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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

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)

- (I) THE OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS; AND**
(II) THE OFFERS REMAIN OPEN FOR ACCEPTANCE

Financial adviser to the Offeror



KINGSTON CORPORATE FINANCE

Independent Financial Adviser to the Independent Board Committee

Nuada Limited

* For identification purpose only

THE OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS

As at 4:30 p.m. on 14 June 2018, the Offeror has received valid acceptances in respect of an aggregate of 586,350,000 Shares under the Share Offer (i.e. the Acceptance Shares), representing approximately 20.81% of the entire issued share capital of the Company as at the date of this joint announcement. There have been no acceptances received in respect of the Option Offer. Taking into account the Acceptance Shares (subject to the completion of the transfer of the Acceptance Shares to the Offeror) and the Shares already owned by the Offeror and parties acting in concert with it, as at the date of this joint announcement, the Offeror and parties acting in concert with it are interested in a total of 1,518,841,516 Shares, representing approximately 53.89% of the entire issued shares of the Company as at the date of this joint announcement. Accordingly, the condition set out in the Composite Document has been satisfied, and the Offers have become unconditional in all respects on 14 June 2018.

THE OFFERS REMAIN OPEN FOR ACCEPTANCE

Pursuant to Rule 15.1 and Rule 15.3 of the Takeovers Code, the Offers must remain open for acceptances for at least 14 days after the Offers become or are declared unconditional (whether as to acceptances or in all respects), but in any case at least 21 days following the date of which the Composite Document is posted. Accordingly, the Offers will remain open for acceptance until 4:00 p.m. on Tuesday, 3 July 2018, being the final Offer Closing Date, and it will not be extended. Save as disclosed herein, all other terms of the Offers as set out in the Composite Document and the Forms of Acceptance remain unchanged.

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.

THE OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS

As disclosed in the Composite Document, the Offers are subject to valid acceptances of the Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on or prior to the Offer Closing Date (or such later time(s) and/or date(s) as the Offeror may decide and the Executive may approve) in respect of such number of Shares which, together with the Shares already owned or to be acquired by the Offeror and parties acting in concert with it before or during the Offers, would result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights in the Company.

As at 4:30 p.m. on 14 June 2018, the Offeror has received valid acceptances in respect of an aggregate of 586,350,000 Shares under the Share Offer (the “**Acceptance Shares**”), representing approximately 20.81% of the entire issued share capital of the Company as at the date of this joint announcement. There have been no acceptances received in respect of the Option Offer. Taking into account the Acceptance Shares (subject to the completion of the transfer of the Acceptance Shares to the Offeror) and the Shares already owned by the Offeror and parties acting in concert with it, as at the date of this joint announcement, the Offeror and parties acting in concert with it are interested in a total of 1,518,841,516 Shares, representing approximately 53.89% of the entire issued share capital of the Company as at the date of this joint announcement. Accordingly, the condition set out in the Composite Document has been satisfied, and the Offers have become unconditional in all respects on 14 June 2018.

Save for the 932,491,516 Shares (representing approximately 33.09% of the entire issued ordinary share capital of the Company as at the date of this joint announcement) and 98,500,000 Convertible Preference Shares already held by the Offeror and parties acting in concert with it and the Acceptance Shares, neither the Offeror nor any person acting in concert with it (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement date of the Offer Period; and (ii) has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period up to and including the date of this joint announcement. Neither the Offeror, its ultimate beneficial owners nor any person acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period up to and including the date of this joint announcement.

THE OFFERS REMAIN OPEN FOR ACCEPTANCE

Pursuant to Rule 15.1 and Rule 15.3 of the Takeovers Code, the Offers must remain open for acceptance for at least 14 days after the Offers become or are declared unconditional (whether as to acceptances or in all respects), but in any case at least 21 days following the date of which the Composite Document is posted. Accordingly, the Offers will remain open for acceptance until 4:00 p.m. on Tuesday, 3 July 2018, being the final Offer Closing Date, and it will not be extended. Save as disclosed above, all other terms of the Offers as set out in the Composite Document and the Forms of Acceptance remain unchanged.

Shareholders and Optionholders are advised to refer to the Composite Document and the accompanying Forms of Acceptance if they wish to accept the Offers. A further announcement of the results of the Offers will be made on 3 July 2018 in accordance with Rule 19.1 of the Takeovers Code.

SETTLEMENT OF THE OFFERS

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) will be despatched to the accepting Shareholders or Optionholders (as the case may be) by ordinary post at their own risk as soon as possible but in any event within seven Business Days (as defined under the Takeovers Code) 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 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 (i.e. 14 June 2018), whichever is the later.

All references to times and dates contained in this joint announcement refer to Hong Kong times and dates.

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, 14 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 any of them) 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.