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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Hua Xia Healthcare Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

**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)**

- (1) PROPOSED GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;**
- (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND CONTINUOUS APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
WHO HAS SERVED FOR MORE THAN NINE YEARS;
AND**
- (3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of the Company to be held at 19/F., New Wing, 101 King’s Road, Hong Kong on Monday, 14 August 2017 at 3:30 p.m. is set out on pages 19 to 23 of this circular. A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instruction printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. no later than 3:30 p.m. on Saturday, 12 August 2017 (Hong Kong time)) or any adjournment of such meeting. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and the website of the Company at www.huaxia-healthcare.com.

30 June 2017

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expression shall have the following meanings unless the context otherwise requires:

“acting in concert”	has the same meaning ascribed to it under the Takeovers Code
“AGM”	the annual general meeting of the Company to be held at 19/F., New Wing, 101 King’s Road, Hong Kong on Monday, 14 August 2017 at 3:30 p.m.
“Articles of Association”	articles of association of the Company, as amended from time to time
“associates”	have the same meaning as prescribed in the GEM Listing Rules
“Board”	the board of Directors
“Company”	Hua Xia Healthcare Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Companies Law”	the companies law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“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 general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of the AGM which is to be extended by the number of Shares purchased pursuant to the Repurchase Mandate
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 June 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Shares
“Shares”	ordinary shares of HK\$0.01 each in the issued share capital of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Dr. Jiang Tao (*Chief Executive Officer*)
Mr. Zheng Gang
Dr. Huang Jiaqing
Mr. Yung Ka Chun
Mr. Lin Jinzong

Registered office:

P.O. Box 10008
Willow House
Cricket Square
Grand Cayman KY1-1001
Cayman Islands

Non-executive Directors:

Dr. Wong Yu Man, James
Mr. Tang Xun
Mr. Chan Chi Ming, Tony

*Head office and principal place of
business in Hong Kong:*

19th Floor, New Wing
101 King's Road
Hong Kong

Independent non-executive Directors:

Ms. Wong Ka Wai, Jeanne
Prof. Hu Shanlian
Prof. Lu Chuanzhen
Prof. Zhang Bin

30 June 2017

*To Shareholders of the Company, and for information only,
holder(s) of options, convertible notes and convertible preference shares*

Dear Sir or Madam,

- (1) PROPOSED GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND CONTINUOUS APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
WHO HAS SERVED FOR MORE THAN NINE YEARS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the forthcoming AGM of the Company to be held on Monday, 14 August 2017 at 3:30 p.m., including but not limited to (i) ordinary resolutions relating to the grant of General Mandate and Repurchase Mandate to the Directors for the issue and repurchase of its Shares; and (ii) ordinary resolution relating to the re-election of the retiring Directors and continuous appointment of Ms. Wong Ka Wai, Jeanne as independent non-executive Director.

* For identification purpose only

LETTER FROM THE BOARD

(1) PROPOSED GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

The existing general mandate granted to the Directors to allot and issue new Shares and to repurchase Shares at the annual general meeting of the Company held on 12 August 2016 will lapse at the conclusion of the AGM.

At the AGM, ordinary resolutions will be proposed to the Shareholders (a) approving the grant of the General Mandate to the Directors to allot, issue and otherwise deal in the new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing such resolution; (b) approving the grant of the Repurchase Mandate to the Directors to repurchase, inter alia, Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution; and (c) adding to the number of Shares which may be allotted, issued or dealt in under the General Mandate the amount of any Shares repurchased by the Company under the Repurchase Mandate.

The General Mandate

Under the General Mandate, the Directors will be given a general mandate to allot, issue and deal in the new Shares representing not more than 20% of the issued share capital of the Company outstanding as at the conclusion of the AGM.

As at the Latest Practicable Date, the Company had an aggregate of 2,358,249,944 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the General Mandate and assuming that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal in up to a maximum of 471,649,988 new Shares.

The Repurchase Mandate

It is also proposed that the Repurchase Mandate be granted to the Directors. The explanatory statement required by the GEM Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out on pages 9 to 14 of this circular.

The Directors wish to state that they have no present intention to repurchase any Shares.

LETTER FROM THE BOARD

Extension of the General Mandate

Subject to the approval of the Repurchase Mandate, another ordinary resolution will be proposed at the AGM to add to the limit under the General Mandate the amount of any Shares repurchased by the Company pursuant to the Repurchase Mandate.

Effectiveness of General Mandate and Repurchase Mandate

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the company is required by the Articles of Association, or any applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority given to the Directors.

(2) RE-ELECTION OF RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF MS. WONG KA WAI, JEANNE

According to article 87(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their numbers is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to at least once in every three years. A retiring Director shall be eligible for re-election.

In accordance with article 87(1) of the Articles of Association, Mr. Yung Ka Chun, Dr. Jiang Tao, Dr. Huang Jiaqing and Ms. Wong Ka Wai, Jeanne shall retire from their offices at the AGM and, being eligible, will offer themselves for re-election.

LETTER FROM THE BOARD

According to code provision A.4.3 of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by Shareholders. Ms. Wong Ka Wai, Jeanne (“**Ms. Wong**”) has been appointed as an independent non-executive Director for more than nine years. The Company has received from Ms. Wong a confirmation of independence according to Rule 5.09 of the GEM Listing Rules. Ms. Wong has not engaged in any executive management of the Group. Taking into consideration of her independent scope of work in the past years, the Directors consider Ms. Wong to be independent under the GEM Listing Rules despite the fact that she has served the Company for more than nine years. The Board believes that Ms. Wong’s continued tenure brings considerable stability to the Board and the Board has benefited greatly from the presence of Ms. Wong who has over time gained valuable insight into the Group.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Yung Ka Chun, Dr. Jiang Tao, Dr. Huang Jiaqing and Ms. Wong Ka Wai, Jeanne as executive/independent non-executive Director (as the case may be).

Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

(3) ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at 19/F., New Wing, 101 King’s Road, Hong Kong on Monday, 14 August 2017 at 3:30 p.m. is set out in this circular. A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, please complete and return the form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. no later than 3:30 p.m. on Saturday, 12 August 2017 (Hong Kong time)) or any adjournment of such meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The AGM will be held on Monday, 14 August 2017. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 9 August 2017 to Monday, 14 August 2017 (both dates inclusive) during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 8 August 2017.

GEM LISTING RULES REQUIREMENT FOR VOTING

Pursuant to Rule 17.47(4) of the GEM Listing Rules, vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

SHAREHOLDERS ABSTAIN FROM VOTING

None of the Shareholders is required to abstain from voting in respect of the resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that (i) the general mandates to the Directors for the issue and repurchase of Shares; and (ii) the re-election of the retiring Directors and continuous appointment of Ms. Wong Ka Wai, Jeanne as independent non-executive Director are in interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the forthcoming AGM.

GENERAL

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Directors, or the controlling Shareholder or the management Shareholders (as defined in the GEM Listing Rules) or their respective close associates had any interests in a business which competes or may compete with the business of the Group and have any other conflicts of interest with the Group.

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

This is an explanatory statement given to all Shareholders of the Company relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate. It contains all the relevant information required pursuant to Rule 13.08 of the GEM Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,358,249,944 Shares of HK\$0.01 each.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 2,358,249,944 Shares equivalent to approximately 10% of the issued share capital of the Company. The repurchased Shares will be cancelled and the Company's issued share capital will be reduced accordingly by the nominal value of the Shares repurchased.

2. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 2,358,249,944 Shares of the Company in issue as at the Latest Practicable Date, could result in up to 235,824,994 Shares listed on GEM or on another stock exchange recognised by the Securities and Futures Commission and the Stock Exchange under the Code on Share Repurchases being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company after the AGM; (ii) the expiration of the period within which the next annual general meeting of the Company after the AGM is required by the Articles of Association or the Companies Law or any other applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the repurchase mandate by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

3. REASONS FOR REPURCHASES

Although the Directors have no present intention to repurchase any Shares, they believe that the Repurchase Mandate will provide the Company the flexibility to make such repurchases when appropriate and is beneficial to the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the relevant time, lead to an enhancement of the net asset value of the Company and/or earning per Share.

4. FUNDING OF REPURCHASES

Repurchase of Shares will be funded out of funds legally available for such purpose in accordance with the Memorandum and Articles of Association of the Company and the applicable laws and regulations of the Cayman Islands.

The Company may not purchase its own securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

5. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or the gearing position of the Group as compared with the position disclosed in the audited financial statements for the year ended 31 March 2017, being the date to which the latest published audited financial statements of the Company were made up, in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as it would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or on the gearing positions which in the opinion of the Directors are from time to time appropriate for the Group. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing.

6. SHARE PRICES

The highest and lowest prices at which Shares have been traded on GEM in each of the past twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
June	0.368	0.287
July	0.331	0.250
August	0.287	0.243
September	0.287	0.243
October	0.302	0.250
November	0.316	0.243
December	0.331	0.239
2017		
January	0.265	0.239
February	0.310	0.243
March	0.275	0.223
April	0.234	0.162
May	0.199	0.150
June (up to the Latest Practicable Date)	0.168	0.136

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the GEM Listing Rules and the applicable laws of Hong Kong and in accordance with the regulations set out in the Memorandum and Articles of Association of the Company and also any applicable laws of the Cayman Islands.

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquires, any of the close associates (as defined in the GEM Listing Rules) of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

8. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a Share repurchase, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the register of the substantial shareholders maintained by the Company under section 336 of the SFO showed that the following parties had interests in the Shares representing 10% or more of the voting power at any general meeting of the Company:

Name of Shareholder	Number of Shares	Position	Capacity	Approximate percentage of the total issued Shares	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Easeglory Holdings Limited ("Easeglory") (Note 1)	418,491,516	Long	Beneficial owner	17.75%	19.72%
Yung Ka Chun (Note 1)	418,491,516	Long	Corporate interest	17.75%	19.72%
	2,640,000	Long	Personal interest	0.11%	0.12%
New Hope International (Hong Kong) Limited ("New Hope International") (Note 2)	343,217,539	Long	Beneficial owner	14.55%	16.17%
Southern Hope Enterprise Co., Ltd. [#] (南方希望實業有限公司) (Note 2)	343,217,539	Long	Corporate interest	14.55%	16.17%
New Hope Group Co., Ltd. [#] (新希望集團有限公司) (Note 2)	343,217,539	Long	Corporate interest	14.55%	16.17%

Name of Shareholder	Number of Shares	Position	Capacity	Approximate percentage of the total issued Shares	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Tibet Hengye Feng Industrial Co., Ltd. [#] (西藏恒業峰實業有限公司) (Note 2)	343,217,539	Long	Corporate interest	14.55%	16.17%
Mr. Liu Yonghao (Note 2)	343,217,539	Long	Corporate interest	14.55%	16.17%
Ms. Liu Chang (Note 2)	343,217,539	Long	Corporate interest	14.55%	16.17%
Ms. Li Wei (Note 2)	343,217,539	Long	Interest of spouse	14.55%	16.17%
Kingfull Corporate Development Limited ("Kingfull") (Note 3)	320,000,000	Long	Beneficial owner	13.57%	15.08%

Notes:

- Easeglory is interested in 418,491,516 Shares and 98,500,000 convertible preference shares of the Company. The issued share capital of Easeglory is wholly-owned by Mr. Yung Ka Chun. Mr. Yung Ka Chun is deemed to be interested in the Shares and the convertible preference shares in which Easeglory is interested in under the SFO.

Easeglory has charged 418,491,516 Shares and 98,500,000 convertible preference shares to Golden Prince Group Limited ("Golden Prince") and Mr. Ng Leung Ho respectively. The issued 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 and is interested in the 98,500,000 convertible preference shares.

- New Hope International is interested in 343,217,539 Shares. The issued share capital of New Hope International is owned as to 75% by Southern Hope Enterprise Co., Ltd.[#] which is in turn owned as to 51% by New Hope Group Co., Ltd.[#] and as to 49% by Tibet Hengye Feng Industrial Co., Ltd.[#] 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 International is interested in.
- Kingfull is interested in 320,000,000 Shares. The issued share capital of Kingfull is wholly-owned by Mr. Lin Jinzong. Mr. Lin Jinzong is deemed to be interested in the Shares in which Kingfull is interested in under the SFO.

On the basis of the current shareholdings of above Shareholders, an exercise of the Repurchase Mandate in full may result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code. However, the Company may not repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25 per cent.

The GEM Listing Rules prohibit the Company from knowingly purchasing its securities on GEM from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates (as defined in the GEM Listing Rules) have any present intention to sell Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE REPURCHASE MADE BY THE COMPANY

No Shares had been repurchased by the Company, whether on GEM or otherwise, in the last six months prior to the Latest Practicable Date.

Set out below are details of the Directors who are proposed to be re-elected at the AGM:

1. Mr. Yung Ka Chun

Mr. Yung Ka Chun (“Mr. Yung”), aged 28, obtained his master degree of science in business majoring in accounting from the University of Maryland, College Park in the United States. Mr. KC Yung has entered into a service contract with the Company dated 20 April 2015 for a term of 3 years commencing from the date of the service contract. Mr. Yung was appointed as an executive Director and authorised representative of the Company with effective from 20 April 2015.

As at the Latest Practicable Date, Mr. Yung is interested in 2,640,000 Shares, representing approximately 0.11% of the issued share capital of the Company, and 3,960,000 share options. Easeglory Holdings Limited (“**Easeglory**”) is interested in 418,491,516 Shares, representing approximately 17.75% of the issued share capital of the Company, and 98,500,000 convertible preference shares of the Company. 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 SFO. Save as disclosed above, Mr. Yung does not have, and is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO.

Save as disclosed above, (i) Mr. Yung does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules); and (ii) Mr. Yung does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information relating to Mr. Yung that is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there is no other matter in relation to the re-election of Mr. Yung which needs to be brought to the attention of the Shareholders.

2. Dr. Jiang Tao

Dr. Jiang Tao (“Dr. Jiang”), aged 61, holds a degree of doctor of audiology from the Arizona School of Health Sciences of AT Still University in the United States and two master’s degrees in audiology and in special education from Lamar University of Texas in the United States. He served as senior management in several enterprises in the United States, Canada and the PRC with over 18 years of experience in senior management, consultancy and investment in the PRC, Hong Kong, Canada and the United States. Dr. Jiang has also established six enterprises in the PRC with Canadian capital. He is currently the life time visiting Professor of the Kunming Normal University, and formerly Assistant Professor of Dalhousie University of Canada, Sichuan University, and Sun Yatsen Medical University. Dr. Jiang was appointed as an executive Director and deputy chief executive of the Company on 3 January 2007 and 26 March 2010 respectively. Dr. Jiang was appointed as the chief executive officer of the Company on 20 April 2015.

As at the Latest Practicable Date, Dr. Jiang is interested in 9,300,000 Shares, representing approximately 0.39% of the issued share capital of the Company, and 4,410,000 share options. Save as disclosed above, Dr. Jiang does not have, and is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO.

Save as disclosed above, (i) Dr. Jiang does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules); and (ii) Dr. Jiang does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information relating to Dr. Jiang that is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there is no other matter in relation to the re-election of Dr. Jiang which needs to be brought to the attention of the Shareholders.

3. Dr. Huang Jiaqing

Dr. Huang Jiaqing (“Dr. Huang”), aged 66, has over 30 years of professional experience in the PRC’s medical fields, including clinical, preventive and emergency medicine. Dr. Huang has served as hospital doctor, director of hospital’s emergency centre, head of the sanitation and anti-epidemic department in hospital, head of the hospital and medical administration bureau in the PRC municipal government. To honour Dr. Huang’s distinguished expertise in the medical fields, he enjoys special subsidisation from the State Council of the PRC. Dr. Huang is currently the executive vice president of the Group. Dr. Huang was appointed as an executive Director on 30 July 2009.

As at the Latest Practicable Date, Dr. Huang is interested in 1,400,000 Shares, representing approximately 0.06% of the issued share capital of the Company, and 4,200,000 share options. Save as disclosed above, Dr. Huang does not have, and is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO.

Save as disclosed above, (i) Dr. Huang does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules); and (ii) Dr. Huang does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information relating to Dr. Huang that is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there is no other matter in relation to the re-election of Dr. Huang which needs to be brought to the attention of the Shareholders.

4. Ms. Wong Ka Wai, Jeanne

Ms. Wong Ka Wai, Jeanne (“Ms. Wong”), aged 53, has over 25 years of experience in finance, accounting, taxation and corporate affairs. She is a member of the Institute of Chartered Accountants in Australia, a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a member of the Society of Trust and Estate Practitioner and the Certified Tax Advisor in Hong Kong. Ms. Wong holds a bachelor degree in economics from the University of Sydney, Australia. Ms. Wong is currently the managing director of a private company providing consulting and management services, as well as the chief financial officer of a local law firm and consultant of a local CPA firm. Ms. Wong is also currently an independent non-executive director of Phoenitron Holdings Limited (stock code: 8066), a company listed on GEM. Ms. Wong was appointed as an independent non-executive Director on 1 November 2007.

Save as disclosed above, (i) Ms. Wong did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO; (ii) Ms. Wong does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules); and (iii) Ms. Wong does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information relating to Ms. Wong that is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there is no other matter in relation to the re-election of Ms. Wong which needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of the shareholders (“Shareholders”) of Hua Xia Healthcare Holdings Limited (the “Company”) will be held at 19/F., New Wing, 101 King’s Road, Hong Kong on Monday, 14 August 2017 at 3:30 p.m. for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 March 2017;
2. to re-elect the retiring directors of the Company (“Directors”), namely Mr. Yung Ka Chun, Dr. Jiang Tao, Dr. Huang Jiaqing and Ms. Wong Ka Wai, Jeanne (who has served with the Company for more than nine years);
3. to authorise the board of Directors (the “Board”) to fix the remunerations of the Directors;
4. to re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration; and

As special business, to consider and, if thought fit, pass with or without amendments the following proposed resolutions numbered 5 to 7 as ordinary resolutions:

ORDINARY RESOLUTIONS

5. **THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company and to allot, issue and deal with additional shares (“Shares”) in the capital of the Company and to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into Shares) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any option under the any share option scheme of the Company or any other option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of Shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for are convertible into Shares of the Company, shall not exceed the aggregate of:
 - (i) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution; and

 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution).

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution:
- (aa) “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association of the Company, or any other applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.
- (bb) “**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of Shares (subject to such exclusion and arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).

NOTICE OF ANNUAL GENERAL MEETING

6. **THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in resolution 5(d)(aa)) of all powers of the Company to purchase its shares on the GEM or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” shall have the same meaning as in resolution no. 5(d)(aa).

7. **THAT** conditional upon resolutions numbered 5 and 6 of this notice being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution numbered 5 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to resolution numbered 6, provided that the amount of Shares so repurchased by the Company shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.

By Order of the Board
Jiang Tao
Chief Executive Officer

Hong Kong, 30 June 2017

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

P.O. Box 10008
Willow House
Cricket Square
Grand Cayman KY1-1001
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

19th Floor, New Wing
101 King's Road
Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy needs not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the AGM is enclosed with the circular of the Company dated 30 June 2017. Whether or not you intend to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he/she/its so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the AGM (i.e. no later than 3:30 p.m. on Saturday, 12 August 2017 (Hong Kong time)) or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he/she/its was solely entitled thereto, but if more than one such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
5. Any voting at the meeting shall be taken by poll.
6. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.