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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Hua Xia Healthcare Holdings Limited (the “Company”) will be held at 11:00 a.m. on Wednesday, 3 March 2010 at Room 1902, 19/F., Sing Pao Building, No. 101 King’s Road, North Point, Hong Kong for the following purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) sale and purchase agreement dated 13 November 2009 (the “**Agreement**”) and entered into between Timely Hero Enterprises Limited, a wholly-owned subsidiary of the Company, as purchaser, and Mr. Yung (the “**Vendor**”) as vendor in relation to the sale and purchase of 1 share of US\$1.00 in the share capital of Nuture Fit Limited (the “**Target**”), representing its entire issued share capital; and (ii) all the obligations, liabilities and indebtedness owing or incurred by the Target to the Vendor, whether actual, contingent or deferred and irrespective whether or not the same is due and payable as at completion of the Agreement for a consideration of HK\$600,000,000 subject to adjustment (a copy of the Agreement is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) subject to the ordinary resolutions no. 2 and no. 3 below being duly passed, the creation, allotment and issue of 4,833,333,333 CP Shares (as defined in ordinary resolution no. 2 below) be and is hereby approved;

* *For identification purpose only*

- (c) the allotment and issue of ordinary shares of HK\$0.05 each in share capital of the Company (the “**Conversion CP Shares**”) of which may fall to be issued upon the exercise of the conversion rights attached to the CP Shares be and is hereby approved;
- (d) the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Conversion CP Shares be and is hereby approved; and
- (e) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Agreement including but not limited to the allotment and issue of CP Shares and the Conversion CP Shares and the transactions contemplated thereunder”.

2. “**THAT**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$500,000,000 divided into 10,000,000,000 shares of HK\$0.05 each (the “**Shares**”) to HK\$1,500,000,000 divided into 22,000,000,000 Shares and 8,000,000,000 non-voting convertible preference shares of HK\$0.06 each (“**CP Shares**”) with the rights and restrictions as set out in the terms of the CP Shares as referred to in the ordinary resolution no. 3 below by the creation of an additional 12,000,000,000 Shares and 8,000,000,000 CP Shares in the Company (the “**Proposed Increase in Authorised Share Capital**”); and
- (b) any one or more of the Directors be and is/are hereby authorised do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Increase in Authorised Share Capital.”

3. “**THAT**

- (a) the terms of the CP Shares as set out in appendix VII to the circular of the Company dated 11 February 2010 (a copy of the terms of the CP Shares is marked “B” and produced to the EGM and signed by the chairman of the EGM for identification purpose only) be and is hereby approved, and shall, subject to the articles of association of the Company, constitute the entire terms of the CP Shares;

- (b) any one or more of the Directors be and is/are hereby authorised do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the terms of the CP Shares.”

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

Hong Kong, 11 February 2010

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:

Room 1902, 19/F
Sing Pao Building
No. 101 King's Road
North Point, Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy (if he is the holder of two or more shares) to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 11 February 2010. Whether or not you intend to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.

3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's principal place of business in Hong Kong at Room 1902, 19/F., Sing Pao Building, No. 101 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

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.