



China HealthCare Holdings Limited

(中國衛生控股有限公司)*

(incorporated in Bermuda with limited liability)

(Stock code: 673)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING (AND ANY ADJOURNMENT THEREOF)

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ ordinary shares of HK\$0.10 each in the capital of China HealthCare Holdings Limited (中國衛生控股有限公司) (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or⁽³⁾ _____
of _____
as my/our proxy to attend and vote on my/our behalf at the Special General Meeting (the “Meeting”) of the Company to be held on Monday, 10 July 2006 at 10:00 a.m. at Rooms 1001-2, 10th Floor, Man Yee Building, 68 Des Voeux Road Central, Hong Kong (or any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting (with or without modifications) as directed below or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve the ordinary resolution no. 1 as set out in the notice of the Meeting.		
2.	To approve the ordinary resolution no. 2 as set out in the notice of the Meeting.		
3.	To approve the ordinary resolution no. 3 as set out in the notice of the Meeting.		
4.	To approve the ordinary resolution no. 4 as set out in the notice of the Meeting.		
5.	To approve the ordinary resolution no. 5 as set out in the notice of the Meeting.		
	SPECIAL RESOLUTION		
6.	To approve the special resolution no. 6 as set out in the notice of the Meeting.		

Signature _____ Date _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If a proxy other than the Chairman is preferred, strike out “the Chairman of the Meeting or” and insert the name and address of the person proposed to be appointed as proxy in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”. Failure to complete any of the boxes will entitle your proxy to cast his votes or abstain on the relevant Ordinary Resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any other resolution properly put to the Meeting.
5. Any member entitled to attend and vote at the Meeting is entitled to appoint another person to act as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
6. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised, to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
8. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company’s branch share registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or any adjournment thereof, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
9. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

* For identification only