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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) RESULT OF THE EGM  
AND  
(2) ADJUSTMENTS IN RELATION TO  
THE SHARE OPTION SCHEMES,  
THE CONVERTIBLE NOTE AND CP SHARES**

**Financial adviser**



Mitsubishi UFJ Securities (HK) Capital, Limited

The Board is pleased to announce that the ordinary resolution to approve the Share Consolidation was duly passed at the EGM held on 9 December 2010.

The exercise price and the conversion price of the respective Share Options, the Convertible Note and the CP Shares will be adjusted upon the Share Consolidation becoming effective. The adjustments are set out herein.

References are made to the announcement of Hua Xia Healthcare Holdings Limited (the “**Company**”) dated 6 October 2010 and the circular (the “**Circular**”) of the Company dated 22 November 2010 in relation to the Share Consolidation. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Circular.

**RESULT OF THE EGM**

At the EGM held on 9 December 2010, the resolution to approve the Share Consolidation was duly passed by way of poll. As at the date of the EGM, the total numbers of Shares in issue were 6,024,382,648 Ordinary Shares and 5,800,000,000 CP Shares. A total of 1,672,651,706 Shares were held by the Shareholders who attended and voted in respect of the relevant resolution at the EGM. No Shareholder has any material interest in the Share Consolidation. Therefore no Shareholder is required to abstain from voting at the EGM in respect of the resolution to approve the same. There were no Shares in respect of which their holders were entitled to attend and vote only against the resolution of the EGM.

\* For identification purpose only

The Board is pleased to announce that the ordinary resolution to approve the Share Consolidation was duly passed at the EGM held on 9 December 2010. The voting result was as follows:

<b>Ordinary resolution</b>	<b>For</b> <i>(approximate %)</i>	<b>Against</b> <i>(approximate %)</i>
To approve the Share Consolidation	1,672,551,706 (99.994%)	100,000 (0.006%)

Tricor Tengis Limited, the branch registrar of the Company in Hong Kong, had acted as the scrutineer for vote-taking at the EGM.

The Board is also pleased to announce that the Share Consolidation will take effect on Friday 10 December 2010. Shareholders can submit their existing share certificates in **PURPLE** for the Ordinary Shares to Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong for exchange for share certificates in **BLUE** for the Consolidated Ordinary Shares from 10 December 2010 to 4:00 p.m. 18 January 2011 (both days inclusive) at the expense of the Company.

## **ADJUSTMENTS IN RELATION TO THE SHARE OPTION SCHEMES, THE CONVERTIBLE NOTE AND CP SHARES**

Pursuant to the terms of the Share Option Schemes, the respective deed polls of the Convertible Note and the terms of the CP Shares, the exercise price and the conversion price of the respective Share Options, the Convertible Note and the CP Shares will be adjusted upon the Share Consolidation becoming effective.

The adjustments to the exercise prices and conversion prices of the respective Share Options, the Convertible Note and the CP Shares are set out below:

- |   |   |
|---|---|
| (i) <b>The exercise price per Share and the number of Shares subject to the outstanding Shares Options under the Share Option Schemes prior to the effect of the Share Consolidation:</b> | <b>New exercise price per Share (rounded to 3 decimal places) and the number of Shares subject to the Share Options under the Share Option Schemes after the Share Consolidation:</b> |
|---|---|

**Pre-IPO Share Option Scheme:**

- (a) 2,377,765 Shares exercisable at HK\$0.235 each

**Pre-IPO Share Option Scheme:**

- (a) 237,777 Shares exercisable at HK\$2.350 each

**Post-IPO Share Option Scheme:**

- (a) 11,493,450 Shares exercisable at HK\$0.361 each
- (b) 21,713,614 Shares exercisable at HK\$0.294 each
- (c) 145,200,000 Shares exercisable at HK\$0.050 each
- (d) 289,746,478 Shares exercisable at HK\$0.112 each

**(ii) The Conversion price per Share and the number of Conversion Shares subject to the outstanding Convertible Note prior to the effect of the Share Consolidation:**

**Convertible Note:**

34,210,526 Shares at HK\$0.190 each

**(iii) The Conversion price per Share and the number of CP Shares subject to the outstanding CP Shares prior to the effect of the Share Consolidation:**

**CP Shares:**

5,800,000,000 Shares at HK\$0.050 each

**Post-IPO Share Option Scheme:**

- (a) 1,149,345 Shares exercisable at HK\$3.610 each
- (b) 2,171,361 Shares exercisable at HK\$2.940 each
- (c) 14,520,000 Shares exercisable at HK\$0.500 each
- (d) 28,974,648 Shares exercisable at HK\$1.120 each

**New conversion price per Share and the number of Conversion Shares subject to the outstanding Convertible Note after the Share Consolidation:**

**Convertible Note:**

3,421,053 Shares at HK\$1.900 each

**New conversion price per Share and the number of CP Shares subject to the outstanding CP Shares after the Share Consolidation:**

**CP Shares:**

580,000,000 Shares at HK\$0.500 each

The adjustments have been reviewed by HLB Hodgson Impey Cheng, the Company's auditors, in accordance with the supplemental guidance issued by the Stock Exchange in September 2005, the terms of the Share Option Schemes, the Convertible Note and the CP Shares.

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

Hong Kong, 9 December 2010

*As at the date of this announcement, the executive directors of the Company are Mr. Yung Kwok Leong, Dr. Jiang Tao, Mr. Weng Jiaying, 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 that the information contained in this announcement 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 this announcement misleading.*

*This announcement will remain on the GEM website 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).*