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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of Hua Xia Healthcare Holdings Limited (the “**Company**”) will be held at 19/F., New Wing, 101 King’s Road, Hong Kong at 11:00 a.m. on Friday, 6 March 2015 for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** subject to the fulfillment of the terms and conditions set out in the deed of amendments (the “**Deed of Amendments**”) dated 9 January 2015 and entered into amongst the Company, Yung Kwok Leong (“**Mr. Yung**”) and New Hope International (Hong Kong) Limited (“**New Hope International**”), in relation to (a) the Proposed Alteration (as defined below); (b) conditional conversion (“**Yung’s Conversion**”) of 160,984,141 non-redeemable convertible preference shares (“**CPS-II**”) allotted and issued by the Company on 10 October 2013 by Mr. Yung; and (c) conditional conversion (“**NHI’s Conversion**” together with Yung’s Conversion, the “**Conversions**”) of 343,217,539 CPS-II by New Hope International, a copy of the Deed of Amendments has been produced to this meeting marked “A” and initialled by the Chairman for the purpose of identification; and
 - (a) the Deed of Amendments and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (b) the terms and conditions constituting the CPS-II (the “**Terms**”) as set out in Appendix IV to the circular of the Company dated 19 August 2013 be and are hereby altered and amended (the “**Proposed Alteration**”) in the following manner:

Paragraph 5(D) of the Terms shall be deleted in its entirety and be replaced by the following new Paragraph 5(D):

* *For identification purpose only*

“5(D) Conversion of the Convertible Preference Shares shall be effected in such manner as the Directors shall subject to the Terms, the Articles, the Statutes, the HK Laws, and to any other applicable law and regulations, from time to time determine provided that no Conversion shall take place if (i) to do so would result in the Conversion Shares being issued at a price below their nominal value as at the applicable Conversion Date or (ii) if immediately after such conversion, the public float of the Shares falls below the minimum public float requirements stipulated under the GEM Listing Rules or as required by the Stock Exchange.

Without prejudice to the generality of the foregoing, any Convertible Preference Share may be converted by repurchase on the relevant Conversion Date out of:

- (a) subject to the Statutes or HK Laws, the capital paid up on the Relevant Convertible Preference Shares; or
- (b) out of profits of the Company; or
- (c) the proceeds of a fresh issue of shares made for the purpose; or
- (d) any combination of (a), (b) and (c),

and in the case of any premium payable on such a repurchase, out of the Company’s profit or the Company’s share premium account or the capital paid up on the Relevant Convertible Preference Shares. Each Conversion Notice shall be deemed to authorize and instruct the Directors to retain any repurchase moneys otherwise payable to the Converting Shareholder and, in respect of the Relevant Convertible Preference Share, to apply the same in the subscription on such Converting Shareholder’s behalf of the Conversion Shares (subject to the treatment of fractions described in paragraph 13) and, to the extent that conversion shall be effected out of the proceeds of a fresh issue of shares, where appropriate, each Conversion Notice shall be deemed:

- (i) to appoint any person selected by the Directors as such Converting Shareholder’s agent with authority to apply an amount equal to the repurchase moneys in respect of the Relevant Convertible Preference Shares in subscribing on such Converting Shareholder’s behalf for the Conversion Shares (subject to the treatment of fractions described in paragraph 13); and

- (ii) to authorise and instruct the Directors following the allotment of such Conversion Shares to pay the said repurchase moneys to such agent who shall be entitled to retain the same for his own benefit without being accountable therefor to such Converting Shareholder;

provided that if the Converting Shareholder has a registered address in any territory where in the absence of a registration statement or any other special formalities the allotment or delivery of any Conversion Shares would or might in the opinion of the Directors be unlawful or impracticable under the laws of such territory or any Relevant Jurisdiction, the Company shall as soon as reasonably practicable after the receipt of the relevant Conversion Notice allot the Conversion Number of the Ordinary Shares to the Converting Shareholder or to one or more third parties selected by the Company and on behalf of the Converting Shareholder sell the same to one or more third parties selected by the Company for the best consideration then reasonably obtainable by the Company. As soon as reasonably practicable following any such allotment and sale, the Company shall pay the Converting Shareholder an amount equal to the consideration received by it.”

- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Deed of Amendments and the transactions contemplated thereunder.”

2. “**THAT** subject to the passing of the ordinary resolution numbered 1 set out above,

- (a) the terms of the application for a waiver granted or to be granted by the Securities and Futures Commission of Hong Kong to Mr. Yung and New Hope International together with parties acting in concert with any of them pursuant to Note 1 of the Notes on Dispensation from Rule 26 of the Takeovers Code in respect of the waiver of the obligations of Mr. Yung and New Hope International and parties acting in concert with any of them to make a mandatory offer for all the shares (the “**Shares**”) of HK\$0.01 each in the issued ordinary share capital of the Company not already owned or agreed to be acquired by them (the “**Whitewash Waiver**”) be and is hereby approved;
- (b) any one or more of the Directors be and is/are hereby authorised to do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Whitewash Waiver; and
- (c) any one or more of the Directors be and are hereby authorised to allot and issue the Shares pursuant to or in connection with the Conversions.”

3. “**THAT** the appointment of Mr. Tang Xun (湯珣) as a non-executive Director, which will only take effect after completion of the Conversions, be and is hereby approved.”

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

Hong Kong, 13 February 2015

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Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the principal place of business of the Company at 19/F., New Wing, 101 King’s Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should you so wish.
3. In the case of joint holders of shares, any one such holders may vote at the meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. The voting on the resolutions at the Meeting will be conducted by way of a poll.

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.

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>.