

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 673)

**COMPLETION OF SUBSCRIPTION OF NEW SHARES  
AND  
CONVERSION OF CONVERTIBLE NOTE**

The condition precedent for the Subscription has been fulfilled and the Subscription was completed on 22 April 2015. The Subscription Shares, representing approximately 6.67% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares and Conversion Shares, were allotted and issued to the Subscribers on 22 April 2015 in accordance with the terms and conditions of the Subscription Agreement.

The Noteholders of the Convertible Note have exercised their rights to convert HK\$184,550,000 of the outstanding principal amount of the Convertible Note into Conversion Shares at the conversion price of HK\$0.15 per Conversion Share. An aggregate of 1,230,333,333 Conversion Shares, representing approximately 60.01% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares and Conversion Shares, were allotted and issued to the Noteholders on 22 April 2015 in accordance with the terms and conditions of the Convertible Note.

References are made to the announcement of China HealthCare Holdings Limited (the “Company”) dated 14 April 2015 in relation to the Subscription (the “Share Subscription Announcement”) and the announcement and circular of the Company dated 3 June 2014 and 4 July 2014 respectively in relation to the subscription of convertible note in principal amount of HK\$195,000,000 issued by the Company (the “Convertible Note”). Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as those defined in the Share Subscription Announcement.

\* *for identification purposes only*

The Board is pleased to announce that the condition precedent for the Subscription has been fulfilled and the Subscription was completed on 22 April 2015. The Subscription Shares, representing approximately 6.67% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares and Shares allotted and issued by the Company upon the exercise of the conversion rights attaching to the Convertible Note (the “Conversion Shares”), were allotted and issued to the Subscribers on 22 April 2015 in accordance with the terms and conditions of the Subscription Agreement.

Meanwhile, the holders of the Convertible Note (the “Noteholders”) have exercised their rights attaching to the Convertible Note to convert HK\$184,550,000 of the outstanding principal amount of the Convertible Note into Conversion Shares at the conversion price of HK\$0.15 per Conversion Share. An aggregate of 1,230,333,333 Conversion Shares, representing approximately 60.01% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares and Conversion Shares, were allotted and issued to the Noteholders on 22 April 2015 in accordance with the terms and conditions of the Convertible Note.

Set out below is the shareholding structure of the Company immediately before and after the issue of the Subscription Shares and Conversion Shares:

	Immediately before the issue of the Subscription Shares and Conversion Shares		Immediately after the issue of the Subscription Shares and Conversion Shares	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Firstsail Investments Limited ( <i>Note 1</i> )	100,000,000	14.63	100,000,000	4.88
Dragonrisecapital Advisors Inc. ( <i>Note 2</i> )	48,155,474	7.05	48,155,474	2.35
Dr. Li Zhong Yuan ( <i>Note 3</i> )	24,443,000	3.58	24,443,000	1.19
Mr. Zhou Bao Yi	1,002,000	0.15	1,002,000	0.05
Mr. Mu Xiangming	261,000	0.04	261,000	0.01
Mr. Jiang Bo	261,000	0.04	261,000	0.01
Speedy Brilliant Investments Limited ( <i>Note 4</i> )	–	–	375,400,000	18.31
Mr. Ying Wei	–	–	272,000,000	13.27
Mr. Hong Bo	1,713,000	0.25	92,074,939	4.49
Capital Foresight Limited ( <i>Note 5</i> )	–	–	46,296,000	2.26
Other public Shareholders	<u>507,454,221</u>	<u>74.26</u>	<u>1,090,387,554</u>	<u>53.18</u>
	<u><u>683,289,695</u></u>	<u><u>100.00</u></u>	<u><u>2,050,280,967</u></u>	<u><u>100.00</u></u>

*Notes:*

1. As at the date of this announcement, Firstsail Investments Limited is beneficially owned as to 50% by Ms. Chan Lee On and 50% by Mr. Shen Yuluo.
2. As at the date of this announcement, Dragonrisecapital Advisors Inc. is beneficially wholly-owned by Mr. Yeung Ning.
3. These Shares are held by Timenew Limited, which is wholly-owned by Dr. Li Zhong Yuan as at the date of this announcement.
4. As at the date of this announcement, Speedy Brilliant Investments Limited is beneficially wholly-owned by Mr. Zhou Disun.
5. As at the date of this announcement, Capital Foresight Limited is beneficially owned as to 36% by Mr. Chen Li Bo and 36% by Mr. Yu Feng.

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

Hong Kong, 22 April 2015

*As at the date of this announcement, 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.*