



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)

PROXY FORM

Form of proxy for use by the shareholders of Hua Xia Healthcare Holdings Limited (the “**Company**”) at the extraordinary general meeting (the “**Meeting**”) to be convened at 19/F, New Wing, 101 King’s Road, Hong Kong on Wednesday, 4 September 2013 at 11:30 a.m. or immediately following the conclusion (or adjournment) of the annual general meeting of the Company

I/We (Note a) _____
of _____
being the holder(s) of _____ (Note b) shares of HK\$0.01 each in the capital of the Company hereby appoint the chairman (the “**Chairman**”) of the Meeting or _____
of _____
to act as my/our proxy (Note c) at the Meeting to be held at 19/F, New Wing, 101 King’s Road, Hong Kong on Wednesday, 4 September 2013 at 11:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box(es) to indicate how you wish your vote(s) to be cast on a poll (Note d).

Ordinary Resolutions		For	Against
1.	To approve the Spin-off and the Listing and the Distribution of Wanjia Shares		
2.	To approve the adoption of the Wanjia Share Option Scheme by Wanjia Group Holdings Limited		
3.	To approve the CPS Subscription Agreement and the transaction contemplated thereunder		

Dated this _____ day of _____ 2013

Signature: _____ (Notes e to h)

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited to the principal place of business of the Company in Hong Kong 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 Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.

* For identification purpose only