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China HealthCare Holdings Limited
中國衛生控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 673)

**SUPPLEMENTAL AGREEMENT TO THE PREFERENCE SHARES
AGREEMENT IN RELATION TO REDEMPTION OF
THE PREFERENCE SHARES**

On 31 March 2013, China HealthCare Holdings Limited (the “Company”) and the beneficial owner of the redeemable convertible cumulative Preference Shares in principal amount US\$15 million (the “Preference Shares”) Capital Foresight, entered into the Supplemental Agreement (the “Supplemental Agreement”) to the Preference Shares Agreement dated 24 November 2012 (the “PS Agreement”), Pursuant to which, the Company shall redeem, and Capital Foresight shall accept the redemption of the Preference Shares in full and final settlement on or before 30 November 2013.

Reference is made to the Company’s announcement dated 25 November 2012 in relation to, among other things, the redemption of the Preference Shares. Capital terms used herein shall have the same meaning as defined in the announcement dated 25 November 2012 unless otherwise stated.

On 31 March 2013, the Company and Capital Foresight entered into the Supplemental Agreement to agree the following arrangement as an extension and supplement to the PS Agreement.

Pursuant to the Supplemental Agreement, the Company shall redeem, and Capital Foresight shall accept the redemption of the Preference Shares in full and final settlement in cash US\$15 million plus other considerations on or before 30 November 2013 as described below.

The settlement of the dividends of the Preference Shares up to 30 November 2012 shall still follow the PS Agreement, i.e. in the promissory note issued by the Company; and the dividends of the Preference Shares from 1 December 2012 remain at the annual rate of 5% on the principal amount, which the

* *for identification purpose only*

Company shall have the right to settle by procuring such number of the ordinary shares of the Company at the price of HK\$0.3201 per share to Capital Foresight upon the payment of US\$15 million.

The Company is using its best endeavors to procure the Fund Raising and agreed to apply HK\$10 million of the proceeds as the non-refundable deposit for the redemption of the Preference Shares upon the materialization of the Fund Raising (the “Deposit”), and the Supplemental Agreement is conditional upon receipt of the Deposit by Capital Foresight.

As at the date hereof, the Company has not entered into any legally-binding agreement with respect to the Fund Raising. If the Fund Raising materializes, further announcement will be made by the Company in accordance with the Listing Rules as and when appropriate.

As the Fund Raising may or may not materialize, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By Order of the Board
China HealthCare Holdings Limited
Zhou Bao Yi
Executive Director

Hong Kong, 31 March 2013

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Jia Hong Sheng (Chairman), Dr. Li Zhong Yuan, Mr. Zhou Bao Yi and Mr. Chung Ho; one non-executive Director, namely, Mr. Martin Treffer; and three independent non-executive Directors, namely, Mr. Mu Xiangming, Mr. Jiang Bo and Dr. Yan Shi Yun.