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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)

RESULTS OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that at the EGM held on 4 September 2013, all the proposed ordinary resolutions as set out in EGM Notice were duly passed (i) by the Independent Shareholders in respect of ordinary resolutions no. 1 and no. 3 respectively and (ii) by the Shareholders in respect of ordinary resolution no. 2, by way of poll.

Reference is made to the circular (the “**Circular**”) of the Company and the notice of EGM (the “**EGM Notice**”) both dated 19 August 2013 relating to, among other things, the Proposed Spin-off and the Distribution, adoption of the Wanjia Share Option Scheme and the CPS Subscription. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise.

RESULTS OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that at the EGM held on 4 September 2013, all the proposed ordinary resolutions as set out in EGM Notice were duly passed (i) by the Independent Shareholders in respect of ordinary resolutions no. 1 and no. 3 respectively and (ii) by the Shareholders in respect of ordinary resolution no. 2, by way of poll. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

As at the date of the EGM, the total number of issued Shares of the Company was 1,083,938,264 Shares. Pursuant to the GEM Listing Rules, (i) Mr. Yung, Easeglory Holdings Limited and their associates, who together held 257,507,375 Shares, representing approximately 23.76% of the entire issued share capital of the Company, were required to abstain from voting for the proposed ordinary resolutions no. 1 and no. 3 at the EGM to approve the Proposed Spin-off and the CPS Subscription respectively, and to the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, save for Mr. Yung, Easeglory Holdings Limited and their associates, there are no other Shareholders who are involved

* For identification purpose only

in or interested in the Proposed Spin-off and the CPS Subscription and the transactions contemplated thereunder and are required to abstain from voting in respect of ordinary resolutions no. 1 and no. 3 respectively under the GEM Listing Rules; and (ii) since no Shareholder has a material interest in the Wanjia Share Option Scheme which is different from that of the other Shareholders, no Shareholder is required to abstain from voting on the proposed ordinary resolution no. 2.

Accordingly, (i) the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions no. 1 and 3 at the EGM was 826,430,889 Shares; and (ii) the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution no. 2 was 1,083,938,264 Shares. Save for disclosed above, there was no Share entitling the holder thereof to attend and vote only against the ordinary resolutions at the EGM.

The voting results for all the ordinary resolutions were as follows:

| Ordinary resolutions | | Number of Votes (%) | |
|----------------------|---|-----------------------|-----------|
| | | For | Against |
| 1. | To approve the Spin-off and the Listing and the Distribution of Wanjia Shares. | 386,639,226 (100%) | 0 (0%) |
| 2. | To approve the adoption of the Wanjia Share Option Scheme by Wanjia Group Holdings Limited. | 386,639,226 (100%) | 0 (0%) |
| 3. | To approve the CPS Subscription Agreement and the transaction contemplated thereunder. | 386,639,226 (100%) | 0 (0%) |

As all votes were cast in favour of all the ordinary resolutions above, all of the ordinary resolutions were duly passed at the EGM by way of poll.

Meanwhile, the Board wishes to emphasize that the Spin-off and Listing are subject to other conditions precedent, which are yet to be fulfilled as at the date hereof. As such, the Spin-off may or may not proceed. Shareholders and prospective investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 4 September 2013

As at the date of this announcement, the executive Directors 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 collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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.