
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hua Xia Healthcare Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the EGM to be held at 19/F., New Wing, 101 King’s Road, Hong Kong on Thursday, 10 January 2019 at 2:30 p.m. is set out on pages 8 to 9 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event no later than 2:30 p.m. on Tuesday, 8 January 2019 or not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of publication and on the website of the Company at <http://www.huaxia-healthcare.com/>.

References to time and dates in this circular are to Hong Kong time and dates.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Hong Kong, 17 December 2018

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of the Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Hua Xia Healthcare Holdings Limited” to “Good Fellow Healthcare Holdings Limited”, and the change of its dual foreign name in Chinese from “華夏醫療集團有限公司” to “金威醫療集團有限公司” for identification purposes, subject to the approval of the Shareholders at the EGM
“Company”	Hua Xia Healthcare Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM (stock code: 8143)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 19/F., New Wing, 101 King’s Road, Hong Kong on Thursday, 10 January 2019 at 2:30 p.m. or any adjourned meeting thereof, to consider and, if thought fit, approve the Change of Company Name
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as may be amended from time to time)
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	13 December 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Ng Chi Lung

Dr. Jiang Tao

Mr. Zheng Gang

Mr. Chan Chi Ming, Tony

Registered Office:

P.O. Box 10008

Willow House

Cricket Square

Grand Cayman KY1-1001

Cayman Islands

Independent non-executive Directors:

Ms. Wong Ka Wai, Jeanne

Dr. Lam Huen Sum

Mr. Liu Chenli

Head office and Principal Place of

Business in Hong Kong:

19/F., New Wing

101 King's Road

Hong Kong

17 December 2018

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 7 December 2018 in respect of the proposed Change of Company Name.

The purpose of this circular is to provide you with information regarding the proposed Change of Company Name and to give you the notice of the EGM at which a special resolution will be proposed to approve the Change of Company Name.

This circular contains further information relating to the resolution proposed so as to enable you to make an informed decision on whether to vote for or against the resolution proposed. A notice for convening the EGM is also set out in this circular and a form of proxy is also included for your further action.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 7 December 2018 that it proposed to change the English name of the Company from “Hua Xia Healthcare Holdings Limited” to “Good Fellow Healthcare Holdings Limited”, and to change its dual foreign name in Chinese from “華夏醫療集團有限公司” to “金威醫療集團有限公司” for identification purposes, subject to the conditions set out below being fulfilled.

Conditions for the Change of Company Name

The proposed Change of Company Name is conditional upon the following conditions having been satisfied:

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name of the Company on the register of companies in place of the former English name and issues a certificate of incorporation on change of name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

As disclosed in the interim report of the Company for the six months ended 30 September 2018, the Group intends to further expand its market footprints into the People’s Republic of China in the near future using an international branding. The Board considers that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit the Company’s future business development. Therefore, the Board considers that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Change of Company Name

The proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company's daily business operation and its financial position.

All existing share certificates in issue bearing the Company's existing name shall continue to be evidence of legal title and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new names of the Company. Once the proposed Change of Company Name becomes effective, share certificates of the Company will be issued in the new names of the Company and the securities of the Company will be traded on GEM under the new names.

In addition, subject to confirmation by the Stock Exchange, the Company will change the English stock short name of the Company and adopt a Chinese stock short name for trading in the securities on the Stock Exchange after the proposed Change of Company Name becomes effective. Subject to the proposed Change of Company Name becoming effective, the Company will also adopt a new company logo.

Further announcement(s) will be made by the Company to inform the Shareholders of the effective date of the Change of Company Name, the new stock short names of the Company for trading of its shares on the GEM and other relevant information as and when appropriate.

EGM

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name. In compliance with the GEM Listing Rules, the resolution will be voted on by way of a poll at the EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the EGM.

A notice convening the EGM to be held at 19/F., New Wing, 101 King's Road, Hong Kong on Thursday, 10 January 2019 at 2:30 p.m. is set out on pages 8 to 9 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you are able to attend the EGM, Shareholders are advised to read the notice and to complete and sign the accompanying form of proxy for use at the EGM in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event no later than 2:30 p.m. on Tuesday, 8 January 2019 or not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

Voting by way of poll

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the special resolution to be considered and, if thought fit, passed at the EGM will be voted by way of poll by the Shareholders. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM to be held on Thursday, 10 January 2019, the register of members of the Company will be closed from Friday, 4 January 2019 to Thursday, 10 January 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 3 January 2019. All persons who are registered holders of the Shares on Thursday, 10 January 2019, the record date of the EGM, will be entitled to attend and vote at the EGM.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favor of the special resolution to be proposed at the EGM.

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

NOTICE OF EGM



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)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Hua Xia Healthcare Holdings Limited (the “Company”) will be held at 19/F., New Wing, 101 King’s Road, Hong Kong on Thursday, 10 January 2019 at 2:30 p.m. for the following purposes:

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution (with or without modifications) as a special resolution of the Company:

“THAT subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Hua Xia Healthcare Holdings Limited” to “Good Fellow Healthcare Holdings Limited”, and its dual foreign name in Chinese be changed from “華夏醫療集團有限公司” to “金威醫療集團有限公司” for identification purposes, with effect from the date of issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands, and that any one or more of the directors of the Company or the Company’s secretary be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the proposed change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board

Hua Xia Healthcare Holdings Limited

Ng Chi Lung

Chairman and Executive Director

Hong Kong, 17 December 2018

* For identification purpose only

NOTICE OF EGM

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event no later than 2:30 p.m. on Tuesday, 8 January 2019 or not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting.
3. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the EGM if so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
4. To ascertain a member's entitlement to attend and vote at the EGM, the Register of Members of the Company will be closed for registration of transfer of shares of the Company ("**Shares**") from Friday, 4 January 2019 to Thursday, 10 January 2019, both days inclusive, during which period no transfer of the Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 3 January 2019.
5. References to time and dates in this notice are to Hong Kong time and dates.
6. As at the date of this notice, 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.