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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 (“**Meeting**”) of Hua Xia Healthcare Holdings Limited (the “**Company**”) will be held at 19/F., New Wing, 101 King’s Road, Hong Kong at 11:00 a.m. on Thursday, 19 January 2012 for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

“THAT

1. (a) the entering into of a undertaking (the “**Sihai Undertaking 1**”) dated 22 November 2011 by Fujian Huihao Sihai Pharmaceutical Chain Company Limited# (福建惠好四海醫藥連鎖有限責任公司) (“**Huihao Sihai**”), a company established in the PRC with limited liability, 99.29% equity interests of which is owned by the Group, in favour of Fujian Huihao Pharmaceutical Co. Ltd# (福建惠好藥業有限公司) (“**Fujian Huihao**”), a company established in the PRC, and owned as to 55% by Mr. Weng Jiale, a nephew of Mr. Yung and as to 45% by an independent third party, in relation to the provision of financial assistance to Fujian Huihao as contemplated under the Fujian Huihao Guarantee (as defined below) (a copy of the which has been produced to this meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified;
- (b) the entering into of a guarantee (the “**Fujian Huihao Guarantee**”) jointly and severally by Huihao Sihai, Mr. Yung Kwok Leong, Mr. Weng Jiale and Mr. Weng Qingjie in favour of Agricultural Bank of China Limited, Fuzhou Donghu Branch (“**ABC Bank**”) for the purpose of securing all the obligations, liabilities and indebtedness of Fujian Huihao under a loan agreement proposed to be entered into between ABC Bank and Fujian Huihao up to the maximum liability of RMB19,000,000 (a copy of the which has been produced to this meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved;

* *For identification purpose only*

- (c) Huihao Sihai be and is hereby authorized to enter into the Fujian Huihao Guarantee;
 - (d) the directors (the “**Director**”) of the Company be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and giving effect to the Sihai Undertaking 1, the Fujian Huihao Guarantee and the transaction contemplated thereunder.”
2. (a) the entering into of a undertaking (the “**Sihai Undertaking 2**”) dated 15 December 2011 by Huihao Sihai in favour of Fujian Huihao in relation to the provision of financial assistance to Fujian Huihao as contemplated under the Fujian Huihao Mortgage (as defined below) (a copy of the which has been produced to this meeting marked “C” and signed by the chairman of the Meeting for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified;
- (b) the entering into of a mortgage (the “**Fujian Huihao Mortgage**”) by Huihao Sihai in favour of ABC Bank for the purpose of securing all the obligations, liabilities and indebtedness of Fujian Huihao under a loan agreement proposed to be entered into between ABC Bank and Fujian Huihao up to the maximum liability of RMB8,900,000 (a copy of the which has been produced to this meeting marked “D” and signed by the chairman of the Meeting for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved;
- (c) Huihao Sihai be and is hereby authorized to enter into the Fujian Huihao Mortgage; and
- (d) the Directors be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and giving effect to the Sihai Undertaking 2, the Fujian Huihao Mortgage and the transaction contemplated thereunder.”

By order of the Board
Hua Xia Healthcare Holdings Limited
Zheng Gang
Executive Director

Hong Kong, 30 December 2011

Registered office:
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Cayman Islands

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business in Hong Kong:*
19/F., New Wing
101 King's Road
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company. 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. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the principal place of business of the Company at 19/F., New Wing, 101 King's Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should you so wish.
3. In the case of joint holders of shares, any one such holders may vote at the meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. The voting on the resolutions at the Meeting will be conducted by way of a poll.

As at the date of this announcement, the executive Directors 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 or 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.