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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**

### **(1) CLOSE OF MANDATORY UNCONDITIONAL 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);**

**AND**

### **(2) RESULTS OF THE OFFERS**

**Financial adviser to the Offeror**



### **KINGSTON CORPORATE FINANCE**

#### **CLOSE OF THE OFFERS**

The Offeror and the Company jointly announce that the Offers were closed at 4:00 p.m. on Tuesday, 3 July 2018, being the final closing date of the Offers and was not revised or extended by the Offeror.

\* For identification purpose only

## **RESULTS OF THE OFFERS**

As at 4:00 p.m. on Tuesday, 3 July 2018, being the latest time and date for the acceptance of the Offers as set out in the Composite Document, the Offeror had received valid acceptances in respect of a total of 708,467,944 Shares under the Share Offer, representing approximately 25.14% of the entire issued ordinary 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.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Immediately after the Completion and before commencement of the Offer Period, the Offeror and the parties acting in concert with it own an aggregate of 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. Save as the aforesaid, neither the Offeror nor parties acting in concert with it held, controlled or directed any Shares or rights over Shares.

Immediately after the close of the Offers, taking into account the valid acceptances in respect of 708,467,944 Shares under the Share Offer and subject to the completion of the transfers of those Offer Shares to the Offeror and parties acting in concert with it, the Offeror and parties acting in concert with it are interested in an aggregate of 1,640,959,460 Shares, representing approximately 58.23% of the entire issued ordinary share capital of the Company as at the date of this joint announcement.

## **PUBLIC FLOAT OF THE COMPANY**

Immediately after the close of the Offers and subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, a total of 815,138,945 Shares, representing approximately 28.92% of the entire issued ordinary share capital of the Company as at the date of this joint announcement, are held by the public (within the meanings of the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company is in compliance with the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules.

References are made to the (i) joint announcement issued by Hua Xia Healthcare Holdings Limited (the “**Company**”) and Solar Star Global Limited (the “**Offeror**”) dated 27 April 2018; (ii) the composite offer and response document jointly issued by the Company and the Offeror dated 5 June 2018 (the “**Composite Document**”) in relation to, among other things, the Offers; and (iii) the joint announcement issued by the Company and the Offeror dated 14 June 2018 in relation to the Offers becoming unconditional in all respects. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **CLOSE OF THE OFFERS**

As disclosed in the joint announcement issued by the Offeror and the Company dated 14 June 2018, the Offers had become unconditional in all respects on 14 June 2018.

The Offeror and the Company jointly announce that the Offers were closed at 4:00 p.m. on Tuesday, 3 July 2018, being the final Closing Date of the Offers and was not revised or extended by the Offeror.

## **RESULTS OF THE OFFERS**

As at 4:00 p.m. on Tuesday, 3 July 2018, being the latest time and date for the acceptance of the Offers as set out in the Composite Document, the Offeror had received valid acceptances in respect of a total of 708,467,944 Shares under the Share Offer, representing approximately 25.14% of the entire issued ordinary 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.

## **SETTLEMENT OF THE OFFERS**

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) have been and will be (as the case may 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 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.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Immediately after the Completion and before commencement of the Offer Period, the Offeror and the parties acting in concert with it own an aggregate of 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. Save as the aforesaid, neither the Offeror nor parties acting in concert with it held, controlled or directed any Shares or rights over Shares.

Immediately after the close of the Offers, taking into account the valid acceptances in respect of 708,467,944 Shares under the Share Offer and subject to the completion of the transfers of those Offer Shares to the Offeror and parties acting in concert with it, the Offeror and parties acting in concert with it are interested in an aggregate of 1,640,959,460 Shares, representing approximately 58.23% of the entire issued ordinary share capital of the Company as at the date of this joint announcement.

Set out below is the shareholding structure of the Company (i) immediately after the Completion and before commencement of the Offer Period; and (ii) immediately upon the close of the Offers and as at the date of this joint announcement (subject to the completion of the transfers of those Offer Shares to the Offeror and parties acting in concert with it):

<b>Shareholders</b>	<b>Immediately after the Completion and before commencement of the Offer Period</b>		<b>Immediately upon the close of the Offers and as at the date of this joint announcement</b>	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
The Offeror and parties acting in concert with it	932,491,516	33.09	1,640,959,460	58.23
Other Shareholders	<u>1,885,758,428</u>	<u>66.91</u>	<u>1,177,290,484</u>	<u>41.77</u>
<b>Total</b>	<b><u>2,818,249,944</u></b>	<b><u>100.00</u></b>	<b><u>2,818,249,944</u></b>	<b><u>100.00</u></b>

Save for the aforesaid and the Offeror's interest in 98,500,000 Convertible Preference Shares, the Offeror and parties acting in concert with it did not (i) hold, control or direct any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company immediately before the Offer Period; nor (ii) acquire or agree to acquire any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or any rights over the Shares during the Offer Period. The Offeror and parties acting in concert with it have not 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.

## **PUBLIC FLOAT OF THE COMPANY**

Immediately after the close of the Offers and subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, a total of 815,138,945 Shares, representing approximately 28.92% of the entire issued ordinary share capital of the Company as at the date of this joint announcement, are held by the public (within the meanings of the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company is in compliance with the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules.

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, 3 July 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](http://www.huaxia-healthcare.com).*