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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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

 **KINGSTON SECURITIES**

THE PLACING

The Board is pleased to announce that on 21 July 2016 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, of up to 339,000,000 Placing Shares, to not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties at a price of HK\$0.31 per Placing Share.

The Placing Price of HK\$0.31 per Placing Share represents (i) a discount of approximately 16.22% to the closing price of HK\$0.37 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a discount of approximately 18.42% to the average of the closing prices per Share of HK\$0.38 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Placing Agreement.

The maximum number of the Placing Shares represents (i) approximately 19.95% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.63% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

* For identification purpose only

The Placing Shares will be allotted and issued under the General Mandate. The allotment and issue of the Placing Shares is not subject to the approval of the Shareholders.

Assuming the maximum number of the Placing Shares is placed under the Placing Agreement, the gross proceeds from the Placing will be approximately HK\$105 million and the net proceeds will be approximately HK\$102 million (after deduction of commission and other expenses of the Placing). The Directors intend to use the net proceeds for (i) the payment of the Refundable Deposit in the amount of HK\$14 million contemplated under the MOU; (ii) the payment of part of consideration should the acquisition contemplated under the MOU materialised in the amount of approximately HK\$31 million; (iii) the early redemption of part of the outstanding Promissory Notes in the amount of HK\$45 million; and (iv) the remaining proceeds will be used for general working capital of the Group.

Completion of the Placing is subject to the satisfaction of the conditions precedent in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE PLACING

The Board is pleased to announce that on 21 July 2016 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement in relation to the Placing.

The Placing Agreement

Date: 21 July 2016

Parties:

Issuer: The Company

Placing Agent: Kingston Securities Limited

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

The Placing Agent will charge the Company a placing commission of 2.5% of the gross proceeds from the Placing. The Placing commission was negotiated on arm's length basis between the Company and the Placing Agent and determined with reference to, amongst other things, the prevailing commission rate charged by other placing agents. The Directors consider that the terms of the Placing, including the Placing commission, are fair and reasonable based on the current market conditions and the Placing is in the interests of the Company and the Shareholders as a whole.

Placees

The Placing Shares are expected to be placed to not less than six Placees, who and whose ultimate beneficial owners, shall be Independent Third Parties.

Number of Placing Shares

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of Placing Shares of up to 339,000,000 Shares under the Placing represents (i) approximately 19.95% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.63% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the Placing Shares under the Placing will be HK\$3,390,000.

Placing Price

The Placing Price of HK\$0.31 per Placing Share represents:

- (i) a discount of approximately 16.22% to the closing price of HK\$0.37 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 18.42% to the average of the closing prices per Share of HK\$0.38 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Placing Agreement.

The Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the Placing are on normal commercial terms and are fair and reasonable based on the current market conditions. Hence, the Directors consider that the Placing is in the interests of the Company and the Shareholders as a whole.

Ranking of Placing Shares

The Placing Shares shall rank pari passu in all respects among themselves and with the existing Shares in issue as at the date of this announcement.

Conditions of the Placing

The Placing is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares either unconditionally or subject to such conditions which the Company accepts and the satisfaction of such conditions (if any and where relevant) by no later than the dates specified in such approval and not having withdrawn or revoked such listings and permission; and
- (ii) the obligations of the Placing Agent under the Placing Agreement becoming unconditional and the Placing Agreement not being terminated in accordance with the terms of the Placing Agreement.

Completion of the Placing

Completion of the Placing shall take place within four Business Days after the fulfilment of the conditions as set out in paragraph headed “Conditions of the Placing” above are satisfied (or such other date as may be agreed between the Company and the Placing Agent in writing).

If the above conditions are not satisfied and/or waived (other than condition (i) above, which cannot be waived) in whole or in part by the Placing Agent on or before the Long Stop Date, the Placing will be terminated and the Placing will not proceed and all obligations and liabilities of the parties hereunder will forthwith cease and determine and no party will have any claim against the others (save for any antecedent breaches hereof).

Application for listing

The Company will make an application to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

General Mandate

The Placing Shares will be allotted and issued under the General Mandate granted to the Directors by resolution of the Shareholders passed at the AGM, subject to the limit up to 20% of the then issued share capital of the Company as at the date of the AGM. Under the General Mandate, the Company is authorised to issue up to 339,753,988 new Shares. Up to the date of this announcement, no new Shares have been issued under the General Mandate. Accordingly, the allotment and issue of the Placing Shares is not subject to the approval of the Shareholders.

Termination and force majeure

The Placing Agent may terminate the Placing Agreement by notice in writing prior to 9:00 a.m. on the Completion Date, if in the absolute opinion of the Placing Agent, the success of the Placing would be materially and adversely affected by any force majeure 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 absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the 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 of the Placing Agreement) 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 (inclusive of any pandemics or epidemics) which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudices the success of the Placing of the Placing Shares to potential investor(s) or otherwise makes it inexpedient or inadvisable for the Company 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) occurs which affect the success of the Placing (such success being the placing of the Shares to potential investor(s)) or otherwise in the absolute opinion of the Placing Agent make it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing.

If, at or prior to 9:00 a.m. on the Completion Date,

- (i) the Company commits any material breach of or omits to observe any of the obligations or undertakings expressed or assumed under this Placing Agreement; or

- (ii) any suspension in the trading of the Shares on the Stock Exchange for more than ten consecutive trading days save for the purposes of clearing of any announcement(s) relating to the Placing; or
- (iii) the Placing Agent shall become aware of the fact that any of the representations or warranties contained in the Placing Agreement was, when given, untrue or inaccurate or would in any respect be untrue or inaccurate if repeated and the Placing Agent shall, in its absolute opinion, determine that any such untrue representation or warranty represents or is likely to represent a material adverse change in the financial or trading position or prospects of the Group taken as a whole or will otherwise likely to have a material prejudicial effect on the Placing,

the Placing Agent shall be entitled (but not bound) by notice in writing to the Company to elect to treat such matter or event as releasing and discharging the Placing Agent from its obligations under the Placing Agreement.

Upon giving of notice pursuant to the paragraph above, all obligations of the Placing Agent thereunder shall cease and determine and no party shall have any claim against any other parties in respect of any matter or thing arising out of or in connection with the Placing Agreement, save for any antecedent breaches.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

Completion of the Placing is subject to the satisfaction of the conditions precedent in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the provision of general hospital services and pharmaceutical wholesale, distribution and pharmaceutical retail chain businesses in the PRC. The Group is operating three hospitals in Chongqing, Jiaying and Zhuhai, respectively, in the PRC.

Assuming the maximum number of the Placing Shares is placed under the Placing Agreement, the gross proceeds from the Placing will be approximately HK\$105 million, and the net proceeds will be approximately HK\$102 million (after deduction of commission and other expenses of the Placing), representing a net issue price of approximately HK\$0.30 per Placing Share.

The Directors intend to use the net proceeds for (i) the payment of the Refundable Deposit in the amount of HK\$14 million contemplated under the MOU; (ii) the payment of part of consideration should the acquisition contemplated under the MOU materialised in the amount of approximately HK\$31 million; (iii) the early redemption of part of the outstanding Promissory Notes in the amount of HK\$45 million; and (iv) the remaining proceeds will be used for general working capital of the Group.

The Directors have considered various ways of raising funds and believe that the Placing represents an opportunity to raise capital for the Group while broadening the Shareholder and capital base of the Company. Accordingly, the Directors are of the view that the Placing is in the best interest of the Company and its Shareholders as a whole.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of this announcement and (ii) the effect on the shareholding structure upon completion of the Placing are set out below:

Name of Shareholders	As at the date of this announcement		Immediately upon completion of the Placing (assuming all the Placing Shares are fully placed)	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Mr. Yung Ka Chun (“ Mr. Yung ”) (Notes 1 and 5)	2,640,000	0.15	2,640,000	0.13
Dr. Jiang Tao (“ Dr. Jiang ”) (Note 2)	5,740,000	0.34	5,740,000	0.28
Mr. Zheng Gang (“ Mr. Zheng ”) (Note 3)	6,044,000	0.36	6,044,000	0.30
Dr. Huang Jiaqing (“ Dr. Huang ”) (Note 4)	3,800,000	0.22	3,800,000	0.19
Easeglory Holdings Limited (“ Easeglory ”) (Note 5)	418,491,516	24.63	418,491,516	20.53
New Hope International (Hong Kong) Limited (“ New Hope ”) (Note 6)	343,217,539	20.20	343,217,539	16.84
Public Shareholders				
The Placees	–	–	339,000,000	16.63
Other Shareholders	919,316,889	54.10	919,316,889	45.10
Total	<u>1,699,249,944</u>	<u>100.00</u>	<u>2,038,249,944</u>	<u>100.00</u>

Notes:

1. Mr. Yung, an executive Director, is personally interested in 2,640,000 Shares.
2. Dr. Jiang, an executive Director, is personally interested in 5,740,000 Shares.
3. Mr. Zheng, an executive Director, is personally interested in 6,044,000 Shares.
4. Dr. Huang, an executive Director, is personally interested in 3,800,000 Shares.
5. The issued share capital of Easeglory is wholly-owned by Mr. Yung. Mr. Yung is deemed to be interested in the Shares in which Easeglory is interested in under Part XV of the Securities and Futures Ordinance (“SFO”) (Chapter 571 of the Laws of Hong Kong).
6. The issued share capital of New Hope is owned as to 75% by 南方希望實業有限公司 which is in turn owned as to 51% by 新希望集團有限公司 and as to 49% by 西藏恒業鋒實業有限公司. Both 新希望集團有限公司 and 西藏恒業鋒實業有限公司 are owned as to 62.34% by Mr. Liu Yonghao, as to 36.35% by Ms. Liu Chang and as to 1.31% by Ms. Li Wei. Mr. Liu Yonghao, Ms. Liu Chang and Ms. Li Wei are deemed to be interested in the Shares in which New Hope is interested in under Part XV of the SFO.

FUND RAISING ACTIVITY OF THE COMPANY IN THE PAST 12 MONTHS

The Company had not conducted any fund raising activity involving issue of its securities in the past 12 months immediately preceding the date of this announcement.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 17 August 2015
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours

“Company”	Hua Xia Healthcare Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (stock code: 8143)
“Completion Date”	within four Business Days after the fulfilment of the conditions set out in the Placing Agreement are satisfied (or such later date as may be agreed between the Company and the Placing Agent in writing)
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the mandate granted to the Directors by the Shareholders at the AGM to allot, issue and deal with up to 20% of the then issued share capital of the Company as at the date of the AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any persons or company(ies) and their respective ultimate beneficial owners, to the best of the Director’s knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the GEM Listing Rules
“Last Trading Day”	21 July 2016, being the last trading day of the Shares on GEM immediately before the date of the Placing Agreement
“Long Stop Date”	11 August 2016 or such later date as may be agreed between the Company and the Placing Agent in writing
“MOU”	the non-legally binding memorandum of understanding dated 8 July 2016 setting out the preliminary understanding in relation to the Possible Acquisition, details of which are set out in the announcement of the Company dated 8 July 2016

“Placee(s)”	any professional, institutional or other investor(s) or any of their respective subsidiaries or associates procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement
“Placing”	the placing, on a best effort basis, of up to 339,000,000 Placing Shares pursuant to the terms of the Placing Agreement
“Placing Agent”	Kingston Securities Limited, a licensed corporation to carry on business in Type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the conditional placing agreement entered into between the Company and the Placing Agent dated 21 July 2016 in relation to the Placing
“Placing Price”	HK\$0.31 per Placing Share
“Placing Share(s)”	up to 339,000,000 new Shares to be placed pursuant to the Placing Agreement
“Possible Acquisition”	the possible acquisition of the entire issued share capital of Glowing Smart Investment Ltd. as contemplated under the MOU
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Promissory Notes”	the promissory notes issued by the Company on 8 March 2010 in a principal amount of HK\$290,000,000 due on 7 March 2020, and bear interest at 1% per annum, payable semi-annually in arrears, of which the principal amount of HK\$80,000,000 remained outstanding as at 31 March 2016
“Refundable Deposit”	the refundable deposit in the amount of HK\$14,000,000 payable by Best Winna Investment Holding Limited, an indirect wholly-owned subsidiary of the Company, pursuant to the MOU
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

“Shareholders”	holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board
Hua Xia Healthcare Holdings Limited
Jiang Tao
Chief Executive Officer

Hong Kong, 21 July 2016

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes 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 be published on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcement” page for at least 7 days from the date of publication and on the Company’s website at www.huaxia-healthcare.com.