

*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)**

## **ANNOUNCEMENT**

This announcement is made by Hua Xia Healthcare Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

On 26 October 2009, the Company as purchaser entered into a conditional framework agreement (the “**Framework Agreement**”) with a connected person of the Company as vendor (the “**Vendor**”) in relation to the acquisition of a company to be wholly owned by the Vendor subject to the completion of the reorganisation of the target group which, immediately following the reorganisation, will be interested in 100% equity interests in the pharmaceutical wholesale business in the People’s Republic of China (the “**PRC**”) and 99.29% equity interests in various pharmaceutical retail chain stores in the PRC. The Framework Agreement legally binds the Company and the Vendor. The entering into of the Framework Agreement constitutes a very substantial acquisition and connected transaction on the part of the Company under Chapters 19 and 20 of the GEM Listing Rules.

The Company is in the course of preparing an announcement in relation to the Framework Agreement in compliance with Chapters 19 and 20 of the GEM Listing Rules. As the Company is waiting for the Vendor to provide certain information on the target group to be disclosed in the announcement, the board of the directors of the Company considers that it is in the interest of the Company and its shareholders to publish this announcement in accordance with Rule 17.10 of the GEM Listing Rules in the meantime to inform the shareholders of the Company about the entering into of the Framework Agreement. An announcement containing further details of the Framework Agreement will be made by the Company as soon as possible.

Trading in the shares of the Company was suspended from 9:30 a.m. on 27 October pending the release of an announcement in respect of, among other things, the Framework Agreement.

By order of the board of the Directors of  
**Hua Xia Healthcare Holdings Limited**  
**Yung Kwok Leong**  
*Chairman*

Hong Kong, 2 November 2009

\* *for identification purpose only*

*As at the date of this announcement, the executive Directors (the “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 Rules Governing the Listing of Securities on the GEM 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](http://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](http://www.huaxia-healthcare.com).*