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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)

**COMPLETION OF DISCLOSEABLE TRANSACTION
IN RELATION TO THE ACQUISITION
IN THE ENTIRE ISSUED SHARE CAPITAL OF
GLOWING SMART INVESTMENT LIMITED AND
THE SALE LOAN**

The Board is pleased to announce that all the conditions of the Sale and Purchase Agreement have been fulfilled and Completion took place on 30 September 2016 in accordance with the terms and conditions of the Sale and Purchase Agreement. A total of 320,000,000 Consideration Shares were issued to the Vendor, at the issue price of HK\$0.32 per Consideration Share.

Reference is made to the announcement dated 14 September 2016 (the “**Announcement**”) issued by Hua Xia Healthcare Holdings Limited (the “**Company**”) in relation to the Acquisition. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise specified herein.

The Board is pleased to announce that all the conditions of the Sale and Purchase Agreement have been fulfilled and Completion took place on 30 September 2016 in accordance with the terms and conditions of the Sale and Purchase Agreement. Immediately after Completion, the Target Company will become an indirect wholly-own subsidiary of the Company.

A total of 320,000,000 Consideration Shares were issued to the Vendor, at the issue price of HK\$0.32 per Consideration Share. The number of the Consideration Shares represent (i) approximately 15.7% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 13.6% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

* For identification purpose only

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustrative purpose only, set out below is the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion:

	Immediately before Completion		Immediately after Completion	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Mr. Yung Ka Chun (“ Mr. Yung ”) (Notes 1 and 5)	2,640,000	0.13	2,640,000	0.11
Dr. Jiang Tao (“ Dr. Jiang ”) (Note 2)	5,740,000	0.28	5,740,000	0.24
Mr. Zheng Gang (“ Mr. Zheng ”) (Note 3)	6,044,000	0.30	6,044,000	0.26
Dr. Huang Jiaqing (“ Dr. Huang ”) (Note 4)	3,800,000	0.19	3,800,000	0.16
Easeglory Holdings Limited (“ Easeglory ”) (Note 5)	418,491,516	20.53	418,491,516	17.75
New Hope International (Hong Kong) Limited (“ New Hope ”) (Note 6)	343,217,539	16.84	343,217,539	14.55
The Vendor (Note 7)	–	–	320,000,000	13.57
Other public Shareholders	1,258,316,889	61.73	1,258,316,889	53.36
Total	<u>2,038,249,944</u>	<u>100.00</u>	<u>2,358,249,944</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. Easeglory is interested in 418,491,516 Shares and 98,500,000 convertible preference shares (“**CPS**”) in the Company. The issued share capital of Easeglory is wholly-owned by Mr. Yung. Mr. Yung is deemed to be interested in the Shares and the CPS in which Easeglory is interested in under Part XV of the Securities and Futures Ordinance (“**SFO**”) (Chapter 571 of the Laws of Hong Kong).

Easeglory has charged 418,491,516 Shares and 98,500,000 CPS to Golden Prince Group Limited (“**Golden Prince**”) and Mr. Ng Leung Ho respectively. The issued share capital of Golden Prince is wholly-owned by Mr. Ng Leung Ho. Mr. Ng Leung Ho is deemed to be interested in the 418,491,516 Shares under Part XV of the SFO, and is interested in the 98,500,000 CPS.

6. The issued share capital of New Hope is owned as to 75% by Southern Hope Enterprise Co., Ltd.# (南方希望實業有限公司) which is in turn owned as to 51% by New Hope Group Co., Ltd.# (新希望集團有限公司) and as to 49% by Tibet Hengye Feng Industrial Co., Ltd.# (西藏恒業鋒實業有限公司). Both New Hope Group Co., Ltd.# and Tibet Hengye Feng Industrial Co., Ltd.# 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.
7. The Vendor is interested in 320,000,000 Shares. The issued share capital of the Vendor is wholly-owned by the Vendor Guarantor. The Vendor Guarantor is deemed to be interested in the Shares in which the Vendor is interested in under Part XV of the SFO.

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

Hong Kong, 30 September 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 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 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.