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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)**

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF  
WANJIA GROUP HOLDINGS LIMITED  
ON THE MAIN BOARD OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED**

**DESPATCH OF WANJIA LISTING DOCUMENT**

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The Board announces that in connection with the Proposed Spin-off, the Listing Document was issued by Wanjia on 30 September 2013 solely for the purpose of giving, among other things, details of the number of Wanjia Shares, certain business and financial information relating to Wanjia Group.

The Listing Document has been despatched to the Shareholders and has been published on both Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and Wanjia's website at [www.wanjia-gp.com](http://www.wanjia-gp.com) on 30 September 2013. The stock code of Wanjia is 401.

**General**

**Shareholders and potential investors of the Company should note that the Proposed Spin-off may or may not be materialised as the Proposed Spin-off is conditional upon the satisfaction of certain conditions as disclosed in the Circular. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares. If Shareholders and potential investors have any doubt about their position, they should consult their professional advisers. Further announcement(s) will be made by the Company if there is any change to the above expected timetable as and when appropriate.**

\* For identification purpose only

This announcement is made pursuant to Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 17.10(2) of the GEM Listing Rules.

References are made to the circular (the “**Circular**”) of Hua Xia Healthcare Holdings Limited (the “**Company**”) dated 19 August 2013 and the announcements of the Company dated 16 September 2013 and 19 September 2013 respectively in relation to, among other things, the Proposed Spin-off and the Distribution. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise required.

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The Listing Document has been despatched to the Shareholders and has been published on both Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and Wanjia’s website at [www.wanjia-gp.com](http://www.wanjia-gp.com) on 30 September 2013. The stock code of Wanjia is 401.

Copies of the Listing Document will also be available for information purposes only during normal business hours from 9:00 a.m. to 5:00 p.m. at the office of Messis Capital Limited, the sponsor to the Listing, at Room 1606, 16/F., Tower 2, Admiralty Centre, 18 Harcourt Road, Hong Kong for a period commencing from Monday, 30 September 2013 ending on Friday, 11 October 2013 (both dates inclusive).

The Company has extracted information relating to the profit forecast and its bases and assumptions from the section headed the “FINANCIAL INFORMATION” and Appendix IV of the Listing Document and is set out at the end of this announcement for the Shareholders’ reference and the capitalised terms used in that section are the same as those defined in the Listing Document.

The Listing will be effected by way of introduction and, save for the Distribution to the Qualifying Shareholders, no Wanjia Shares will be allotted or issued in connection with the Listing and there are no Wanjia Shares being offered or sold to the public or investors other than the Qualifying Shareholders.

## **TRADING OF ODD LOTS ARRANGEMENTS**

Qualifying Shareholders should note that they may receive Wanjia Shares which are not in multiple board lots of Wanjia Shares, i.e. 5,000 Wanjia Shares, and dealings in odd lots of Wanjia Shares may be at a price below the then prevailing market price of the Wanjia Shares.

In order to facilitate the trading of odd lots of Wanjia Shares, the Company has appointed Phoenix Capital Securities Limited to provide matching services, on a best efforts basis, to those Qualifying Shareholders who wish to acquire odd lots of Wanjia Shares to make up a full board lot or to dispose of their holdings of odd lots of Wanjia Shares during the period from Friday, 11 October 2013 to Tuesday, 10 December 2013 (both dates inclusive) (the “**Odd Lots Trading Period**”).

Qualifying Shareholders who wish to trade odd lots of Wanjia Shares should contact Mr. Ricky Chan of Phoenix Capital Securities Limited at Unit 3006, 30/F, COSCO Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong (telephone: (852) 2850 0728) during 9:00 a.m. to 6:00 p.m. on a Business Day during the Odd Lots Trading Period. Qualifying Shareholders should note that the matching of and the sale and purchase of odd lots of Wanjia Shares is on a best efforts basis, and is not guaranteed and will depend on odd lots amount of 5,000 Wanjia Shares available for such matching. Qualifying Shareholders are advised to consult their own professional advisers if they are in doubt about the facility described above.

## **DOCUMENTS EXECUTED IN RELATION TO THE PROPOSED SPIN-OFF**

In connection with the Proposed Spin-off, the Company has entered into the following documents on 30 September 2013:

- (i) A deed of non-competition undertaking dated 30 September 2013 executed by, among others, the Company and Greatly Wealth (together, the “**Covenantors**”) in favour of Wanjia, pursuant to which the Covenantors have unconditionally and irrevocably undertaken to Wanjia (for itself and on behalf of its subsidiaries) that the Group shall not, except through the Wanjia Group, directly or indirectly carry on, engage, invest or be interested or otherwise involved in any business that is similar to or in competition with the business carried on by the Wanjia Group. The undertaking will be effective from the date the Listing until the earlier of the Wanjia Shares cease to be listed or when the Covenantors cease to be the controlling shareholder of Wanjia. For further information on the deed of non-competition undertaking, please refer to the paragraph headed “**NON-COMPETITION DEED**” under the section headed “**RELATIONSHIP WITH HUA XIA GROUP AND CONNECTED PERSONS**” of the Listing Document.

- (ii) A deed of indemnity dated 30 September 2013 executed by the Company, Greatly Wealth, Easeglory, Marshal and Mr. Yung and Mrs. Yung in favour of Wanjia (for itself and on behalf of its subsidiaries), pursuant to which, the above parties agreed and undertook jointly and severally to indemnify Wanjia for any tax liabilities which might be payable by Wanjia Group in respect of any income, profits or gains earned, accrued or received or deemed to have been earned, accrued or received on or before the date of Listing. For further information on the deed of indemnity, please refer to the sub-paragraph headed “Tax indemnity” under the paragraph headed “Other information” in the Appendix VI “STATUTORY AND GENERAL INFORMATION” to the Listing Document.

## General

**Shareholders and potential investors of the Company should note that the Proposed Spin-off may or may not be materialised as the Proposed Spin-off is conditional upon the satisfaction of certain conditions as disclosed in the Circular. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares. If Shareholders and potential investors have any doubt about their position, they should consult their professional advisers. Further announcement(s) will be made by the Company if there is any change to the above expected timetable as and when appropriate.**

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

Hong Kong, 30 September 2013

*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 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 at [www.hkgem.com](http://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](http://www.huaxia-healthcare.com).*

## SET OUT BELOW IS THE EXTRACT OF PROFIT FORECAST INFORMATION FROM WANJIA LISTING DOCUMENT

Capitalised terms used in this extract are the same as those defined in the Listing Document.

### A. PROFIT FORECAST FOR THE YEAR ENDING 31 MARCH 2014

Estimated combined profit attributable to owners of  
the Company for the year ending 31 March 2014 <sup>(Note 1)</sup> . . . . . not less than HK\$40 million

Unaudited pro forma estimated earnings  
per Share for the year ending 31 March 2014 <sup>(Note 2)</sup> . . . . . not less than HK6.17 cents

Notes:

- (1) The bases on which the above profit forecast has been prepared are set out in Appendix IV to this listing document. Our Directors have prepared the estimated combined profit attributable to owners of the Company for the year ending 31 March 2014 based on the unaudited combined results of our Group shown in the management accounts for the four months ended 31 July 2013 and a forecast of the combined results for the remaining eight months of the financial year ending 31 March 2014. The profit forecast has been prepared on a basis consistent in all material respects with the accounting policies presently adopted by our Group as set out in note 3 of Section II in Appendix I to this listing document.
- (2) The calculation of the unaudited pro forma estimated earnings per Share is based on the estimated combined profit attributable to owners of the Company for the year ending 31 March 2014 and assuming a total of 648,405,300 Shares had been in issue throughout the year ending 31 March 2014. The calculation takes no account of any Shares which may be allotted and issued upon the exercise of any options that may be granted under the Share Option Scheme.

*The forecast of the combined profit attributable to owners of our Company for the year ending 31 March 2014 is set out in the section headed “Financial Information – Profit forecast for the year ending 31 March 2014” in the listing document.*

### B. BASES AND ASSUMPTIONS

The Directors have prepared the forecast of the Group’s combined profit attributable to the owners of the Company for the year ending 31 March 2014 based on the combined results shown in the unaudited management accounts of the Group for the four months ended 31 July 2013 and a forecast of the Group’s combined results for the remaining eight months of the financial year ending 31 March 2014. The profit forecast has been prepared on the basis of the accounting policies being consistent in all material respects with those currently adopted by our Group as summarized in the Accountants’ Report, the text of which is set out in Appendix I to this listing document.

The Directors have prepared the forecast of the combined profit attributable to the owners of the Company for the year ending 31 March 2014, based on the unaudited combined profit attributable to owners of the Group for the four months ended 31 July 2013 and a forecast of the combined results of the Group for the remaining eight months ending 31 March 2014 (the “**Forecast Period**”).

The forecast has been prepared on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in note 3 of the Accountants’ Report dated 30 September 2013, the text of which is set forth in Appendix I to this listing document.

Summarised in the Accountants’ Report set out in Appendix I to this listing document, the forecast has been prepared on the following principal assumptions:

- It is assumed that the Group will be able to continue in business and will not be materially interrupted by any unforeseeable factors or any unforeseeable reasons that are beyond the control of our Directors, including the occurrence of natural disasters or catastrophes.
- It is assumed that there will be no material changes in existing government policies or political, legal (including changes in legislation or regulations or rules), fiscal or economic conditions in the PRC and Hong Kong during the Forecast Period.
- It is assumed that there will be no significant changes in the bases and rates of taxation, surcharges or other government levies in the countries or territories in which the Group operates except as otherwise disclosed in this listing document.
- It is assumed that there will be no material changes in inflation or interest rates from those currently prevailing in the PRC and Hong Kong during the Forecast Period.
- It is assumed that no abnormal or extraordinary items will occur during the Forecast Period.
- It is assumed that the Group will be able to retain its key management and personnel during the Forecast Period.
- It is assumed that the Group will be able to recruit sufficient qualified personnel to achieve its planned expansion and that staffing level will be sufficient for the operation requirements of the Group during the Forecast Period.

- It is assumed that there will be no material change in the credit policies offered to customers and granted by suppliers of the Group.
- It is assumed that the Group's operations, results and financial position will not be adversely affected by the occurrence of any of the events described in the section headed "Risk Factors" in this listing document.
- It is assumed that the currently available banking facilities will continuously be available throughout the Forecast Period.
- A total of 30 new retail pharmacies was scheduled to open for the year ending 31 March 2014.
- The Reorganisation will be completed prior to the Listing.
- It is assumed that no impairment loss on goodwill will be recognised during the Forecast Period.
- It is assumed that no fair value gain or loss will be recognised during the Forecast Period.

*The bases and assumption is set out in the appendix IV in the Listing Document.*