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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)

**(1) APPOINTMENT OF DIRECTOR;
(2) RESIGNATION OF DIRECTORS;
(3) REDESIGNATION OF DIRECTOR;
(4) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND
(5) CHANGE OF AUTHORISED REPRESENTATIVE AND
COMPLIANCE OFFICER**

(1) APPOINTMENT OF DIRECTOR

The Board announces that, with effect from 23 July 2018, Mr. Ng has been appointed as an executive Director and the chairman of the Board.

(2) RESIGNATION OF DIRECTORS

The Board announces that, with effect from 23 July 2018, (a) Mr. Yung Ka Chun, Dr. Huang Jiaqing and Mr. Lin Jinzong have resigned as executive Directors; (b) Dr. Wong Yu Man, James and Mr. Tang Xun have resigned as non-executive Directors; and (c) Prof. Hu Shanlian, Prof. Lu Chuanzhen and Prof. Zhang Bin have resigned as independent non-executive Directors.

(3) REDESIGNATION OF DIRECTOR

The Board announces that, with effect from 23 July 2018, Mr. Chan has been redesignated as an executive Director.

* For identification purpose only

(4) CHANGE IN COMPOSITION OF BOARD COMMITTEES

With effect from 23 July 2018, the composition of the Board committees has been changed as follows:

Audit Committee

Prof. Hu Shanlian, Prof. Lu Chuanzhen and Prof. Zhang Bin have resigned as members of the Audit Committee. Ms. Wong Ka Wai, Jeanne remains as the chairlady of the Audit Committee, Dr. Lam Huen Sum and Mr. Liu Chenli remain as members of the Audit Committee.

Remuneration Committee

Prof. Hu Shanlian, Prof. Lu Chuanzhen and Prof. Zhang Bin have resigned as members of the Remuneration Committee. Ms. Wong Ka Wai, Jeanne remains as the chairlady of the Remuneration Committee, Mr. Zheng Gang, Dr. Lam Huen Sum and Mr. Liu Chenli remain as members of the Remuneration Committee.

Nomination Committee

Prof. Hu Shanlian, Prof. Lu Chuanzhen and Prof. Zhang Bin have resigned as members of the Remuneration Committee. Dr. Jiang Tao remains as the chairman of the Nomination Committee, Ms. Wong Ka Wai, Jeanne, Dr. Lam Huen Sum and Mr. Liu Chenli remain as members of the Nomination Committee.

(5) CHANGE OF AUTHORISED REPRESENTATIVE AND COMPLIANCE OFFICER

- (a) Mr. Yung Ka Chun ceased to act as authorised representative of the Company and compliance officer of the Company as required under the GEM Listing Rules with effect from 23 July 2018.
- (b) Mr. Ng has been appointed as authorised representative of the Company for the purpose of Rule 5.24 of the GEM Listing Rules and the compliance officer of the Company with effect from 23 July 2018

(1) APPOINTMENT OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Hua Xia Healthcare Holdings Limited (the “**Company**”) is pleased to announce that Mr. Ng Chi Lung (“**Mr. Ng**”) has been appointed as an executive Director and chairman of the Board with effect from 23 July 2018.

The biography of Mr. Ng is set out below:

Ng Chi Lung, aged 30, has six years of experience in founding new business and commercial management. Mr. Ng studied at Macquarie University (major in accounting) in Australia after obtained his diploma from the Sydney Institute of Business and Technology in year of 2008. Since February 2012, Mr. Ng founded and managed businesses including the scope of manufacturing and services sector. He was an executive director of Yueshou Environmental Holdings Limited (currently known as China Gem Holdings Limited) (stock code: 1191), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), from 19 September 2014 to 1 April 2016. Mr. Ng is currently an executive director and vice chairman of Theme International Holdings Limited (stock code: 990), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Ng has entered into a service agreement with the Company for a term of three years. He shall hold office until the next annual general meeting of the Company and shall then be eligible for re-election, and is also subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company and the the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of the Stock Exchange. Mr. Ng is entitled to a director’s fee of HK\$100,000 per month which is determined by arm’s length negotiation between Mr. Ng and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

As at the date of this announcement, Mr. Ng is personally interested in 59,000,000 shares of the Company (the “**Shares**”). Solar Star Global Limited (“**Solar Star**”) is interested in 1,581,959,460 Shares and 98,500,000 convertible preference shares of the Company (the “**CPS**”). Solar Star is owned as to 50% by Mr. Ng. Mr. Ng is deemed to be interested in those Shares and CPS held by Solar Star (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). Hence, Mr. Ng is interested in approximately 58.23% of the total issued ordinary share capital of the Company and 100% of the total issued CPS capital of the Company. Save as disclosed above, and Mr. Ng does not have any other interests in the shares or underlying shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Ng does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Ng does not have any other relationships with any of the directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed, there is no other information required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters in relation to the appointment of Mr. Ng that need to be brought to the attention of the shareholders of the Company (the “Shareholders”)

The Board would like to welcome Mr. Ng for joining the Board.

(2) RESIGNATION OF DIRECTORS

The Board announces that, with effect from 23 July 2018, (a) Mr. Yung Ka Chun, Dr. Huang Jiaqing and Mr. Lin Jinzong have resigned as executive Directors; (b) Dr. Wong Yu Man, James and Mr. Tang Xun have resigned as non-executive Directors; and (c) Prof. Hu Shanlian, Prof. Lu Chuanzhen and Prof. Zhang Bin have resigned as independent non-executive Directors. Despite his resignation as an executive Director, Mr. Lin Jinzong will remain as a director of a wholly-owned subsidiary of the Company.

The resignation of the above Directors was due to change in control of the Company as result of the unconditional mandatory cash offer made by Kingston Securities Limited for and on behalf of Solar Star to acquire all the issued shares in the Company and to cancel all outstanding options of the Company (other than those already owned by Solar Star and parties acting in concert with it), which closed on 3 July 2018.

Each of the resigning Directors has confirmed to the Board that there is no disagreement with the Board and that there is no other matter in relation to the respective resignations that need to be brought to the attention of the Shareholders.

The Board would like to extend its sincere gratitude to the resigning Directors for their valuable contribution during their tenure of office.

(3) REDESIGNATION OF DIRECTOR

The Board announces that, with effect from 23 July 2018, Mr. Chan Chi Ming, Tony (“**Mr. Chan**”) has been redesignated as an executive Director.

The biography of Mr. Chan is set out below:

Chan Chi Ming, Tony, aged 50, obtained his bachelor degree in commerce (majoring in accounting) from The Australian National University. He was admitted as a member of CPA Australia; and a member of The Hong Kong Institute of Certified Public Accountants. Mr. Chan has about 20 years of experience in business advisory, accounting and auditing. Mr. Chan is an independent non-executive director of Theme International Holdings Limited (stock code: 990) since May 2015; an executive director of Wan Kei Group Holdings Limited (stock code: 1718) since November 2016; and was the company secretary and authorised representative of Good Resources Holdings Limited (previously known as Good Fellow Resources Holdings Limited) (stock code: 109) from September 2007 to May 2017, all being companies listed on the Main Board of the Stock Exchange. Mr. Chan was appointed as a non-executive Director on 11 November 2016.

Save as disclosed, Mr. Chan does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Save for being a consultant who provides strategic advice to Bloom Dragon Finance Limited, a company incorporated in Hong Kong with limited liability, which is owned as to 50% by Mr. Ng and 50% by Good Fellow Group Limited, which, in turn, is directly and indirectly wholly-owned by Mr. Ng Leung Ho, the father of Mr. Ng, Mr. Chan does not have any other relationships with any of the directors, senior management, substantial or controlling shareholders of the Company.

The Company will enter into a new service contract with Mr. Chan and the director’s fee of Mr. Chan will be determined with reference to his duties and responsibilities. The amount of the remuneration is subject to the approval of the Board and the remuneration committee of the Company. Mr. Chan shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the articles of association of the Company.

Save as disclosed, Mr. Chan does not have any other interests in the Shares or underlying shares of the Company which are required to be disclosed pursuant to Part XV of the SFO. Save as disclosed, there is no other information required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters in relation to the appointment of Mr. Chan that need to be brought to the attention of the Shareholders.

(4) CHANGE IN COMPOSITION OF BOARD COMMITTEES

With effect from 23 July 2018, the composition of the Board committees has been changed as follows:

Audit Committee

Prof. Hu Shanlian, Prof. Lu Chuanzhen and Prof. Zhang Bin have resigned as members of the Audit Committee. Ms. Wong Ka Wai, Jeanne remains as the chairlady of the Audit Committee, Dr. Lam Huen Sum and Mr. Liu Chenli remain as members of the Audit Committee.

Remuneration Committee

Prof. Hu Shanlian, Prof. Lu Chuanzhen and Prof. Zhang Bin have resigned as members of the Remuneration Committee. Ms. Wong Ka Wai, Jeanne remains as the chairlady of the Remuneration Committee, Mr. Zheng Gang, Dr. Lam Huen Sum and Mr. Liu Chenli remain as members of the Remuneration Committee.

Nomination Committee

Prof. Hu Shanlian, Prof. Lu Chuanzhen and Prof. Zhang Bin have resigned as members of the Remuneration Committee. Dr. Jiang Tao remains as the chairman of the Nomination Committee, Ms. Wong Ka Wai, Jeanne, Dr. Lam Huen Sum and Mr. Liu Chenli remain as members of the Nomination Committee.

(5) CHANGE OF AUTHORISED REPRESENTATIVE AND COMPLIANCE OFFICER

- (a) Mr. Yung Ka Chun ceased to act as authorised representative of the Company and compliance officer of the Company as required under the GEM Listing Rules with effect from 23 July 2018.

- (b) Mr. Ng has been appointed as authorised representative of the Company for the purpose of Rule 5.24 of the GEM Listing Rules and the compliance officer of the Company with effect from 23 July 2018.

By order of the Board
Hua Xia Healthcare Holdings Limited
Ng Chi Lung
Chairman and Executive Director

Hong Kong, 23 July 2018

As at the date of this announcement, the Board comprises Mr. Ng Chi Lung, Dr. Jiang Tao, Mr. Zheng Gang and Mr. Chan Chi Ming, Tony as executive Directors; Ms. Wong Ka Wai, Jeanne, Dr. Lam Huen Sum and Mr. Liu Chenli as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes 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.