms of the convertible notes of the Company.	1,161,754,204 (100%)	0 (0%)
10.	To consider and approve the cancellation of the options granted under the share option scheme of the Company.	1,134,191,704 (100%)	0 (0%)
Special Resolution			
11.	To approve the amendments to the articles of association of the Company.	1,161,754,204 (100%)	0 (0%)

Note: The full text of the resolutions were set out in the notice of the AGM dated 30 June 2009.

As more than 50% of the votes were cast in favour of each of the above resolutions numbered 1 to 10, they were duly passed as ordinary resolutions of the Company.

As more than 75% of the votes were cast in favour of the above resolution numbered 11, it was duly passed as special resolution of the Company.

As at the date of the AGM, the Company had 4,495,111,986 Shares in issue. In accordance with the GEM Listing Rules and Clause 14.01 of the Share Option Scheme, Mr. Yung Kwok Leong, Dr. Jiang Tao, Ms. Shum, Mr. Chen Jin Shan, Ms. Chen Jing, Ms. Lin Bi Xiang, Ms. Lin Dan, Ms. Lin Jian Qing, Ms. Mi Na, Ms. Shen Hua, Mr. Wang Yue, Mr. Weng Jiaxing, Ms. Xie Lan Lan and Ms. Zhou Yam Mei (each being an Optionholder) and their respective associates will abstain from voting for the resolution to approve the proposed cancellation of Options granted. As at the AGM date, Mr. Yung Kwok Leong is interested in 1,225,073,750 Shares, Ms. Shum is interested in 13,500,000 Shares and Mr. Weng Jiaxing is interested in 14,062,500 Shares of the Company. They are interested in 1,252,636,250 Shares in aggregate, representing approximately 27.87% of the entire issued share capital of the Company. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the other Optionholders do not have interests in the Shares. Save for the disclosed, none of the Shareholders is required to abstain from voting in respect of the proposed resolutions at the AGM.

CHANGES IN DIRECTORSHIPS

Resignation of Directors

The Board announces that Ms. Shum Ngai Pan (“**Ms. Shum**”) has retired as executive Director of the Company at the AGM and has not offered herself for re-election in order to focus on other business commitments. The Board further announces that Mr. Hsu William Shiu Foo (“**Mr. Hsu**”) and Prof. Yu Chai Mei (“**Prof. Yu**”) have retired as independent non-executive Directors of the Company at the AGM and have not offered themselves for re-election in order to focus on other business commitments.

Ms. Shum, Mr. Hsu and Prof. Yu have confirmed that they have no disagreement with the Board and there is no matter relating to their resignations that will need to be brought to the attention of the Shareholders.

Election of Directors

1. Dr. Huang Jiaqing (“**Dr. Huang**”)

Dr. Huang, aged 58, has been elected by the Shareholders as an executive Director of the Company at the AGM. Dr. Huang is currently the executive vice president of the Group. To honour Dr. Huang’s distinguished expertise in the medical field, he enjoys special subsidisation from the State Council of the PRC. He has over 25 years of professional experience in the medical fields in the PRC, including clinical, preventive and emergency medicine. Dr. Huang has served as clinical doctor, director of the emergency centre, head of the sanitation and anti-epidemic department in hospital, head of the hospital and the medical administration bureau in the PRC municipal government.

Dr. Huang has been appointed as an executive Director by way of a letter of appointment with the Company for a term of one year commencing on 30 July 2009 and will continue thereafter until terminated by either party giving each other not less than one month’s notice in writing. Dr. Huang will be entitled to a fixed emolument of HK\$120,000 per annum which is determined after arm’s length negotiation between both parties and with reference to his duties and responsibilities with the Company plus a year-end discretionary bonus to be determined by the Board from time to time.

Dr. Huang is personally interested in 10,000,000 Options of the Company with the exercise price of HK\$0.05 each. Save for the aforesaid, Dr. Huang does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Dr. Huang is not connected with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

2. Prof. Hu Shanlian (“**Prof. Hu**”)

Prof. Hu, aged 72, has been elected by the Shareholders as an independent non-executive Director of the Company at the AGM. Prof. Hu has also been appointed as the member of the audit committee and remuneration committee of the Company with effect from 30 July 2009. Save as aforesaid, Prof. Hu does not hold any positions in the Group. Prof. Hu is a professor in health economics and has a master degree in science from the London School of Tropical Medicine and Hygiene. At present, he is the director of Training Centre for Health Management and Pharmacoeconomics Research and Evaluation Centre at School of Public Health at Fudan University in the PRC. Prof. Hu is also the director of Health Development Research Centre in the Shanghai Bureau of Health. Prof. Hu also held senior positions in the National Health Economic Institution and China Network of Training and Research in Health Economics and Financing between 1991 and 2005, which were supported by the Ministry of Health of the PRC and World Bank respectively.

Prof. Hu has been appointed as an independent non-executive Director by way of a letter of appointment with the Company for a term of one year commencing on 30 July 2009 and will continue thereafter until terminated by either party giving each other not less than one month’s notice in writing. Prof. Hu will be entitled to a fixed emolument of HK\$60,000 per annum which is determined after arm’s length negotiation between both parties and with reference to his duties and responsibilities with the Company. Prof. Hu is not entitled to discretionary bonus.

Prof. Hu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Prof. Hu is not connected with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

3. Prof. Lu Chuanzhen (“**Prof. Lu**”)

Prof. Lu, aged 71, has been elected by the Shareholders as an independent non-executive Director of the Company on 30 July 2009. Prof. Lu has also been appointed as the member of the audit committee and remuneration committee of the Company with effect from 30 July 2009. Save as aforesaid, Prof. Lu does not hold any positions in the Group. Prof. Lu is a neurologist and has over 40 years of medical professional experience. Prof. Lu is currently the lifetime professor of Shanghai Huashan Hospital in the PRC and a director in the World Health Organization’s Neuroscience Research and Training Centre. Prof. Lu is also the chairman and director of the Institute of Neurology in Shanghai Medical University, the chairman of the Chinese Association of Neurology and chairman of the Shanghai Association of Neurology in the Chinese Medical Society. Prof. Lu also has an international membership with New York Academy of Sciences.

Prof. Lu has been appointed as an independent non-executive Director by way of a letter of appointment with the Company for a term of one year commencing on 30 July 2009 and will continue thereafter until terminated by either party giving each other not less than one month's notice in writing. Prof. Lu will be entitled to a fixed emolument of HK\$60,000 per annum which is determined after arm's length negotiation between both parties and with reference to his duties and responsibilities with the Company. Prof. Lu is not entitled to discretionary bonus.

Prof. Lu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Prof. Lu is not connected with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

RESIGNATIONS AND APPOINTMENTS OF AUTHORISED REPRESENTATIVE, MEMBERS OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The Board announces Ms. Shum has tendered her resignation as the authorised representative of the Company in order to focus on other business commitments with effect from 30 July 2009. The Board further announces that Mr. Zheng Gang (“**Mr. Zheng**”), the executive Director of the Company, has been appointed as the authorised representative of the Company with effect from 30 July 2009.

The Board announces that Mr. Hsu and Prof. Yu have tendered their resignations as members of the audit committee and remuneration committee of the Company in order to focus on other business commitments with effect from 30 July 2009. The Board further announces that Mr. Zheng, Prof. Hu and Prof. Lu have been appointed as members of the audit committee and remuneration committee of the Company with effect from 30 July 2009.

GENERAL

Save as disclosed herein, the Board is not aware of any other matters which needs to be brought to the attention of the Shareholders of the Company and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) (h) to (v) of the GEM Listing Rules in relation to the appointments of Dr. Huang as executive Director, Prof. Hu and Prof. Lu as independent non-executive Directors of the Company.

The Board would like to take this opportunity to express its appreciation to Ms. Shum, Mr. Hsu and Prof. Yu for their contributions towards the Company during their terms of services and express its warmest welcome to Mr. Zheng, Dr. Huang, Prof. Hu and Prof. Lu.

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

Hong Kong, 30 July 2009

As at the date of this announcement, the executive Directors are Mr. Yung Kwok Leong, Dr. Jiang Tao, Mr. Zheng Gang, Dr. Huang Jiaqing 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, Prof. Hu Shanlian and Prof. Lu Chuanzhen.

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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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 “Latest Company Announcement” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.huaxia-healthcare.com.