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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)**

## **INSIDE INFORMATION AND RESUMPTION OF TRADING**

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

The board (the “**Board**”) of directors (the “**Directors**”) of Hua Xia Healthcare Holdings Limited (the “**Company**”) has noted the recent decreases in the share price and increases in trading volume of the shares of the Company (the “**Shares**”) and wishes to state that save as disclosed below, the Board is not aware of any reasons for such movements.

At the request of Mr. Yung Kwok Leong and New Hope International (Hong Kong) Limited, who are both the holders (the “**CPS Holders**”) of convertible preference shares (the “**CPS**”) of the Company, the Company has recently made a submission, on behalf of the CPS Holders, to the Stock Exchange for the application for alteration of certain terms of the CPS (the “**Proposed Alteration**”). Subject to the grant of approval of the Stock Exchange to the Proposed Alteration, it is the intention of the CPS Holders that they will convert the CPS and acquire more than 30% voting rights of the Company (the “**Conversion**”) and will apply to the Executive Director of the Corporate Finance Division of the Securities and Future Commission or any delegate of the Executive Director (“**Executive**”) for a waiver (the “**Whitewash Waiver**”) from the obligation of the CPS Holders and the parties acting in concert with them to make a mandatory general offer to the shareholders of the Company in respect of the Shares and securities issued by the Company not already owned or agreed to be acquired by the CPS Holders and the parties acting in concert with them as a result of the Conversion in accordance with Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). The Conversion is

\* *For identification purpose only*

conditional upon, among other things, (i) the Executive granting the Whitewash Waiver (in connection with the Conversion) to the CPS Holders and parties acting in concert with them and the satisfaction of all conditions (if any) attached to the Whitewash Waiver; and (ii) the passing of the relevant resolutions by the independent shareholders (the “**Independent Shareholders**”) (other than (a) the CPS Holders together with parties acting in concert with them; and (b) those who are required to abstain from voting in the extraordinary general meeting (the “**EGM**”) of the Company to consider and approve the Proposed Alteration and the Whitewash Waiver under the GEM Listing Rules and the Takeovers Code) at the EGM. Both of the aforesaid two conditions neither can be waived by the Company nor can be waived by the CPS Holders. In the event the Whitewash Waiver is not granted by the Executive and/or voted down by the Independent Shareholders at the EGM, the Conversion cannot be proceeded.

Having made such enquiry with respect to the Company as is reasonable in the circumstances, save as disclosed above, the Board confirms that it is not aware of any reasons for these price and volume movements or of any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the SFO.

**This announcement is made by the order of the Board, the Board collectively and individually accept responsibility for the accuracy of this announcement.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

## **RESUMPTION OF TRADING OF SHARES**

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on Tuesday, 2 December 2014 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading of the Shares on the Stock Exchange with effect from 9:00 a.m. on Friday, 5 December 2014.

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

Hong Kong, 4 December 2014

*As at the date of this announcement, the executive Directors are Mr. Yung Kwok Leong, Dr. Jiang Tao, Mr. Zheng Gang and Dr. Huang Jiaqing 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 in this announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in 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).*