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This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of Hua Xia Healthcare Holdings Limited.

Solar Star Global Limited
星陽環球有限公司
(incorporated in the British Virgin Islands with limited liability)

 **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

DESPATCH OF THE COMPOSITE OFFER AND RESPONSE DOCUMENT RELATING TO THE MANDATORY CONDITIONAL CASH OFFERS BY

 **KINGSTON SECURITIES**

**ON BEHALF OF SOLAR STAR GLOBAL LIMITED TO ACQUIRE
ALL THE ISSUED SHARES IN HUA XIA HEALTHCARE HOLDINGS
LIMITED AND TO CANCEL ALL OUTSTANDING OPTIONS OF
HUA XIA HEALTHCARE HOLDINGS LIMITED (OTHER THAN
THOSE ALREADY OWNED OR TO BE ACQUIRED BY THE OFFEROR
AND PARTIES ACTING IN CONCERT WITH IT)**

Financial adviser to the Offeror

 **KINGSTON CORPORATE FINANCE**

Independent Financial Adviser to the Independent Board Committee
Nuada Limited

* For identification purpose only

The Composite Document, together with the Forms of Acceptance, have been despatched to the Independent Shareholders and the Optionholders on 5 June 2018 in accordance with the Takeovers Code. An expected timetable is set out below in this joint announcement.

Independent Shareholders and Optionholders are encouraged to read the Composite Document and the Form(s) of Acceptance carefully, including the recommendation from the Independent Board Committee to the Independent Shareholders and the Optionholders in respect of the Offers and the advice and recommendation from Independent Financial Adviser to the Independent Board Committee in respect of the Offers, before deciding whether or not to accept the Offers.

The Offers may or may not become unconditional. Shareholders, Optionholders and/or potential investors of the Company should therefore exercise caution when dealing in the Shares and Options. Persons who are in doubt as to the action to be taken, they should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

References are made to the joint announcement issued by Hua Xia Healthcare Holdings Limited (the “**Company**”) and Solar Star Global Limited (the “**Offeror**”) dated 27 April 2018 and the composite offer and response document dated 5 June 2018 jointly issued by the Company and the Offeror (the “**Composite Document**”) in relation to, among other things, the Offers. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document setting out, among other things, (i) the detailed terms of the Offers and procedures for acceptance; (ii) the expected timetable in respect of the Offers; (iii) a letter from Kingston Securities; (iv) a letter from the Board; (v) a letter from the Independent Board Committee containing its recommendation to the Independent Shareholders and the Optionholders in respect of the Offers; and (vi) a letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee in respect of the Offers, together with the Forms of Acceptance, have been despatched to the Independent Shareholders and the Optionholders on 5 June 2018 in accordance with the Takeovers Code.

EXPECTED TIMETABLE OF THE OFFERS

The timetable set out below is indicative and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company. All the time and dates references contained in the Composite Document refer to Hong Kong time and dates.

Despatch date of the Composite Document and the accompanying Form(s) of Acceptance and commencement of the Offers (*Note 1*) Tuesday, 5 June 2018

Latest time and date for acceptance of the Offers on the Offer Closing Date (*Note 2*) by 4:00 p.m. on Tuesday, 3 July 2018

Offer Closing Date (*Note 2*) Tuesday, 3 July 2018

Announcement of the results of the Offers on the websites of the Stock Exchange and the Company (*Note 2*) by 7:00 p.m. on Tuesday, 3 July 2018

Latest date of posting of remittances in respect of valid acceptances received under the Offers by the Offer Closing Date (assuming the Offers become or are declared unconditional on such date) (*Note 3*) Thursday, 12 July 2018

Latest time and date for the Offers to remain open for acceptance (assuming the Offers become or are declared unconditional on the Offer Closing Date) (*Note 4*) by 4:00 p.m. on Tuesday, 17 July 2018

Final Offer Closing Date (if the Offers become or are declared unconditional on the Offer Closing Date) Tuesday, 17 July 2018

Announcement of the results of the Offers as at
the final Offer Closing Date (assuming the Offers become or
are declared unconditional on the Offer Closing Date)
on the websites of the Stock Exchange and the Company by 7:00 p.m. on
Tuesday, 17 July 2018

Latest date of posting of remittances in respect
of valid acceptances received under the Offers
on or by 4:00 p.m. on Tuesday, 17 July 2018, being
the latest date on which the Offers remain
open for acceptances assuming the Offers
become or are declared unconditional in all
respects on the Offer Closing Date (*Notes 3 and 4*). Thursday, 26 July 2018

Latest time and date by which the Offers can be declared
unconditional as to acceptances (*Note 5*). by 7:00 p.m. on
Monday, 6 August 2018

Notes:

- (1) The Offers, which are conditional, are made on Tuesday, 5 June 2018, the date of the Composite Document, and are capable of acceptance on and from that date until the Offer Closing Date. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “7. Right of Withdrawal” in Appendix I to the Composite Document.
- (2) In accordance with the Takeovers Code, the Offers must remain open for acceptance for at least 21 days following the date on which the Composite Document is posted. The Offers will be closed at 4:00 p.m. on the Offer Closing Date unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offers until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). An announcement will be jointly issued by the Company and the Offeror through the website of the Stock Exchange by 7:00 p.m. on the Offer Closing Date stating the results of the Offers and whether the Offers have been revised or extended or have expired. In the event that the Offeror decides that the Offers will remain open, the announcement will state the next closing date of the Offers or that the Offers will remain open until further notice. In the latter case, at least 14 days’ notice in writing will be given, before the Offers are closed, to those Independent Shareholders and Optionholders who have not accepted the Offers.

Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

An acceptor of the Offers shall be entitled to withdraw his acceptance after 21 days from the Offer Closing Date if the Offers have not by then become unconditional as to acceptances. However, this entitlement to withdraw shall only be exercisable until such time as the Offers become or are declared unconditional as to acceptances. For further details, please refer to Appendix I to the Composite Document.

The latest time and date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances will not take effect if there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances. Instead the latest time for acceptance of the Offers and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

- (3) Remittances in respect of the cash consideration for the Offer Shares (after deducting the seller’s ad valorem stamp duty) or the Options tendered under the Offers will be despatched to the accepting Independent Shareholder(s) (to the address specified on the WHITE Form of Share Offer Acceptance) or Optionholder(s) (to the address specified on the PINK Form of Option Offer Acceptance) as soon as possible, but in any event within seven Business Days following (i) the date on which the duly completed acceptance of the Offers and the relevant documents of title of the Shares or the Options (as the case may be) in respect of such acceptance are received by or for the Offeror to render each of such acceptance of any of the Share Offer and the Option Offer complete and valid or (ii) the date on which the Offers become or are declared unconditional in all respects, whichever is the later. Remittances in respect of acceptance of the Offers will be despatched to the accepting Independent Shareholders/the Optionholders by ordinary post at their own risk.
- (4) In accordance with the Takeovers Code, where the Offers become or are declared unconditional in all respect, the Offers should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days’ notice in writing must be given before the Offers are closed to the Independent Shareholders and Optionholders who have not accepted the Offers. The Offeror has the right, subject to the Takeovers Code, to extend the Offers until such date as it may determine or as permitted by the Executive. The Offeror will issue an announcement in relation to any extension of the Offers, which will state the next closing date or, if the Offers have become or are at that time unconditional, that the Offers will remain open until further notice. The Option Offer is conditional upon Share Offer becoming or being declared unconditional in all respect and will remain open for as long as the Share Offer remains open for acceptance.
- (5) In accordance with the Takeovers Code, except with the consent of the Executive, the Offers may not become or be declared unconditional in all respects after 7:00 p.m. on Saturday, 4 August 2018, being the 60th day after the day on which the Composite Document is posted. Where a period laid down by the Takeovers Code ends on a day which is not a Business Day, the period is extended until the next Business Day. Accordingly, unless the Offers have previously become or are declared unconditional as to acceptances, the Offers will lapse after 7:00 p.m. on Monday, 6 August 2018, unless extended with the consent of the Executive.

Save as mentioned above, if the latest time for the acceptance of the Offers and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders and the Optionholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

IMPORTANT

Independent Shareholders and Optionholders are encouraged to read the Composite Document and the Form(s) of Acceptance carefully, including the recommendation from the Independent Board Committee to the Independent Shareholders and the Optionholders in respect of the Offers and the advice and recommendation from Independent Financial Adviser to the Independent Board Committee in respect of the Offers, before deciding whether or not to accept the Offers.

The Offers may or may not become unconditional. Shareholders, Optionholders and/or potential investors of the Company should therefore exercise caution when dealing in the Shares and Options. Persons who are in doubt as to the action to be taken, they should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

By order of the board of director

Solar Star Global Limited

Ng Chi Lung

Director

By order of the Board

Hua Xia Healthcare Holdings Limited

Jiang Tao

Chief Executive Officer

Hong Kong, 5 June 2018

As at the date of this joint announcement, the Board 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 joint 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 joint announcement (other than that relating to the Offeror, its associates and parties acting in concert with it) 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror, its associates and parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror, its associates and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Ng Chi Lung.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, its associates and parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement will be published on 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.