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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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of an annual general meeting of Hua Xia Healthcare Holdings Limited (the “**Company**”) dated 11 July 2018 (the “**Initial Notice**”), by which the Company convenes an annual general meeting (the “**AGM**”) to be held on Friday, 10 August 2018 at 3:30 p.m. at 19/F., New Wing, 101 King’s Road, Hong Kong and this supplemental notice shall be read together with the Initial Notice. Unless otherwise defined herein, capitalised terms used in this notice shall have the same meanings as those defined in the Initial Notice.

Reference is also made to the announcement of the Company dated 23 July 2018 (the “**Announcement**”) in relation to the appointment of executive Director. Subsequent to the despatch of the circular to the shareholders of the Company on 11 July 2018, the Company announced on 23 July 2018 that (i) Mr. Ng Chi Lung has been appointed as an executive Director and chairman of the Board with effect from 23 July 2018; and (ii) Mr. Yung Ka Chun, Dr. Huang Jiaqing, Mr. Lin Jinzong, Dr. Wong Yu Man, James, Mr. Tang Xun, Prof. Hu Shanlian, Prof. Lu Chuanzhen and Prof. Zhang Bin have resigned as Directors, details of which are contained in the Announcement. Accordingly, (i) pursuant to article 86(3) of the articles of association of the Company (the “**Articles of Association**”), Mr. Ng Chi Lung shall retire as Director and, being eligible, offer himself for re-election at AGM; and (ii) pursuant to article 87(1) of the Articles of Association, Mr. Zheng Gang and Mr. Chan Chi Ming, Tony shall retire as Directors and, being eligible, offer themselves for re-election at AGM.

* *For identification purpose only*

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that resolution 2 in the Initial Notice regarding the re-election of retiring directors of the Company be deleted in its entirety and replaced by the following:

- “2. to re-elect the following retiring directors of the Company (“**Director(s)**”), namely Mr. Ng Chi Lung, Mr. Zheng Gang, Mr. Chan Chi Ming, Tony, Dr. Lam Huen Sum and Mr. Liu Chenli;”

(Please refer to Appendix I for details of the biographies of Mr. Ng Chi Lung, Mr. Zheng Gang and Mr. Chan Chi Ming, Tony)

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

Hong Kong, 25 July 2018

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. 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/it 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 (the “**Company’s Branch Share Registrar**”), 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 Wednesday, 8 August 2018 (Hong Kong time)) or any adjournment thereof (the “**Latest Time for Proxy Submission**”).

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. Since the form of proxy (the “**Initial Proxy Form**”) sent together with the Initial Notice shall be revised in accordance with the proposed resolution 2 as set out in this notice, a new form of proxy (“**Revised Proxy Form**”) has been prepared and sent along with this notice.
6. A member who has not yet lodged the Initial Proxy Form with the Company’s Branch Share Registrar is requested to lodge the Revised Proxy Form if he/she/it wishes to appoint one or more proxies to attend and vote at the AGM on his/her/its behalf. In this case, the Initial Proxy Form should not be lodged with the Company’s Branch Share Registrar.
7. A member who has already lodged the Initial Proxy Form with the Company’s Branch Share Registrar should note that:
 - (i) if no Revised Proxy Form is lodged with the Company’s Branch Share Registrar before the Latest Time for Proxy Submission, the Initial Proxy Form will be treated as a valid proxy form lodged by him/her/it if correctly completed. The proxy so appointed by the member shall be required to vote in such manner as he/she may be directed under the Initial Proxy Form, and in respect of the proposed resolution 2 as set out in this notice, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution; or
 - (ii) if the Revised Proxy Form is lodged with the Company’s Branch Share Registrar before the Latest Time for Proxy Submission, the Revised Proxy Form will revoke and supersede the Initial Proxy Form previously lodged by the member. The Revised Proxy Form will be treated as a valid proxy form lodged by the member if correctly completed; or
 - (iii) if the Revised Proxy Form is lodged with the Company’s Branch Share Registrar after the Latest Time for Proxy Submission, the Revised Proxy Form will be deemed invalid. The Initial Proxy Form will be treated as a valid proxy form lodged by the member if correctly completed. The proxy so appointed by the member shall be required to vote in such manner as he/she may be directed under the Initial Proxy Form, and in respect of the proposed resolution 2 as set out in this notice, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution. Accordingly, members are advised not to lodge the Revised Proxy Form after the Latest Time for Proxy Submission. If members wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.
8. Any voting at the AGM shall be taken by poll.
9. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

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; and 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.

APPENDIX I

DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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

1. Mr. Ng Chi Lung

Mr. Ng Chi Lung (“**Mr. Ng**”), 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. Mr. Ng was appointed as an executive Director with effective from 23 July 2018.

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), a company listed on the Main Board of 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), a company 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 and the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM. 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 notice, Mr. Ng is personally interested in 59,000,000 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 the Shares and the 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) (the “**SFO**”). Hence, Mr. Ng is interested in approximately 58.23% of the issued share capital of the Company and 100% of the issued CPS capital of the Company. Save as disclosed above, 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**”).

2. Mr. Zheng Gang

Mr. Zheng Gang (“**Mr. Zheng**”), aged 50, holds a master degree in business administration from Cardiff Business School in the United Kingdom and a bachelor degree in engineering from Xiamen University in the People’s Republic China. Mr. Zheng has over 20 years of management experience in finance, investment and trading. Mr. Zheng was appointed as an executive director of the Company on 1 August 2007. Mr. Zheng is also directors of various wholly-owned and non-wholly-owned subsidiaries of the Company.

Mr. Zheng is an independent non-executive director of Smart-Core Holdings Limited (stock code: 2166) since March 2016; and a non-executive director of New Provenance Everlasting Holdings Limited (stock code: 2326) since May 2018, both being companies listed on the Main Board of the Stock Exchange.

Mr. Zheng has entered into a service agreement with the Company for a term of one year 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 and the GEM Listing Rules. Mr. Zheng is entitled to a director's fee of HK\$130,000 per month which is determined by arm's length negotiation between Mr. Zheng 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 notice, Mr. Zheng is personally interested in 6,044,000 Shares, representing approximately 0.21% of the issued share capital of the Company. Save as disclosed above, Mr. Zheng 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. Zheng 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. Zheng 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. Zheng that need to be brought to the attention of the Shareholders.

3. Mr. Chan Chi Ming, Tony

Mr. Chan Chi Ming, Tony ("Mr. Chan"), 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 and was re-designated as an executive Director with effective from 23 July 2018.

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 shall then be eligible for re-election, and subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association and the GEM Listing Rules.

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.