



**華夏醫療集團有限公司**

**Hua Xia Healthcare Holdings Limited**

香港聯合交易所上市之公司

A Company Listed on the Stock Exchange of Hong Kong

Date: 5 June 2018

*To the Independent Shareholders and Optionholders*

Dear Sir or Madam,

**MANDATORY CONDITIONAL CASH OFFERS BY  
KINGSTON SECURITIES LIMITED  
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)**

**INTRODUCTION**

We refer to the Composite Document dated 5 June 2018 issued jointly by the Offeror and the Company of which this letter forms part. Capitalised terms used in this letter have the same meanings as defined elsewhere in the Composite Document unless the context requires otherwise.

We have been appointed to form the Independent Board Committee to consider the terms of the Offers and to advise you as to whether, in our opinion, the terms of the Offers are, or are not, fair and reasonable so far as the Independent Shareholders and Optionholders are concerned, and as to acceptances thereof and to make recommendations to the Independent Shareholders and Optionholders.

Nuada Limited has been appointed as the independent financial adviser to advise us in respect of the terms of the Offers and as to acceptance thereof. Details of its advice and the principal factors and reasons taken into account by it in arriving at its advice and recommendation are set out in the "LETTER FROM THE INDEPENDENT FINANCIAL ADVISER" on pages 30 to 53 of the Composite Document.

We also wish to draw your attention to the "LETTER FROM THE BOARD", the "LETTER FROM KINGSTON SECURITIES" and the additional information set out in the appendices to the Composite Document.

## RECOMMENDATION

Having considered the terms of the Offers and the letter of advice and recommendations from Nuada Limited, we consider that the terms of the Offers are fair and reasonable so far as the Independent Shareholders and Optionholders are concerned, and therefore we recommend the Independent Shareholders to accept the Share Offer and the Optionholders to accept the Option Offer. The Independent Shareholders and Optionholders are recommended to read the full text of the "LETTER FROM THE INDEPENDENT FINANCIAL ADVISER" set out in the Composite Document.


However, for those Independent Shareholders who are considering to realise all or part of their holdings in the Shares, they should monitor the Share price movement until near the end of the Offer Period. If the net proceeds from the sale of the Shares in the open market after deducting all transaction cost would exceed the net amount receivable under the Share Offer, the Independent Shareholders should consider selling their Shares in the market, rather than accepting the Share Offer.

Notwithstanding our recommendation, the Independent Shareholders and Optionholders should consider carefully the terms and conditions of the Offers. In any case, the Independent Shareholders and the Optionholders are strongly advised that the decision to realise or to hold their investment is subject to individual circumstances and investment objectives. If in doubt, the Independent Shareholders and the Optionholders should consult their own professional advisers for professional advice.

Yours faithfully,

By order of the Board

**Hua Xia Healthcare Holdings Limited**



**Dr. Wong Yu Man, James**  
*Non-executive Director*

**Mr. Tang Xun**  
*Non-executive Director*

**Ms. Wong Ka Wai, Jeanne**  
*Independent non-executive  
Director*

**Prof. Hu Shanlian**  
*Independent non-executive  
Director*

**Prof. Lu Chuazhen**  
*Independent non-executive  
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**Prof. Zhang Bin**  
*Independent non-executive  
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
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