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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) COMPLETION OF THE CONVERSION OF CPS-II; AND (II) APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

### **COMPLETION OF THE CONVERSION OF CPS-II**

The Board is pleased to announce that all the conditions precedent to the Conversion has been fulfilled and the CPS-II has been fully converted into the Conversion Shares on 10 March 2015. The CPS-II Holders hold an aggregate of 761,709,055 Shares after Conversion, representing approximately 45.85% in the issued Share capital of the Company as enlarged by the Conversion Shares.

### **APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The Board further announces that Mr. Tang has been appointed as a non-executive Director with effect from 10 March 2015.

References are made to (i) the 2014 Announcement dated 4 December 2014 in relation to the possible alteration of the CPS-II Terms and possible Conversion of CPS-II involving an application for a Whitewash Waiver; (ii) the 2015 Announcement dated 15 January 2015 in relation to, among other things, the connected transaction in relation to the Conversion of CPS-II involving an application for a Whitewash Waiver; (iii) the circular of the Company dated 13 February 2015 (the “**Circular**”) regarding (a) the connected transaction in relation to the Proposed Alteration, (b) conversion of CPS-II involving an application for a Whitewash Waiver and (c) the proposed appointment of non-executive Director; and (iv) the announcement of the Company dated 6 March 2015 in relation to the poll results of the EGM held on 6 March 2015 and the grant of Whitewash Waiver. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

\* For identification purpose only

## (I) COMPLETION OF THE CONVERSION OF THE CPS-II

The Board is pleased to announce that all the conditions precedent to the Conversion, including but not limited to the grant of the waiver from any obligations to make a mandatory general offer which might result from the Conversion, has been fulfilled and the CPS-II has been fully converted into Conversion Shares on 10 March 2015. The CPS-II Holders hold an aggregate of 761,709,055 Shares after the Conversion, representing approximately 45.85% in the issued share capital of the Company as enlarged by the Conversion Shares.

Upon the Conversion, the Concert Party Group becomes controlling Shareholders under the GEM Listing Rules.

### Effects on shareholding structure of the Company

The following table sets forth the shareholding structure of the Company immediately following completion of the Conversion:

	<b>Immediately following the completion of the Conversion</b>	
	<i>Number of Shares</i>	<i>Approximate %</i>
Easeglory Holdings Limited ( <i>Note</i> )	120,960,500	7.28
Mr. Yung	297,531,016	17.91
New Hope International	343,217,539	20.66
<b>Sub-total of the Concert Party Group</b>	<b>761,709,055</b>	<b>45.85</b>
Other Directors	6,104,000	0.36
Public Shareholders	893,776,889	53.79
<b>Total</b>	<b><u>1,661,589,944</u></b>	<b><u>100.00</u></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.

## **(II) APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The Board further announces that Mr. Tang Xun (“**Mr. Tang**”) has been appointed as a non-executive Director with effect from 10 March 2015.

Mr. Tang, aged 34, holds a Bachelor’s degree in Japanese from the Beijing International Studies University (北京第二外國語學院) in 2004, and thereafter a Master’s degree in political economics from Graduate School of Peking University (北京大學) as an on-job postgraduate student in 2012. Mr. Tang Xun has over three years of experience in private equity investment, and is currently an executive director of Beijing Hosen Investment Management, LLP. (北京厚生投資管理中心(有限合夥)).

Save as disclosed above, as at the date of this announcement, Mr. Tang (i) does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders (as defined under the GEM Listing Rules) of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other position in the Company and its subsidiaries; and (iv) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

On 10 March 2015, the Company entered into a letter of appointment with Mr. Tang, pursuant to which Mr. Tang shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the articles of association of the Company. Mr. Tang is entitled to a director’s fee of HK\$5,000 per month which is determined by arm’s length negotiation between Mr. Tang and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company. Save as disclosed in this announcement, there is no other information required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters in relation to the appointment of Mr. Tang that need to be brought to the attention of the Shareholders of the Company.

The Board would like to express its warmest welcome to Mr. Tang for joining the Board.

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

Hong Kong, 10 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 Directors are Dr. Wong Yu Man, James and Mr. Tang Xun, 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).*