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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in Hua Xia Healthcare Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

- (1) PROPOSED GENERAL MANDATES TO ISSUE  
NEW SHARES AND REPURCHASE SHARES;**
- (2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;**
- (3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of the Company to be held at 19/F., New Wing, 101 King’s Road, Hong Kong on Friday, 30 July 2010 at 11:00 a.m. A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instruction printed thereon and return the same to the principal place of business of the Company at 19/F., New Wing, 101 King’s Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish.

*This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and the website of the Company at [www.huaxia-healthcare.com](http://www.huaxia-healthcare.com).*

\* For identification purpose only

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, the following expression shall have the following meanings unless the context otherwise requires:*

“AGM”	the annual general meeting of the Company to be held at 19/F., New Wing, 101 King’s Road, Hong Kong on Friday, 30 July 2010, at 11:00 a.m.
“Articles of Association”	articles of association of the Company adopted pursuant to the written resolutions of the then shareholders of the Company passed on 20 April 2002 and as amended from time to time
“associates”	have the same meaning as prescribed in the GEM Listing Rules
“Bonus Issue”	the issue of the Bonus Shares pursuant to the terms and conditions of the underwriting agreement dated 24 December 2008
“Bonus Shares”	the bonus shares issued (for no additional payment) to the first registered holders of Offer Shares on the basis of two (2) bonus shares for every Offer Share taken up under the Open Offer subject to the terms and conditions of the underwriting agreement dated 24 December 2008 (the Open Offer has become unconditional on 12 March 2009)
“Board”	board of Directors
“Company”	Hua Xia Healthcare Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM of the Stock Exchange
“Companies Law”	the companies law, Chapter 22 (Laws of 1961, as consolidated and revised) of the Cayman Islands
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of the AGM which is to be extended by the number of Shares purchased pursuant to the Repurchase Mandate
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 June 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Offer Share(s)”	899,022,397 new Shares issued to the qualifying Shareholders pursuant to the Open Offer
“Open Offer”	the open offer for subscription by the qualifying Shareholders for the Offer Shares at the subscription price of HK\$0.05 per Offer Share on the terms and subject to the conditions set out in the underwriting agreement dated 28 December 2008 and in the prospectus documents dated 19 February 2009 and such open offer has been completed on 12 March 2009
“Option(s)”	a right/rights granted to subscribe for Shares pursuant to the Pre-IPO Scheme and/or the Share Option Scheme
“Optionholders”	the relevant holders of the Options
“Participants”	(i) employees of the Company (whether full-time or part time) or any of its subsidiaries or associated companies; (ii) Directors (whether executive Directors or non-executive Directors or independent non-executive Directors) of the Company or any of its subsidiaries or associated companies; (iii) suppliers of goods and/or services to the Company or any of its subsidiaries or associated companies; (iv) customers of the Company or any of its subsidiaries or associated companies; (v) any person or entity that provides research, development or other technological support to the Company or any of its subsidiaries or associated companies; and (vi) any Shareholder of any member of the Group or any of its subsidiaries or associated companies or any holder of any securities issued by any member of the Group or any of its subsidiaries or associated companies
“Pre-IPO Scheme”	the share option scheme adopted by the Company on 20 April 2002 which came into effect prior to the initial listing of the Shares on GEM on 10 May 2002
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all of the Options which shall not in aggregate exceed 10% of the Shares in issue as at the adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme”	the share option scheme adopted by the Company on 20 April 2002 which came into effect after the initial listing of the Shares on GEM on 10 May 2002
“Shareholder(s)”	holder(s) of the Shares
“Shares”	ordinary shares of HK\$0.05 each in the issued share capital of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Yung Kwok Leong (*Chairman and Chief Executive Officer*)  
Dr. Jiang Tao (*Deputy Chief Executive*)  
Mr. Weng Jiaying (*Deputy Chief Executive*)  
Mr. Zheng Gang  
Dr. Huang Jiaqing  
Mr. Chen Jin Shan

*Registered office:*

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

*Non-executive Director:*

Dr. Wong Yu Man, James

*Head office and principal place of  
business in Hong Kong:*

19th Floor, New Wing  
101 King's Road  
Hong Kong

*Independent non-executive Directors:*

Ms. Wong Ka Wai, Jeanne  
Prof. Hu Shanlian  
Prof. Lu Chuanzhen

30 June 2010

*To Shareholders of the Company, and for information only,  
holder(s) of Options, Convertible Notes and Convertible Preference Shares*

Dear Sir or Madam,

- (1) PROPOSED GENERAL MANDATES TO ISSUE  
NEW SHARES AND REPURCHASE SHARES;  
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;  
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the forthcoming AGM of the Company to be held on Friday, 30 July 2010 including but not limited to (i) ordinary resolutions relating to the grant of general mandates to the Directors for the issue and repurchase of its Shares; (ii) ordinary resolution relating to the approval of refreshment of the 10% Scheme Mandate Limit on grant of Options under the Share Option Scheme; and (iii) ordinary resolution relating to the re-election of the retiring Directors.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### (1) PROPOSED GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

The existing general mandates granted to the Directors to allot and issue new Shares and to repurchase Shares at the annual general meeting of the Company held on 30 July 2009 will lapse at the conclusion of the AGM.

At the AGM, ordinary resolutions will be proposed to the Shareholders (a) approving the grant of the General Mandate to the Directors to allot, issue and otherwise deal with new Shares not exceeding in aggregate 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing such resolution; (b) approving the grant of the Repurchase Mandate to the Directors to repurchase, inter alia, Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing such resolution; and (c) adding to the number of Shares which may be allotted, issued or dealt with under the General Mandate the amount of any Shares repurchased by the Company under the Repurchase Mandate.

#### **The General Mandate**

Under the General Mandate, the Directors will be given a general mandate to allot, issue and deal with new Shares representing not more than 20% of the issued share capital of the Company outstanding as at the conclusion of the AGM.

As at the Latest Practicable Date, the Company had an aggregate of 4,495,111,986 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the General Mandate and assuming that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with up to a maximum of 899,022,397 new Shares.

#### **The Repurchase Mandate**

It is also proposed that the Repurchase Mandate be granted to the Directors. The explanatory statement required by the GEM Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out on pages 11 to 14 of this circular.

The Directors wish to state that they have no present intention to repurchase any Shares.

#### **Extension of the General Mandate**

Subject to the approval of the Repurchase Mandate, another ordinary resolution will be proposed at the AGM to add to the limit under the General Mandate the amount of any Shares repurchased by the Company pursuant to the Repurchase Mandate.



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## LETTER FROM THE BOARD

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### Effectiveness of General Mandate and Repurchase Mandate

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the company is required by the Articles of Association, or any applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

### (2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT

The Company adopted the Pre-IPO Scheme and the Share Option Scheme by written resolution of shareholders on 20 April 2002.

At present, the Company has no other share option scheme apart from the Pre-IPO Scheme and the Share Option Scheme. A breakdown setting out the number of Options outstanding and their respective exercise price (after adjustments to the Open Offer with Bonus Issue) and their respective exercise period under the Pre-IPO Scheme and Share Option Scheme as at the Latest Practicable Date is as follows:

#### Pre-IPO Scheme

	Exercise period	Exercise price	Number of Options outstanding
Former employee and advisor of the Group	25 April 2002 to 24 April 2012	HK\$0.245	2,281,370

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## LETTER FROM THE BOARD

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### Share Option Scheme

Categories of grantees	Exercise period	Exercise price	Number of Options outstanding
<b>Directors</b>			
Mr. Yung Kwok Leong	30 September 2009 to 29 March 2019	HK\$0.050	17,000,000
Dr. Jiang Tao	30 September 2009 to 29 March 2019	HK\$0.050	8,000,000
	23 March 2010 to 22 March 2015	HK\$0.117	15,000,000
Mr. Weng Jiaxing	23 March 2010 to 22 March 2015	HK\$0.117	19,000,000
Mr. Zheng Gang	30 September 2009 to 29 March 2019	HK\$0.050	17,000,000
	23 March 2010 to 22 March 2015	HK\$0.117	27,000,000
Dr. Huang Jiaqing	30 September 2009 to 29 March 2014	HK\$0.05	10,000,000
	23 March 2010 to 22 March 2015	HK\$0.117	3,000,000
Mr. Chen Jin Shan	30 September 2009 to 29 March 2019	HK\$0.050	17,000,000
	23 March 2010 to 22 March 2015	HK\$0.117	20,000,000
Employees and consultants of the Group	13 July 2006 to 12 July 2016	HK\$0.376	11,027,500
	21 March 2007 to 20 March 2017	HK\$0.306	20,833,333
	30 September 2009 to 29 March 2019	HK\$0.050	102,000,000
	23 March 2010 to 22 March 2015	HK\$0.117	194,000,000
		Total	<u>480,860,833</u>

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, an aggregate of 483,142,203 Options, representing approximately 10.75% of the issued share capital of the Company, remain outstanding under the Pre-IPO Scheme and Share Option Scheme.

The Scheme Mandate Limit was refreshed on 10 August 2009 at the annual general meeting of the Company held on 30 July 2009, to allow the Directors to grant Options to subscribe for up to 449,511,198 Shares. A total of 278,000,000 Options were granted to Participants on 18 March 2010. None of these Participants has been granted with Options exceeding the limit of 1% of the issued capital of the Company as set out in Rule 23.03 of the GEM Listing Rules. No further grant of Options has been made since then. As at the Latest Practicable Date, the Company might only make further grant of Options to subscribe for up to 171,511,198 Shares, representing approximately 38.16% of the existing Scheme Mandate Limit.

The remaining existing Scheme Mandate Limit will lapse upon the approval of refreshment thereof at the AGM. Under the rules of the Share Option Scheme and subject to the GEM Listing Rules:

- (i) the initial limit on the maximum number of Shares that may be issued upon the exercise of the Options shall not exceed 10% of the shares of the Company in issue as at the date of approval of the Share Option Scheme;
- (ii) the Company may seek Shareholders' approval to refresh the Scheme Mandate Limit on the grant of Options under the Share Option Scheme as and when required. However, the Scheme Mandate Limit as refreshed shall not exceed 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval. Options previously granted under the Share Option Scheme and other share option schemes (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised Options) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. A circular must be sent to Shareholders in connection with the meeting at which their approval will be sought;
- (iii) the Company may seek separate approval from the Shareholders in general meeting to grant Options beyond the Scheme Mandate Limit to Participants specifically identified by the Company before the aforesaid Shareholders' meeting where such approval is sought; and
- (iv) the overall limit on the number of Shares which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other option schemes of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

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## LETTER FROM THE BOARD

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The Directors consider that the Company should refresh the Scheme Mandate Limit so that the Company could have more flexibility to provide incentives to Participants by way of granting Options to them. If the Scheme Mandate Limit is again refreshed on the basis of 4,495,111,986 Shares in issue as at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed to grant further Options under the Share Option Scheme of the Company carrying rights to subscribe for a maximum of 449,511,198 Shares (being 10% of the issued share capital of the Company as at the date of the AGM at which the refreshed limit is approved). In this regard, the Company will seek approval from the Shareholders in the AGM for refreshing the Scheme Mandate Limit. The proposed refreshment of the Scheme Mandate Limit will be conditional upon the Listing Committee of GEM granting the listing of, and the permission to deal in, such number of Shares, representing 10% of the Shares in issue as at the date of the AGM which may fall to be allotted and issued pursuant to the exercise of the Options granted under the refreshed Scheme Mandate Limit. Application will be made to the Stock Exchange for the listing of and permission to deal in the Shares to be issued pursuant to the exercise of the Options granted under the Share Option Scheme up to the refreshed Scheme Mandate Limit.

As at the Latest Practicable Date, other than the Pre-IPO Scheme and Share Option Scheme, the Company has no other share option scheme in force. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Group and the Shareholders as a whole. The refreshment of the Scheme Mandate Limit is in line with the purpose of the Share Option Scheme and is in compliance with Chapter 23 of the GEM Listing Rules.

### **(3) RE-ELECTION OF RETIRING DIRECTORS**

In accordance with the Articles of Association, Mr. Weng Jiaying, Mr. Zheng Gang and Mr. Chen Jin Shan shall retire from their offices at the AGM and, being eligible, will offer themselves for re-election.

Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **(4) ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at 19/F., New Wing, 101 King's Road, Hong Kong, 30 July 2010 at 11:00 a.m.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, please complete and return the form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company at 19/F., New Wing, 101 King's Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish.

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## LETTER FROM THE BOARD

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### GEM LISTING RULES REQUIREMENT FOR VOTING

Pursuant to Rule 17.47(4) of the GEM Listing Rules, vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### SHAREHOLDERS ABSTAIN FROM VOTING

None of the Shareholders is required to abstain from voting in respect of the resolutions to be proposed at the AGM.

### RESPONSIBILITY STATEMENT

This circular, 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

### RECOMMENDATION

The Directors consider that (i) the general mandates to the Directors for the issue and repurchase of Shares; (ii) the refreshment of the 10% Scheme Mandate Limit for the grant of Options under the Share Option Scheme; (iii) the re-election of the retiring Directors are fair and reasonable so far as the Shareholders concerned and is in interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the forthcoming AGM.

### GENERAL

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Directors, or the controlling Shareholder or the management Shareholders (as defined in the GEM Listing Rules) or their respective associates had any interests in a business which competes or may compete with the business of the Group and have any other conflicts of interest with the Group.

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

*This is an explanatory statement given to all Shareholders of the Company relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate. It contains all the relevant information required pursuant to Rule 13.08 of the GEM Listing Rules which is set out as follows:*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,495,111,986 Shares of HK\$0.05 each.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 449,511,198 Shares equivalent to 10% of the issued share capital of the Company. The repurchased Shares will be cancelled and the Company's issued share capital will be reduced accordingly by the nominal value of the Shares repurchased.

## **2. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 4,495,111,986 Shares of the Company in issue as at the Latest Practicable Date, could result in up to 449,511,198 Shares listed on GEM or on another stock exchange recognized by the Securities and Futures Commission and the Stock Exchange under the Code on Share Repurchases being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company after the AGM; (ii) the expiration of the period within which the next annual general meeting of the Company after the AGM is required by the Articles of Association or the Companies Law or any other applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the repurchase mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

## **3. REASONS FOR REPURCHASES**

Although the Directors have no present intention to repurchase any Shares, they believe that the Repurchase Mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the relevant time, lead to an enhancement of the net asset value of the Company and/or earning per Share.

## **4. FUNDING OF REPURCHASES**

Repurchase of Shares will be funded out of funds legally available for such purpose in accordance with the Memorandum and Articles of Association of the Company and the applicable laws and regulations of the Cayman Islands.

The Company may not purchase its own securities on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or the gearing position of the Group as compared with the position disclosed in the audited financial statements for the year ended 31 March 2010, being the date to which the latest published audited financial statements of the Company were made up, in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or on the gearing positions which in the opinion of the Directors are from time to time appropriate for the Group. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing.

## 5. SHARE PRICES

The highest and lowest prices at which Shares have been traded on GEM in each of the past twelve months preceding the Latest Practical Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2009</b>		
June	0.076	0.052
July	0.064	0.051
August	0.070	0.052
September	0.059	0.053
October	0.061	0.050
November	0.100	0.069
December	0.082	0.066
<b>2010</b>		
January	0.085	0.075
February	0.095	0.073
March	0.134	0.093
April	0.137	0.107
May	0.120	0.096
June (up to the Latest Practicable Date)	0.115	0.098

## 6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the GEM Listing Rules and the applicable laws of Hong Kong and in accordance with the regulations set out in the Memorandum and Articles of Association of the Company and also any applicable laws of the Cayman Islands.

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquires, any of the associates (as defined in the GEM Listing Rules) of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Company's shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

## 7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a Share repurchase, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the register of the substantial shareholders maintained by the Company under section 336 of the SFO showed that the following parties had interests in the Shares representing 10% or more of the voting power at any general meeting of the Company:

<b>Number of Shareholder</b>	<b>Number of Shares</b>	<b>Position</b>	<b>Capacity</b>	<b>Approximate percentage of the total issued Shares</b>	<b>Approximate percentage of shareholding if the Repurchase Mandate is exercised in full</b>
Easeglory Holdings Limited ("Easeglory") (Note)	1,209,605,000	Long	Beneficial owner	26.91%	29.90%
Yung Kwok Leong ("Mr. Yung") (Note)	1,209,605,000	Long	Interest of a controlled corporation	26.91%	29.90%
	4,865,802,083	Long	Beneficial owner	108.25%	120.27%
Yung Muk Ying ("Mrs. Yung") (Note)	6,075,407,083	Long	Interest of spouse	135.16%	150.17%



*Note:* The issued share capital of Easeglory is 100% beneficially owned by Mr. Yung, an executive Director and the Chairman and Chief Executive Officer of the Company. By virtue of her being the spouse of Mr. Yung, Mrs. Yung is deemed to be interested in 1,209,605,000 Shares held by Easeglory and 15,468,750 Shares, 17,000,000 share options and 4,833,333,333 convertible preference shares beneficially held by Mr. Yung in personal capacity. Pursuant to the terms and conditions of the convertible preference shares, holder(s) of the convertible preference shares shall have the right to convert the convertible preference shares provided that any conversion of the convertible preference shares (i) does not trigger a mandatory offer obligation under Rule 26 of the Takeovers Code on the part of the holder(s) of the convertible preference shares and parties acting in concert with any of them; and (ii) the public float of the Shares does not fall below the minimum public float requirements stipulated under the GEM Listing Rules or as required by the Stock Exchange. Save as Mr. Yung being a director of Easeglory, none of the Director is a director or employee of Easeglory.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any consequences of such repurchase of Shares that would result in the Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in any Shareholder or group of Shareholders acting in concert, being obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

The Directors are also aware that the GEM Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under the GEM Listing Rules.

## **8. SHARE REPURCHASE MADE BY THE COMPANY**

No Shares had been repurchased by the Company, whether on the GEM or otherwise, in the last six months prior to the Latest Practicable Date.

*Set out below are details of the Directors who are proposed to be re-elected at the AGM:*

**1. Mr. Weng Jiaxing (“Mr. Weng”)**

Mr. Weng, aged 34, holds a bachelor degree in finance. Mr. Weng has over 10 years of managerial experience in retail chain, healthcare and pharmaceutical businesses.

Mr. Weng has been appointed as an executive Director by way of letter of appointment with the Company for a period of one year commencing from 26 March 2010 which will continue thereafter until terminated by either party giving not less than one month notice in writing. Mr. Weng is entitled to a fixed emolument of HK\$30,000 per month which was determined by arm’s length negotiation between Mr. Weng and the Company. Mr. Weng is also entitled to a year-end discretionary bonus to be determined by the Board from time to time.

As at the Latest Practicable Date, Mr. Weng holds 14,062,500 Shares and 19,000,000 Options of the Company. Save as disclosed herein, he does not have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Weng is not connected with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company (within the meaning the GEM Listing Rules). Mr. Weng is also a director of 4 wholly and non-wholly owned subsidiaries of the Company. Mr. Weng was an executive Director during the period from 25 April 2006 to 1 August 2007. Save as disclosed, Mr. Weng did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed public companies in the past three years.

Save as disclosed above, there is no other matter about Mr. Weng which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders of the Company.

**2. Mr. Zheng Gang (“Mr. Zheng”)**

Mr. Zheng, aged 42, holds a master degree in business administration from Cardiff Business School in the United Kingdom and a bachelor degree in engineering from Xiamen University in the PRC. Mr. Zheng has over 15 years of management experience in finance, investment and trading.

Mr. Zheng has been appointed as an executive Director by way of letter of appointment with the Company for a period of one year commencing from 1 August 2007 which will continue thereafter until terminated by either party giving not less than one month notice in writing. Mr. Zheng is entitled to a fixed emolument of HK\$60,000 per month which was determined by arm’s length negotiation between Mr. Zheng and the Company. Mr. Zheng is also entitled to a year-end discretionary bonus to be determined by the Board from time to time.

As at the Latest Practicable Date, Mr. Zheng holds 9,000,000 Shares and 44,000,000 Options of the Company. Save as disclosed herein, he does not have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Zheng is not connected with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company (within the meaning the GEM Listing Rules). Mr. Zheng is also a director of 12 wholly owned subsidiaries of the Company. Save as disclosed, Mr. Zheng did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed public companies in the past three years.

Save as disclosed above, there is no other matter about Mr. Zheng which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders of the Company.

### **3. Mr. Chen Jin Shan (“Mr. Chen”)**

Mr. Chen, aged 42, an executive Director, holds a bachelor’s degree in finance and accounting in the PRC. Mr. Chen has over 15 years of accounting experience in private companies. He has also been a project manager for more than 6 years in an accounting firm.

Mr. Chen has been appointed by way of a letter of appointment for a term of one year commencing on 25 April 2006 and would continue thereafter until terminated by either party giving each other not less than one month’s notice in writing. Mr. Chen is entitled to a fixed emolument of HK\$5,000 per month which was determined after arm’s length negotiation between the parties. Mr. Chen is also entitled to a year-end discretionary bonus to be determined by the Board from time to time.

As at the Latest Practicable Date, Mr. Chen holds 37,000,000 Options of the Company. Save for the aforesaid, Mr. Chen does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Chen is currently an independent non-executive director of Citychamp Dartong Company Limited which is listed on the Shanghai Stock Exchange. Mr. Chen is not connected with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company (within the meaning of the GEM Listing Rules).

Other than disclosed above, there is no matter about Mr. Chen which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN THAT** the annual general meeting (“**AGM**”) of the shareholders (“**Shareholders**”) of Hua Xia Healthcare Holdings Limited (the “**Company**”) will be held at 19/F., New Wing, 101 King’s Road, Hong Kong on Friday, 30 July 2010, at 11:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 March 2010;
2. to re-elect the retiring directors of the Company (“**Directors**”), namely Mr. Weng Jiaying, Mr. Zheng Gang and Mr. Chen Jin Shan;
3. to authorise the board of Directors (the “**Board**”) to fix their remuneration;
4. to re-appoint auditors and to authorise the Board to fix their remuneration; and

As special business, to consider and, if thought fit, pass with or without amendments the following proposed resolutions numbered 5 to 8 as ordinary resolutions:

#### ORDINARY RESOLUTIONS

5. **THAT:**
  - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company and to allot, issue and deal with additional shares (“**Shares**”) in the capital of the Company and to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into Shares) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any option under the Share Option Scheme (as defined below) or any other option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of Shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for are convertible into Shares of the Company, shall not exceed the aggregate of:

- (i) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution; and
- (ii) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution).

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose of this resolution:

- (aa) “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association of the Company, or any other applicable laws of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

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## NOTICE OF ANNUAL GENERAL MEETING

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(bb) “Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of Shares (subject to such exclusion and arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).

6. **THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in resolution 5(d)(aa)) of all powers of the Company to purchase its shares on the GEM or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” shall have the same meaning as in resolution no. 5(d)(aa).

7. **THAT** conditional upon resolutions numbered 5 and 6 of this notice being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution numbered 5 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to resolution numbered 6, provided that the amount of Shares so repurchased by the Company shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.

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## NOTICE OF ANNUAL GENERAL MEETING

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8. **THAT** subject to and conditional upon the Listing Committee of GEM granting the listing of, and permission to deal in, such number of fully paid Shares which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 20 April 2002 (the “**Share Option Scheme**”) and any other share option schemes of the Company, representing 10% of the issued share capital of the Company as at the date on which this resolution is passed, the existing scheme mandate limit in respect of the grant of share options under the Share Option Scheme be refreshed provided that the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other option schemes of the Company shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.

By Order of the Board  
**Yung Kwok Leong**  
*Chairman*

Hong Kong, 30 June 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:*

19th Floor, New Wing  
101 King's Road  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy needs not be a member of the Company but must be present in person at the AGM 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 AGM is enclosed with the circular of the Company dated 30 June 2010. Whether or not you intend to attend the AGM in person, you are encouraged 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 AGM or any adjournment thereof, should he/she/its 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 19/F., New Wing, 101 King's Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he/she/its was solely entitled thereto, but if more than one such joint holders are present at the AGM 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.