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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)

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Reference is made to the announcement issued by Hua Xia Healthcare Holdings Limited (the “**Company**”) dated 15 January 2015 (the “**Announcement**”) relating to, amongst other things, the Deed of Amendments, the Proposed Alteration and the Whitewash Waiver contemplated under the Conversion. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement, unless the context herein requires otherwise.

The Board wishes to announce that Veda Capital Limited has been appointed as the Independent Financial Adviser to advise (i) the Connected Transaction Independent Board Committee and the Independent Shareholders in respect of the proposed resolution(s) to approve the Deed of Amendments, the Proposed Alteration and the transactions contemplated thereunder; and (ii) the Whitewash Waiver Independent Board Committee and the Independent Shareholders in respect of the proposed resolution(s) to approve the Whitewash Waiver contemplated under the Conversion.

The Connected Transaction Independent Board Committee comprising all independent non-executive Directors, namely Ms. Wong Ka Wai, Jeanne, Prof. Hu Shanlian and Prof. Lu Chuanzhen, has been established pursuant to the GEM Listing Rules to advise the Independent Shareholders in respect of the proposed resolution(s) to approve the Deed of Amendments, the Proposed Alteration and the transactions contemplated thereunder. The Whitewash Waiver Independent Board Committee, comprising the non-executive Director, namely Dr. Wong Yu Man, James, and all independent non-executive Directors, namely Ms. Wong Ka Wai, Jeanne, Prof. Hu Shanlian and Prof. Lu Chuanzhen, has been established in accordance with Rule 2.8 of the Takeovers Code to advise the Independent Shareholders in respect of the proposed resolution(s) to approve the Whitewash Waiver contemplated under the Conversion.

* *For identification purpose only*

The appointment of Veda Capital Limited as the Independent Financial Adviser has been approved by (i) the Connected Transaction Independent Board Committee pursuant to the GEM Listing Rules and (ii) the Whitewash Waiver Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code respectively.

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

Hong Kong, 22 January 2015

As at the date of this announcement, the executive directors of the Company 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 facts not contained in this announcement, the omission of which would make any statement herein or 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 inquiries, 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 “Latest Company Announcement” page of the GEM website at www.hkgem.com for at least 7 days from the date of this posting and on the website of the Company at <http://www.huaxia-healthcare.com>.