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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)**

**(I) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 6 MARCH 2015;  
(II) GRANT OF THE WHITEWASH WAIVER; AND  
(III) COMPLETION OF CONNECTED TRANSACTION  
IN RELATION TO THE PROPOSED ALTERATION**

The Board is pleased to announce that:

- (i) the Resolutions were duly passed by the Independent Shareholders and/or the Shareholders (as appropriate) by way of poll at the EGM on 6 March 2015 in accordance with the requirements of the Takeovers Code and the GEM Listing Rules;
- (ii) the Whitewash Waiver was granted by the Executive on 5 March 2015;
- (iii) all the conditions precedent to the Proposed Alteration has been fulfilled, the Proposed Alteration will take effect on 9 March 2015; and
- (iv) the Company will allot and issue 160,984,141 Conversion Shares and 343,217,539 Conversion Shares to Mr. Yung and New Hope International respectively as soon as practicable.

Reference is made to the circular of the Company dated 13 February 2015 (the “**Circular**”) regarding (i) the connected transaction in relation to the Proposed Alteration; (ii) conversion of CPS-II involving an application for a Whitewash Waiver; and (iii) the proposed appointment of a non-executive Director. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

\* For identification purpose only

## **(I) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that, on 6 March 2015, all resolutions as set out in the notice (the “**Resolution(s)**”) of the EGM dated 13 February 2015 (the “**Notice**”) were duly passed by the Independent Shareholders and/or the Shareholders (as appropriate) by way of poll at the EGM in accordance with the requirements of the Takeovers Code and the GEM Listing Rules.

As at the date of EGM, a total of 1,157,388,264 Shares were in issue. Tricor Tengis Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote taking.

As set out in the Circular, the Concert Party Group and their respective associates are required to abstain from voting for the Resolution no. 1 and the Resolution no. 2 at the EGM on the proposed resolutions approving the Deed of Amendments, the Proposed Alteration, the Whitewash Waiver and the transactions contemplated respectively thereunder. As at the date of the EGM, the Concert Party Group and their respective associates in aggregate hold 257,507,375 Shares, representing 22.25% of the issued share capital of the Company.

Save as disclosed, no other Shareholder was required to abstain from voting in favour of the Resolution no. 1 and the Resolution no. 2 at the EGM, and there was no Share entitling any Independent Shareholder to attend and vote only against the Resolution no. 1 and the Resolution no. 2 at the EGM. Accordingly, a total of 899,880,889 Shares (representing approximately 77.75% of the Company’s issued share capital) were entitled to attend and vote for or against the Resolution no. 1 and the Resolution no. 2 proposed at the EGM.

All Shareholders were entitled to attend and vote for or against the Resolution no. 3 at the EGM, and there was no Share entitling any Shareholder to attend and vote only against the Resolution no. 3 at the EGM.

The poll results for the all the ordinary resolutions proposed at the EGM were as follows:

Ordinary resolutions		Number of Shares voted (%)	
		For	Against
1.	To approve, confirm and ratify the Deed of Amendments	421,201,626 (100.00%)	0 (0.00%)
2.	To approve the Whitewash Waiver and the allotment and issue of Shares upon the Conversion	421,201,626 (100.00%)	0 (0.00%)
3.	To approve the appointment of Mr. Tang Xun as non-executive Director subject to the completion of the Conversion	421,201,626 (100.00%)	0 (0.00%)

*Note:* Please refer to the Notice for full text of the Resolutions.

## **(II) GRANT OF THE WHITEWASH WAIVER**

Pursuant to a letter issued by the SFC on 5 March 2015, the Executive waived the obligation of Mr. Yung and New Hope International to make a mandatory general offer to the Shareholders in respect of the Shares, subject to (i) the issue of the Conversion Shares being approved by a vote of the Independent Shareholders at the EGM to be taken by way of poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by any member of the Concert Party Group between the 2014 Announcement and the completion of the Conversion.

## **(III) COMPLETION OF THE CONNECTED TRANSACTION IN RELATION TO THE PROPOSED ALTERATION**

The Board is pleased to announce that all the conditions precedent to the Proposed Alteration has been fulfilled, the Proposed Alteration will take effect on 9 March 2015. With (i) the Proposed Alteration becoming unconditional; (ii) the grant of Whitewash Waiver by the Executive; (iii) the approval of the Whitewash Waiver by the Independent Shareholders at the EGM; and (iv) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Conversion having been obtained and remaining in full force and effect, the irrevocable conversions made by Mr. Yung and New Hope International under the Deed of Amendments become unconditional. The Company shall accordingly allot and issue 160,984,141 and 343,217,539 Conversion Shares to Mr. Yung and New Hope International respectively as soon as practicable. Further announcement will be made by the Company upon completion of the Conversion.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structures of the Company (i) as at the date of this announcement; and (ii) upon full conversion of CPS-II (assuming no Share Option has been exercised and no CPS-I and Convertible Note has been converted) for illustrative purposes:

	(i) as at the date of this announcement		(ii) upon full conversion of CPS-II (assuming no Share Option has been exercised and no CPS-I and Convertible Note has been converted)	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Easeglory Holdings Limited ( <i>Note</i> )	120,960,500	10.45	120,960,500	7.28
Mr. Yung	136,546,875	11.80	297,531,016	17.91
New Hope International	–	–	343,217,539	20.66
<b>Sub-total of the Concert Party Group</b>	<b>257,507,375</b>	<b>22.25</b>	<b>761,709,055</b>	<b>45.85</b>
Other Directors	6,104,000	0.53	6,104,000	0.36
Public Shareholders	893,776,889	77.22	893,776,889	53.79
<b>Total</b>	<b>1,157,388,264</b>	<b>100.00</b>	<b>1,661,589,944</b>	<b>100.00</b>

*Note:* The entire issued share capital of Easeglory Holdings Limited is owned by Marshal International Investments Limited which is in turn wholly and beneficially owned by Mr. Yung. Mr. Yung is deemed to have interest in those 120,960,500 Shares held by Easeglory Holdings Limited.

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

Hong Kong, 6 March 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 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](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).*