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WANJIA GROUP HOLDINGS LIMITED
萬嘉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 401)



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)

JOINT ANNOUNCEMENT

**PLACING OF CONVERTIBLE
NOTES UNDER
GENERAL MANDATE**

**DISCLOSEABLE TRANSACTION –
DEEMED DISPOSAL IN
RESPECT OF THE PLACING OF
CONVERTIBLE NOTES
BY WANJIA GROUP
HOLDINGS LIMITED**

Placing Agent



Financial Adviser to Wanjia Group Holdings Limited

VEDA | CAPITAL
智略資本

On 14 May 2015 (after the trading hours of the Stock Exchange), Wanjia entered into the Placing Agreement with the Placing Agent pursuant to which Wanjia has conditionally agreed to place, through the Placing Agent, on a best efforts basis, the Convertible Notes with principal amounts aggregating up to HK\$84,292,000 to the Placees at the initial Conversion Price of HK\$0.65 per Conversion Share.

Based on the initial Conversion Price of HK\$0.65 per Conversion Share, a total of 129,680,000 Conversion Shares will be allotted and issued upon exercise of the conversion rights attaching to the Convertible Notes in full, which represent approximately 20% of the existing issued share capital of Wanjia and approximately 16.67% of the issued share capital of Wanjia as enlarged by the allotment and issue of the Conversion Shares.

The Conversion Shares will be allotted and issued under the General Mandate and not subject to the approval of the Wanjia Shareholders.

Assuming the maximum amount of the Convertible Notes is placed under the Placing, the net proceeds from the Placing, after the deduction of related expenses, are estimated to be approximately HK\$82.28 million and are intended to be used by the Wanjia Group for its general working capital.

LISTING RULES IMPLICATIONS FOR HUA XIA

Assuming the conversion of the Convertible Notes in full and the issue of all the Conversion Shares, Wanjia will be held as to approximately 52.94% by Hua Xia. Accordingly the equity interest of Hua Xia in Wanjia will be diluted from approximately 63.53% to approximately 52.94%, which constitutes a deemed disposal of interest in Wanjia under the GEM Listing Rules.

As certain applicable percentage ratios under Rule 19.07 of the GEM Listing Rules in respect of the Placing exceed 5% but are below 25%, the Placing constitutes a discloseable transaction for Hua Xia, which is subject to the announcement requirement but exempt from Hua Xia Shareholders' approval requirement under the GEM Listing Rules.

Completion of the Placing is subject to the fulfilment of the conditions precedent provided for in the paragraph headed "The Placing Agreement – Conditions Precedent" below. As the Placing may or may not proceed, Wanjia Shareholders, Hua Xia Shareholders and potential investors are advised to exercise caution when dealing in the Wanjia Shares and the Hua Xia Shares respectively.

THE PLACING AGREEMENT

Date: 14 May 2015

Parties: Issuer: Wanjia

Placing Agent: Head & Shoulders Securities Limited

To the best of the Wanjia Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Placing of Convertible Notes

Pursuant to the Placing Agreement, Wanjia has conditionally agreed to place, through the Placing Agent, on a best efforts basis, the Convertible Notes with principal amounts aggregating up to HK\$84,292,000 to the Placees at the initial Conversion Price of HK\$0.65 per Conversion Share.

Placees

The Convertible Notes will be placed to the Placees which will be independent professional, institutional and/or private investors, and who and whose ultimate beneficial owners are Independent Third Parties.

Placing Commission

The Placing Agent will receive a placing commission of 2% of the aggregate subscription monies for the Convertible Notes placed by the Placing Agent. The placing commission was determined after arm's length negotiations between Wanjia and the Placing Agent with reference to the prevailing commission rate charged by other placing agents.

Placing period

The placing period commenced upon the execution of the Placing Agreement and terminating at 5:00 p.m. on the 21st day from the date of the Placing Agreement (both dates inclusive), unless terminated earlier pursuant to the terms of the Placing Agreement.

Conditions Precedent

Completion of subscription of the Convertible Notes is conditional upon:

- (a) the Listing Committee granting listing of, and permission to deal in all the Conversion Shares (and such listing and permission not subsequently revoked prior to the date of completion);
- (b) Wanjia having obtained all necessary consents and approvals for the Placing;
- (c) the Placing Agent having obtained all necessary consents and approvals for the Placing;
and
- (d) there being no event of default (as described in the principal terms of the Convertible Notes below) having occurred or occurring.

If the conditions precedent above are not fulfilled on 11 June 2015 (or such other date as agreed between Wanjia and the Placing Agent in writing), the Placing Agreement will cease and terminate and neither Wanjia nor the Placing Agent shall have any claim against each other, save for any antecedent breach.

Completion

Subject to the fulfilment of the conditions precedent and performance by the Placing Agent of its obligations under the Placing Agreement, completion of Placing will take place on next Business Date following the fulfilment of the above condition precedent or such other date as agreed in writing by Wanjia and the Placing Agent.

Termination

Notwithstanding anything contained in the Placing Agreement, if, at any time prior to 9:00 a.m. on the Completion Date, in the reasonable opinion of the Placing Agent, the success of the Placing or the business or financial prospects of the Wanjia Group would or might be adversely affected by:

- (a) any material breach of any of the representations and warranties the Placing Agreement;
or

- (b) any suspension in the trading of the Wanjia Shares on the Stock Exchange for more than ten consecutive trading days save for the purposes of clearing of this joint announcement and in the ancillary agreements thereto; or
- (c) any of the following events:
 - (i) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Wanjia Group as a whole; or
 - (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date hereof) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which would, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Wanjia Group as a whole or adversely prejudices the success of the Placing by potential investor(s) or otherwise makes it inexpedient or inadvisable for Wanjia or the Placing Agent to proceed with the Placing; or
 - (iii) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities) which would materially and adversely affect the success of the Placing (such success being the Placing to potential investor(s)) or otherwise in the reasonable opinion of the Placing Agent makes it inexpedient or inadvisable or inappropriate for Wanjia or the Placing Agent to proceed with the Placing.

then and in any such case, the Placing Agent may terminate the Placing Agreement without liability to Wanjia by giving notice in writing to Wanjia, provided that such notice is received prior to 4:00 p.m. on the Completion Date.

PRINCIPAL TERMS OF THE CONVERTIBLE NOTES

Issuer:	Wanjia Group Holdings Limited
Principal amount:	HK\$84,292,000
Maturity date:	The date falling on the second anniversary of the issue of the Convertible Notes, provided that if such date is not a Business Day, the Business Day immediately after such date (the “ Maturity Date ”)
Coupon rate:	The Convertible Notes bear interest from the date of issue of the Convertible Notes at 5% per annum and is payable semi-annually.
Conversion Price:	HK\$0.65 per Conversion Share, subject to the adjustments as set out and in accordance with the terms and conditions of the Convertible Notes.

The initial Conversion Price of HK\$0.65 per Conversion Share:

- i. is equivalent to the closing price of HK\$0.65 per Share as quoted on the Stock Exchange on 14 May 2015, being the date of the Placing Agreement; and
- ii. represents a discount of approximately 0.61% to the average closing price of HK\$0.654 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately before the date of the Placing Agreement.

The Conversion Price was determined after arm’s length negotiations between Wanjia and the Placing Agent after considering the current market sentiment, liquidity flow in the capital market and the historical Wanjia Share prices.

Adjustment events:

The Conversion Price shall from time to time be subject to adjustment upon occurrence of certain events:

- (i) consolidation or subdivision of Wanjia Shares;
- (ii) capitalization of profits or reserves;
- (iii) capital distribution;
- (iv) offer of new Wanjia Shares for subscription by way of rights, or a grant of options or warrants to subscribe for new Wanjia Shares, at a price which is less than 80% of the market price per Wanjia Share to Wanjia Shareholders;
- (v) issue wholly for cash being made by Wanjia of securities convertible into or exchangeable for or carrying rights of subscription for new Wanjia Shares, if in any case the total effective consideration per new Wanjia Share receivable is less than 80% of the market price, or the conversion, exchange or subscription rights of any such issue are altered so that the said total effective consideration receivable is less than 80% of such market price; and
- (vi) issue of Wanjia Shares being made wholly for cash or for acquisition of assets at a price less than 80% of the market price per Share.

Notwithstanding the adjustment event provisions, the maximum number of Conversion Shares issuable upon conversion of the Conversion Notes shall be subject to the threshold of 129,680,000 Wanjia Shares (subject to consolidation or subdivision) (the “**General Mandate Threshold**”). The Noteholder(s) shall be entitled to convert the Convertible Notes into such number of Conversion Shares up to and equal to the General Mandate Threshold on a first-come-first converted basis. If there is any event occurred (including but not limited to any adjustment events) which leads to the number of Conversion Shares issuable under the Convertible Notes exceeding the General Mandate Threshold (the “**Exceeded Conversion Shares**”), the conversion rights attaching to the Convertible Notes attributable to the Exceeded Conversion Shares should be lapsed. Wanjia shall redeem any outstanding principal amount of Convertible Notes attributable to the Exceeded Conversion Shares at 100% of the product of the Exceeded Conversion Shares and the Conversion Price (or the adjusted Conversion Price, as the case may be) together with the interest accrued thereon on the Maturity Date in accordance with the terms of the Convertible Notes.

Conversion Shares:

Based on the initial Conversion Price of HK\$0.65, a maximum number of 129,680,000 Conversion Shares shall be allotted and issued upon exercise in full of the conversion rights attaching to the Convertible Notes, which represent:

- (i) approximately 20% of the existing issued share capital of Wanjia; and
- (ii) approximately 16.67% of the issued share capital of Wanjia as enlarged by the issue of the Conversion Shares upon exercise in full of the conversion rights attaching to the Convertible Notes.

The Conversion Shares will be allotted and issued under the General Mandate

Conversion period: The period commencing from the date of issue of Convertible Notes and up to and including the date which is three days immediately preceding the Maturity Date (the “**Conversion Period**”)

Conversion rights: Each Noteholder will have the right to convert the whole or part of the principal amount of the Convertible Notes into Shares at the Conversion Price at any time during the Conversion Period.

The right of the Noteholder to the repayment of the principal amount of the Convertible Notes and the payment of interest and premium (if any) shall be extinguished and released upon exercise of the conversion rights thereof.

Conversion restrictions: The Noteholder(s) shall not exercise any conversion rights to such an extent that results or will result in Wanjia will not be unable to meet the public float requirements under the Listing Rules

Any conversion of the Convertible Notes shall be made in amounts of not less than a whole multiple of HK\$500,000 on each conversion unless the principal amount of the outstanding Convertible Notes is less than HK\$500,000 in which case the whole (but not part only) of such outstanding principal amount of the Convertible Notes shall be converted.

Redemption: (i) No outstanding amount of Convertible Notes shall be redeemed at the request of Wanjia nor the Noteholders before the Maturity Date. Any amount of the Convertible Notes which remains outstanding on the Maturity Date shall be redeemed at its then outstanding principal amount, inclusive of interest as accrued on.

(ii) Wanjia shall be entitled, on the Maturity Date, to redeem the then outstanding Convertible Notes, at 100% of the principal of those Convertible Notes or any part thereof (together with all outstanding interest accrued upon the date of redemption). The Convertible Notes or any part thereof redeemed shall be forthwith cancelled. For the avoidance of doubt, Wanjia shall not be entitled to redeem any part of the Convertible Notes which the Noteholder(s) have served a duly conversion notice on Wanjia regarding that.

Ranking:

Conversion Shares issued upon exercise of conversion rights attaching to the Convertible Notes shall rank *pari passu* in all respects with all other existing Shares outstanding at the date of the conversion notice and all Conversion Shares shall include rights to participate in all dividends and other distributions the record date of which falls on or after the date of the conversion notice.

Voting:

The Noteholders will not be entitled to attend or vote at any general meetings of Wanjia by reason only of being the holders of the Convertible Notes.

Transferability:

The Convertible Notes are assignable and transferable subject to the applicable laws and regulations, and the Listing Rules provided that no assignment or transfer shall be made to a connected person of Wanjia without the prior approval of Wanjia and that the principal amount to be assigned or transferred is at least HK\$500,000 and in integral multiples of HK\$500,000 unless the outstanding principal amount of the Convertible Notes is less than HK\$500,000 in which case the whole (but not part only) of that amount may be assigned and transferred.

Application for listing: No application will be made by Wanjia to the Stock Exchange for the listing of the Convertible Notes. Application will be made by Wanjia to the Listing Committee for the listing of, and permission to deal in the Conversion Shares.

Events of default: If any of the following events occur, a Noteholder may, prior to the Maturity Date, give notice to Wanjia that the Convertible Notes is, and it shall on the giving of such notice immediately become, due and payable at its principal amount together with any accrued interest calculated up to and including the date of repayment:

- (i) Wanjia defaults in performance or observance or compliance with any of its other obligations set out in the Placing Agreement which default is incapable of remedy or, if capable of remedy, is not in the reasonable opinion of the Noteholder remedied within 30 Business Days after notice of such default shall have been given to Wanjia by such Noteholder; or
- (ii) any bank borrowings of Wanjia, or its subsidiaries (“**Major Subsidiaries**”) with net asset value as shown in the respective latest published accounts thereof amounts to 50% or more of that of Wanjia are not paid when due, or as the case may be, within any applicable grace period; or
- (iii) Wanjia or its Major Subsidiaries fails to pay when due or expressed to be due any amounts payable or expressed to be payable by it under any present or future guarantee for any moneys borrowed from or raised through a financial institution; or

- (iv) an encumbrancer takes possession or a receiver, manager or other similar officer is appointed on the whole or any substantial part of the undertaking, property, assets or revenues of Wanjia or its Major Subsidiaries; or
- (v) Wanjia or any of its Major Subsidiaries becomes insolvent or is unable to pay its debts as they mature or applies for consents to or suffers the appointment of any administrator, liquidator or receiver of Wanjia or its Major Subsidiaries on the whole or any part of the undertaking, property, assets or revenues of Wanjia or its Major Subsidiaries or takes any proceeding under any law for readjustment or deferment of its obligations or any part of them or makes or enters into a general assignment or compromise with or for the benefit of its creditors; or
- (vi) an order is made or an effective resolution passed for winding up of Wanjia or any of its Major Subsidiaries except in the case of winding-up for the purpose of the reorganisation of the Wanjia Group structure of Wanjia and its Major Subsidiaries; or
- (vii) a moratorium is agreed or declared in respect of any indebtedness of Wanjia or any of its Major Subsidiaries or any governmental authority or agency condemns, seizes, compulsorily purchases or expropriates all or a substantial part of the assets of Wanjia or any of its Major Subsidiaries; or

- (viii) suspension of trading of the Wanjia Shares on the Stock Exchange or a recognised stock exchange for a continuous period of 20 Business Days and which will constitute a material adverse effect on the Wanjia Group's business, operations, assets, financial condition, provided that any suspension of trading as a result of, or in circumstances where (a) an offer made to holders of Shares (or such holders other than the offeror and/or any company controlled by the offeror and/or persons acting in concert with the offeror) being made to Wanjia for the acquisition of all or any proportion of the Wanjia Shares or such an offer becoming unconditional; or (b) Wanjia is required to make an announcement pursuant to Chapter 14 and 14A of the Listing Rules or Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); or
- (ix) the Wanjia Shares (as a class) cease to be listed on the Stock Exchange or a recognised stock exchange.

The terms of the Convertible Notes were determined after arm's length negotiations between Wanjia and the Placing Agent with reference to the prevailing market conditions.

CHANGES IN SHAREHOLDING STRUCTURE OF WANJIA

Assuming the maximum amount of the Convertible Notes is placed under the Placing of the Convertible Notes, the following table illustrates the shareholding structure of Wanjia (i) as at the date of this joint announcement; and (ii) immediately upon full conversion of the Convertible Notes at the initial Conversion Price:

	As at the date of this joint announcement		Immediately upon full conversion of the Convertible Notes at the initial Conversion Price	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
	Greatly Wealth Global Group Limited (Note 1)	411,917,648	63.53	411,917,648
Easeglory Holdings Limited (Note 2)	71,201,475	10.98	71,201,475	9.15
Public Shareholders				
Noteholders	–	–	129,680,000	16.67
Other public Shareholders	165,286,177	25.49	165,286,177	21.24
Total	<u>648,405,300</u>	<u>100.00</u>	<u>778,085,300</u>	<u>100.00</u>

Notes:

1. Greatly Wealth Global Group Limited is a wholly-owned subsidiary of Hua Xia. Hence, Wanjia is an indirect non wholly-owned subsidiary of Hua Xia.
2. The entire issued share capital of Easeglory Holdings Limited is wholly and beneficially owned by Marshal International Investments Limited, which in turn, is wholly and beneficially owned by Mr. Yung Kwok Leong, a former Hua Xia Director.

As disclosed in the above shareholding table, immediately after the full conversion of the Convertible Notes, over 25% of the then issued share capital of Wanjia will be held by public Shareholders (including the Noteholders).

REASONS FOR THE PLACING OF CONVERTIBLE NOTES AND USE OF PROCEEDS

Wanjia is an investment holding company and the Wanjia Group is principally engaged in pharmaceutical wholesale and distribution and retail chain business in the People's Republic of China.

Hua Xia is an investment holding company and Hua Xia Group is principally engaged in (i) pharmaceutical wholesale and distribution and pharmaceutical retail chain businesses; and (ii) provision of general hospital and healthcare and hospital management services in the People's Republic of China.

The Wanjia Board has considered various ways of raising funds to develop its businesses. The Wanjia Board considers that the Placing of Convertible Notes represents a suitable opportunity to raise capital for the Wanjia Group. In view of the above, the Wanjia Directors and the Hua Xia Directors are of the view that the terms of the Placing of Convertible Notes are on normal commercial terms and are fair and reasonable and in the interests of Wanjia, Hua Xia, the Wanjia Shareholders and the Hua Xia Shareholders as a whole.

Assuming the maximum amount of the Convertible Notes is placed under the Placing, the net proceeds from the Placing, after the deduction of related expenses, are estimated to be approximately HK\$82.28 million and are intended to be used by the Wanjia Group for its general working capital.

FUND RAISING ACTIVITIES OF WANJIA IN THE PAST 12 MONTHS

Wanjia has not carried out other fund raising activities during the 12 months immediately preceding the date of this joint announcement.

GENERAL MANDATE

Upon exercise in full of the conversion rights attaching to the Convertible Notes at the initial Conversion Price, 129,680,000 Conversion Shares shall be allotted and issued under the General Mandate. The General Mandate entitles the Wanjia Directors to allot, issue and deal with Wanjia Shares not exceeding 20% of the issued capital of Wanjia as at the date of the annual general meeting of Wanjia held on 29 September 2014 approving the General Mandate.

The maximum number of Wanjia Shares allowed to be allotted and issued under the General Mandate was 129,681,060 Shares. As at the date of this joint announcement, none of the Wanjia Shares have been issued by Wanjia under the General Mandate. Accordingly, the Placing is not subject to the Wanjia Shareholders' approval.

FINANCIAL INFORMATION OF WANJIA GROUP

Set out below is the consolidated financial information of the Wanjia Group extracted from annual report for the year ended 31 March 2014 and interim report for the six months ended 30 September 2014 of Wanjia:

	For the year ended 31 March 2013 (audited) HK\$'000	For the year ended 31 March 2014 (audited) HK\$'000
Profit before tax	60,677	74,181
Profit after tax	41,905	49,068

The unaudited consolidated net asset value of the Wanjia Group attributable to the Wanjia Shareholders as at 30 September 2014 was approximately HK\$267,420,000.

FINANCIAL IMPACT ON HUA XIA

Assuming the conversion of the Convertible Notes in full and the issue of all the Conversion Shares, the equity interest of Hua Xia in Wanjia will be diluted from approximately 63.53% to approximately 52.94%. Wanjia will continue to be a subsidiary of Hua Xia and the financial results of Wanjia will continue to be consolidated with Hua Xia's results. There will be no material gain or loss expected to accrue to Hua Xia on conversion of the Convertible Notes in full and the issue of all the Conversion Shares.

LISTING RULES IMPLICATIONS FOR HUA XIA

Assuming the conversion of the Convertible Notes in full and the issue of all the Conversion Shares, the equity interest of Hua Xia in Wanjia will be diluted from approximately 63.53% to approximately 52.94%, which constitutes a deemed disposal of interests in Wanjia under the GEM Listing Rules.

As certain applicable percentage ratios under Rule 19.07 of the GEM Listing Rules in respect of the Placing exceed 5% but are below 25%, the Placing constitutes a discloseable transaction for Hua Xia, which is subject to the announcement requirement but exempt from the Hua Xia Shareholders' approval requirement under the GEM Listing Rules.

Completion of the Placing is subject to the fulfilment of the conditions precedent provided for in the paragraph headed “The Placing Agreement – Conditions Precedent” above. As the Placing may or may not proceed, Wanjia Shareholders, Hua Xia Shareholders and potential investors are advised to exercise caution when dealing in the Wanjia Shares and the Hua Xia Shares respectively.

DEFINITIONS

In this joint announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Business Day(s)”	any day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning signal is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Completion Date”	a date following on the next Business Day following the fulfillment of the conditions precedent as set out in the Placing Agreement or such other date as agreed on writing by Wanjia and the Placing Agent
“connected person(s)”	has the meaning ascribed to it under the Listing Rules and or the GEM Listing Rules as the case may be
“Conversion period”	has the meaning ascribed to it under the paragraph headed “Conversion period” in the section headed “PRINCIPAL TERMS OF THE CONVERTIBLE NOTES” in this joint announcement

“Conversion Price”	HK\$0.65 per Conversion Share (subject to adjustment)
“Conversion Share(s)”	Wanjia Share(s) to be allotted and issued upon exercise of the conversion right attached to the Convertible Notes subject to the terms and conditions of the Convertible Notes
“Convertible Notes”	the convertible notes in the principal amount of up to HK\$84,292,000 to be issued by Wanjia pursuant to the Placing Agreement
“Exceeded Conversion Shares”	has the meaning ascribed to it under the paragraph headed “Adjustment events” in the section headed “PRINCIPAL TERMS OF THE CONVERTIBLE NOTES” in this joint announcement
“General Mandate”	the general mandate granted by the Wanjia Shareholders to the Wanjia Directors at the annual general meeting of Wanjia held on 29 September 2014 to allot, issue and deal with 129,681,060 Wanjia Shares, being 20% of the issued capital of Wanjia as at the date of the said annual general meeting
“General Mandate Threshold”	has the meaning ascribed to it under the paragraph headed “Adjustment events” in the section headed “PRINCIPAL TERMS OF THE CONVERTIBLE NOTES” in this joint announcement
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Hua Xia”	Hua Xia Healthcare Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed on the GEM (stock code: 8143)
“Hua Xia Board”	the board of Hua Xia Directors
“Hua Xia Directors”	director(s) of Hua Xia
“Hua Xia Group”	Hua Xia and its subsidiaries
“Hua Xia Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of Hua Xia
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Wanjia Directors’ (and/or the Hua Xia Directors, as the case may be) knowledge, information and belief having made all reasonable enquiries, are third parties independent of Wanjia, Hua Xia and their respective connected persons
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Major Subsidiaries”	has the meaning ascribed to it under the paragraph headed “Events of default” in the section headed “PRINCIPAL TERMS OF THE CONVERTIBLE NOTES” in this joint announcement
“Maturity Date”	has the meaning ascribed to it under the paragraph headed “Maturity date” in the section headed “PRINCIPAL TERMS OF THE CONVERTIBLE NOTES” in this joint announcement

“Noteholder(s)”	the person who is for the time being the holder of the Convertible Notes
“Placees”	independent professional, institutional and/or private investors selected and procured by the Placing Agent to subscribe for the Convertible Notes pursuant to the Placing Agreement
“Placing Agent”	Head & Shoulders Securities Limited, acting as the placing agent for the Placing and a licensed corporation to carry on type 1 (dealing in securities) and 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement dated 14 May 2015 and entered into between Wanjia and the Placing Agent in relation to the Placing
“Placing”	the placing of the Convertible Notes pursuant to the terms of the Placing Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Wanjia”	Wanjia Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed on the Main Board of the Stock Exchange (stock code: 401)
“Wanjia Board”	the board of Wanjia Directors
“Wanjia Director(s)”	director(s) of Wanjia
“Wanjia Group”	Wanjia and its subsidiaries

“Wanjia Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of Wanjia
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board
Wanjia Group Holdings Limited
Chen Jinshan
Executive director

By order of the Board
Hua Xia Healthcare Holdings Limited
Jiang Tao
Chief executive officer

Hong Kong, 14 May 2015

As at the date of this joint announcement, the Wanjia Board comprises two executive directors, namely Ms. Shum Ngai Pan and Mr. Chen Jinshan, and three independent non-executive directors, namely Mr. Liang Yichi, Mr. Wong Hon Kit and Dr. Liu Yongping.

As at the date of this joint announcement, the Hua Xia Board comprises four executive directors, namely Dr. Jiang Tao, Mr. Zheng Gang, Dr. Huang Jiaqing and Mr. Yung Ka Chun, two non-executive directors, namely Dr. Wong Yu Man, James and Mr. Tang Xun, and three independent non-executive directors, namely Ms. Wong Ka Wai, Jeanne, Prof. Hu Shanlian and Prof. Lu Chuanzhen.

This joint announcement, for which the Hua Xia 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 Hua Xia. The Hua Xia Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this joint 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 joint announcement misleading.

This joint 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 Hua Xia at www.huaxia-healthcare.com.