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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)

**DESPATCH OF CIRCULAR REGARDING
(I) CONNECTED TRANSACTION IN RELATION TO
THE PROPOSED ALTERATION;
(II) CONVERSION OF CPS-II
INVOLVING AN APPLICATION FOR A WHITEWASH WAIVER;
(III) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR;
AND
(IV) NOTICE OF EGM**

References are made to (i) the announcements of the Company dated 4 December 2014 and 15 January 2015 in relation to the connected transaction in relation to the Proposed Alteration and the Conversion of CPS-II involving an application for a Whitewash Waiver; and (ii) the announcement of the Company dated 3 February 2015 in relation to the delay in despatch of the circular for the aforesaid transactions (the “**Announcements**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Announcements.

The Board is pleased to announce that the circular (the “**Circular**”) containing, among other things, details of (i) the Deed of Amendments; (ii) the Proposed Alteration; (iii) the Conversion; (iv) the Whitewash Waiver; (v) the recommendation of the Connected Transaction Independent Board Committee to the Independent Shareholders; (vi) the recommendation of the Whitewash Waiver Independent Board Committee to the Independent Shareholders; (vii) a letter of advice from the Independent Financial Adviser to (a) the Connected Transaction Independent Board Committee and the Independent Shareholders in respect of the Proposed Alteration; and (b) the Whitewash Waiver Independent Board Committee and the Independent Shareholders in respect of the Whitewash Waiver; (viii) the information on the proposed Director to be appointed; and (ix) the notice of EGM, has been despatched to the Shareholders on 13 February 2015.

* For identification purpose only

Shareholders are advised to read the Circular carefully, in particular the letters of recommendation from the Connected Transaction Independent Board Committee and the Whitewash Waiver Independent Board Committee to the Independent Shareholders and the letter of advice from the Independent Financial Adviser contained in the Circular, before voting on the relevant resolutions at the EGM to be held at 19/F., New Wing, 101 King's Road, Hong Kong at 11:00 a.m. on Friday, 6 March 2015 or at any adjournment thereof.

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

Hong Kong, 13 February 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.

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, 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>.