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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 11:30 a.m. on Wednesday, 4 September 2013 or immediately following the conclusion (or adjournment) of the annual general meeting of the Company for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, all the shares (the “**Wanjia Shares**”) of Wanjia Group Holdings Limited (“**Wanjia Group**”):
 - (a) the proposed spin-off of Wanjia Group and separate listing of the Wanjia Shares on the Main Board of the Stock Exchange (the “**Listing**”) as more particularly described in the circular of the Company dated 19 August 2013 (the “**Circular**”), a copy of which having been produced to the meeting marked “A” and despatched to the shareholders of the Company (the “**Shareholders**”) of which the notice convening this Meeting forms part and produced to the Meeting and for the purpose of identification signed by the chairman (the “**Chairman**”) of the Meeting, subject to any variations or changes which are considered by the directors (the “**Directors**”) of the Company, be and is hereby approved;

* *For identification purpose only*

- (b) a distribution (the “**Distribution**”) by the Company of a sum to be determined by the Director, being part of the amount standing to the credit of the Company’s reserve, by way of special interim dividend to the Shareholders whose names appeared on the register of members of the Company on the record date, being a date to be determined by the Directors for ascertaining the Shareholders’ entitlements to the Distribution (the “**Distribution Record Date**”) on the basis of one Wanjia Share for every five shares of the Company (the “**Shares**”) then held by the Shareholders be and is hereby approved, on the condition that the Distribution is to be satisfied by:
- (i) procuring the transfer to the Shareholders (other than the Excluded Shareholders (as defined in the Circular)) of such number of Wanjia Shares in the proportion of one Wanjia Share for every five Shares held by them as at the Distribution Record Date, provided that all costs due in respect of the transfer of such Wanjia Shares to the Shareholders (other than Excluded Shareholders) shall be borne by the Company; or
 - (ii) cash payment (after deducting expenses) in Hong Kong dollars to the Excluded Shareholders which equals to the net proceeds of the sale by the Company on their behalf the Wanjia Shares to which the Excluded Shareholders would otherwise be entitled to receive under the Distribution after dealings in the Wanjia Shares commence on the Stock Exchange at the prevailing market price;
- (c) the Directors be and are hereby authorised to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the Listing and the Distribution.”

2. “**THAT**

- (a) conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Wanjia Shares falling to be issued pursuant to the share option scheme (the “**Wanjia Share Option Scheme**”) of Wanjia Group, the terms of which are set out in the document marked “B” which has been produced to this Meeting and initialed by the Chairman for the purpose of identification, the rules of the Wanjia Share Option Scheme be and are hereby approved and adopted and the Directors be and are hereby authorised to approve any amendments to the rules of the Wanjia Share Option Scheme as may be acceptable or not objected to by the Stock Exchange and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the Wanjia Share Option Scheme; and

- (b) the aggregate nominal amount of share capital to be allotted and issued pursuant to resolution numbered 2(a) above, together with any issue of Wanjia Shares upon the exercise of any options granted under any other share option schemes of Wanjia Group as may from time to time adopted by the Company, shall not exceed 10 per cent. of the total number of Wanjia Shares in issue as at the date of the adoption of Wanjia Share Option Scheme by the shareholders of Wanjia Group.”
3. **“THAT** subject to the fulfillment of the terms and conditions set out in the subscription agreement dated 10 April 2013 (the **“CPS Subscription Agreement”**) and entered into between Mr. Yung Kwok Leong as subscriber and the Company as issuer, a copy of the CPS Subscription Agreement having been produced to the meeting and marked “C” and initialed by the Chairman for the purpose of identification, in respect of the subscription (the **“Proposed Subscription”**) of convertible preference shares (**“CPS”**) of HK\$0.01 in the share capital of the Company up to the amount of HK\$120,000,000 at the subscription price of HK\$0.238 per share (the **“Shares”**) in the Company:
- (i) the CPS Subscription Agreement in relation to the Proposed Subscription and the matters contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (ii) the Proposed Subscription pursuant to the CPS Subscription Agreement be and is hereby approved and the Directors be and are hereby authorised to allot and issue the CPS pursuant to the CPS Subscription Agreement and to allot and issue the new Shares upon Conversion of the CPS;
 - (iii) the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the CPS and to allot and issue the new Shares upon Conversion of the CPS be and is hereby approved; and
 - (iv) any one or more of the Directors 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 CPS and the new Shares upon exercising the conversion rights attached to CPS and the transactions contemplated thereunder”.

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

Hong Kong, 19 August 2013

Registered Office:
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Head Office and Principal Place of Business:
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Hong Kong

1. A member entitled to attend and vote at the Meeting 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 of a form of proxy will not preclude a member from attending in person and voting at the 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 of the Company 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 of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange 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 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 at www.hkgem.com 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.