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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)

PROFIT WARNING

This announcement is made pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

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, 19 September 2013, 30 September 2013, 7 October 2013, 10 October 2013 and 27 January 2014 (the “**Announcements**”) 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.

The Board wishes to inform the Shareholders and potential investors that the Group is expected to record a lowered profit attributable to the Shareholders of about 40% to 60% less for the year ended 31 March 2014 compared to that of the year ended 31 March 2013, which is mainly due to (i) proportionate reduction of the Company’s equity interest in the pharmaceutical wholesale and pharmaceutical retail business operated under the Wanjia Group (from 100% to approximately 63.53% immediately upon completion of the Distribution on 10 October 2013) which in turn results in reduction of the profit attributable to the Shareholders; (ii) the increase of expenses incurred for the Proposed Spin-off and the Distribution, and (iii) the loss on early redemption of promissory note.

The information contained in this announcement is only based on the preliminary assessment by the management of the Company of the unaudited consolidated management accounts of the Group for the year ended 31 March 2014 and is not based on any figure or information which has been audited or reviewed by the Company’s auditors and the audit committee of the Company. The Company is in the process of finalising the annual consolidated results of the Group for the year ended 31 March 2014. Details of the Group’s financial information and performance will be disclosed when the Group’s annual consolidated results for the year ended 31 March 2014 are announced, which is expected to be on 25 June 2014.

* *For identification purpose only*

Shareholders and potential investors should exercise caution when dealing in the Shares.

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

Hong Kong, 13 June 2014

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 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 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.