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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)

NOTICE OF SGM

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of China HealthCare Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on 23 July 2014, Wednesday at Unit 801, 8/F., China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong, for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the subscription agreement dated 3 June 2014 (a copy of which marked “A” has been produced to the Meeting and signed by the Chairman of the Meeting for the purpose of identification) entered into among the Company, Lin & Li Investment Limited and Mr. Lin Grant Xiao-Bin in relation to the subscription by Lin & Li Investment Limited of a convertible note in principal amount of HK\$195,000,000 to be issued by the Company (the “**Convertible Note**”), details of which are set out in the circular of the Company to the shareholders dated 7 July 2014 (the “**Circular**”), and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Conversion Shares (as defined below), the allotment and issue of new shares upon the exercise of the conversion rights attaching to the Convertible Note (the “**Conversion Shares**”) in the share capital of the Company be and is hereby approved, and the directors of the Company (the “**Directors**”) be

* for identification purpose only

and are hereby granted a specific mandate to allot and issue the Conversion Shares pursuant to and in accordance with the terms and conditions of the instrument constituting the Convertible Note; and

- (c) the Directors be and are hereby authorized to do all such acts and things and execute such further documents and take all steps which, in their opinion may be necessary, desirable or expedient to implement and give effect to the terms of, and all transactions contemplated under the aforementioned subscription agreement for and on behalf of the Company and to approve any change and amendment thereto as they may consider necessary, desirable or expedient.

Yours faithfully,
By order of the Board
China HealthCare Holdings Limited
Zhou Bao Yi
Executive Director

Hong Kong, 7 July 2014

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal Place of Business:

Unit 801, 8/F
China Insurance Group Building
141 Des Voeux Road Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognized clearing house (or its nominees(s) and in each case, being a corporation), it may authorize such persons as it thinks fit to act as its representatives at the Meeting and vote in its stead.
2. A form of proxy for use in connection with the Meeting is enclosed with this circular. To be valid, the form of proxy, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be lodged with the branch share registrar of the Company in Hong Kong, 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 Meeting or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude any member of the Company from attending and voting in person at the Meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.

4. In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
5. As at the date of this notice, the Board comprises five executive Directors, namely Mr. Jia Hong Sheng (Chairman), Dr. Li Zhong Yuan, Mr. Zhou Bao Yi, Mr. Chung Ho and Mr. Wang Jingming; and four independent non-executive Directors, namely Mr. Mu Xiangming, Mr. Jiang Bo, Dr. Yan Shi Yun and Mr. Zhao Hua.