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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 16 FEBRUARY 2017

Reference is made to the circular (“**Circular**”) and the notice of extraordinary general meeting (“**Notice**”) of Hua Xia Healthcare Holdings Limited (“**Company**”) both dated 27 January 2017. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

RESULTS OF THE EGM

The Company is pleased to announce that at the EGM held on 16 February 2017, the ordinary resolutions as set out in the Notice (“**Ordinary Resolution(s)**”) were duly passed by the Shareholders or Independent Shareholders (as the case may be) by way of poll at the EGM in accordance with the requirements of the GEM Listing Rules. The Company is pleased to further announce the results of the poll, which are as follows:

Ordinary Resolutions (Note 1)		Number of Votes (%) (Note 2)	
		For	Against
1.	To approve the Distribution by way of special interim dividend to the Shareholders whose names appeared on the register of members of the Company on the Record Date on the basis of four (4) Wanjia Shares for every 25 Shares then held by the Shareholder	1,249,855,742 (100.0000)%	0 (0.0000)%
2.	To approve the Refreshment of General Mandate	509,756,226 (99.9984)%	8,000 (0.0016)%

* For identification purpose only

Ordinary Resolutions (Note 1)		Number of Votes (%) (Note 2)	
		For	Against
3.	To re-elect Mr. Lin Jinzong as an executive Director	1,249,855,742 (100.0000)%	0 (0.0000)%
4.	To re-elect Mr. Chan Chi Ming, Tony as a non-executive Director	1,249,855,742 (100.0000)%	0 (0.0000)%
5.	To re-elect Professor Zhang Bin as an independent non-executive Director	1,249,855,742 (100.0000)%	0 (0.0000)%

Notes:

1. The full text of the resolutions were set out in the Notice.
2. The percentage of votes is based on the total number of Shares held by the Shareholders or Independent Shareholders (as the case maybe) who attended and voted at the EGM in person or by corporate representative or proxy.

As more than 50% of the votes were cast in favour of the above Ordinary Resolutions, the resolutions proposed at the EGM were duly passed as ordinary resolutions of the Company by way of poll.

As at the date of the EGM, a total of 2,358,249,944 Shares were in issue. Pursuant to Rules 17.42A(1) and 17.47(4) of the GEM Listing Rules, the Refreshment of General Mandate requires the approval of the Independent Shareholders at the EGM taken on a vote by way of poll, any controlling shareholders and their associates, or where there is no controlling shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates, shall abstain from voting in favour of the relevant resolution to approve the Refreshment of General Mandate. As at the date of the EGM, there is no controlling shareholder. As at the date of the EGM, (i) Dr. Jiang, the executive Director and chief executive officer of the Company, held 9,300,000 Shares personally; (ii) Mr. Zheng, the executive Director, held 6,044,000 Shares personally; (iii) Dr. Huang, the executive Director, held 1,400,000 Shares personally; (iv) Mr. Yung, the executive Director, held 2,640,000 Shares personally, and 418,491,516 Shares through Easeglory; and (v) Mr. Lin, the executive Director, held 320,000,000 Shares through Kingfull. Hence, Dr. Jiang, Mr. Zheng, Dr. Huang, Mr. Yung, Easeglory and Kingfull are required to abstain and have abstained from voting in favour of the Ordinary Resolution No. 2 to approve the Refreshment of General Mandate at the EGM in accordance with the GEM Listing Rules. Saved as disclosed, no other Shareholders were required under the GEM Listing Rules to abstain from voting in favour of the Ordinary Resolution No. 2 proposed at the EGM.

As disclosed in the Circular, no Shareholder or any of its close associates has any material interest in the Distribution and the re-election of Directors. Therefore, no Shareholder is required to abstain from voting in favour of the Ordinary Resolutions No. 1, No. 3, No. 4 and No. 5 to approve the Distribution and the re-election of Directors at the EGM.

Save as disclosed above, none of the Shareholders were required to abstain from voting to approve the relevant Ordinary Resolutions at the EGM. Accordingly, (i) as for Ordinary Resolution No. 2, there was a total of 1,600,374,428 Shares, representing approximately 67.86% of the issued share capital of the Company as at the date of the EGM, entitling holders thereof to attend and vote for or against such Ordinary Resolution; (ii) as for Ordinary Resolutions No. 1, No. 3, No. 4 and No. 5, there were a total of 2,358,249,944 Shares, representing 100% of the issued share capital of the Company as at the date of the EGM, entitling holders thereof to attend and vote for or against such Ordinary Resolutions.

Tricor Tengis Limited, the Hong Kong Branch Share Registrar of the Company, acted as scrutineer for the poll at the EGM.

Shareholders are reminded that the last day of dealings in the Shares cum-entitlement to the Distribution will be Friday, 17 February 2017. The share certificates for the relevant Wanjia Shares will be despatched to the Qualifying Shareholders by ordinary post at their own risk on or about Thursday, 2 March 2017 and the first dealing date of the Wanjia Shares shall be on Friday, 3 March 2017. No fraction of a Wanjia Share will be distributed to the Qualifying Shareholder(s).

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

Hong Kong, 16 February 2017

As at the date of this announcement, the board of Directors comprises Dr. Jiang Tao, Mr. Yung Ka Chun, Mr. Zheng Gang, Dr. Huang Jiaqing and Mr. Lin Jinzong as executive Directors; Dr. Wong Yu Man, James, Mr. Tang Xun and Mr. Chan Chi Ming, Tony as non-executive Directors; and Ms. Wong Ka Wai, Jeanne, Prof. Hu Shanlian, Prof. Lu Chuanzhen and Prof. Zhang Bin as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited 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.