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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)

GRANT OF SHARE OPTION

This announcement is made pursuant to rule 23.06A of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of the Stock Exchange.

The board (the “**Board**”) of directors (the “**Directors**”) of Hua Xia Healthcare Holdings Limited (the “**Company**”) hereby announces that on 16 April 2015, the Board proposed to offer an aggregate of 100,000,000 share options (the “**Share Options**”) to eligible participants (the “**Grantees**”) to subscribe for 100,000,000 new ordinary shares of HK\$0.01 each (the “**Shares**”) of the Company, subject to acceptance of the Grantees, under the share option scheme adopted by the Company on 10 August 2011. The exercise price of each Share Option is HK\$0.68 which is higher than (i) the closing price of HK\$0.63 on the date of grant of the Share Option is offered, i.e. 16 April 2015 (the “**Offer Date**”); (ii) the average closing price of HK\$0.662 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Offer Date; and (iii) the nominal value of the Share, which is HK\$0.01. The following are the details of the Share Options granted:–

| | | |
|---|---|--|
| Date of grant | : | 16 April 2015 |
| Exercise price of Share Options granted | : | HK\$0.68 per share |
| Number of Share Options granted | : | 100,000,000 |
| Closing price of the Shares on the date of grant | : | HK\$0.63 per share |
| Validity period of the Share Options | : | three years, from 18 April 2015 to 17 April 2018 |

* *For identification purpose only*

All granted Share Options are exercisable in the following manner:

- (i) up to 40% of the Share Options granted to each Grantee shall be exercisable on or after 18 April 2015 to 17 April 2016;
- (ii) up to further 30% of the Share Options granted to each Grantee shall be exercisable on or after 18 April 2016 to 17 April 2017;
- (iii) all the remaining 30% of the Share Options granted to each Grantee shall be exercisable on or after 18 April 2017 to 17 April 2018, and in each case, not later than 17 April 2018.

The Share Options were granted to Directors and employees of the Company and its subsidiaries, details of which are as follows:

| Name of Grantee | Capacity | Number of Share Options granted |
|------------------------------------|---|--|
| Mr. Jiang Tao | Deputy Chief Executive and Executive Director | 7,350,000 |
| Mr. Zheng Gang | Executive Director | 7,350,000 |
| Mr. Huang Jiaqing | Executive Director | 7,000,000 |
| Mr. Wong Yu Man | Non-executive Director | 1,000,000 |
| Mr. Tang Xun | Non-executive Director | 3,000,000 |
| Mr. Yung Ka Chun (<i>Note 1</i>) | Employee | 6,600,000 |
| Mr. Weng Jiale (<i>Note 2</i>) | Employee | 7,000,000 |
| Others | Employees | <u>60,700,000</u> |
| Total | | <u><u>100,000,000</u></u> |

Note 1: Mr. Yung Ka Chun is the son of Mr. Yung Kwok Leong who is an executive director, the Chairman and the Chief Executive Officer and a substantial shareholder of the Company, and therefore a connected person of the Company.

Note 2: Mr. Weng Jiale is a nephew of Mr. Yung Kwok Leong who is an executive director, the Chairman and the Chief Executive Officer and a substantial shareholder of the Company, and therefore a deemed connected person of the Company.

Pursuant to Rule 23.04(1) of the GEM Listing Rules, the grant of Share Options to above Directors and connected persons has been approved by the Independent Non-executive Directors of the Company.

Save as disclosed in this announcement, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or their respective associates (as defined in the GEM Listing Rules).

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

Hong Kong, 16 April 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 that 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 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.