
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in China HealthCare Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank manager, licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED CHANGE OF COMPANY NAME

A notice convening a special general meeting of China HealthCare Holdings Limited to be held at 10:00 a.m. on 29 September 2015 (Tuesday) at Unit 801, 8/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong is set out on pages 6 to 7 of this circular. A form of proxy for use by the shareholders at the special general meeting is also enclosed with this circular. Whether or not you intend to attend the special general meeting, you are advised to read the notice and complete the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and return the form of proxy to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

7 September 2015

* for identification purpose only

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Notice of SGM	6

DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context otherwise requires:

“Change of Company Name”	the change of the English name of the Company from “China HealthCare Holdings Limited” to “China Health Group Limited” and adoption of “中國衛生集團有限公司” as the secondary name of the Company to replace the existing name in Chinese “中國衛生控股有限公司” (which was adopted for identification purpose only)
“Company”	China HealthCare Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	4 September 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be convened and held on 29 September 2015 to consider and, if thought fit, approve the Change of Company Name
“Share(s)”	ordinary share(s) of HK\$0.1 each in the capital of the Company;
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 673)

Executive Directors:

Mr. Jia Hong Sheng (*Chairman*)

Dr. Li Zhong Yuan

Mr. Zhou Bao Yi

Mr. Chung Ho

Mr. Wang Jingming

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-Executive Directors:

Mr. Mu Xiangming,

Mr. Jiang Bo

Dr. Yan Shi Yun

Mr. Zhao Hua

Principal place of business:

Unit 801, 8/F

China Insurance Group Building

141 Des Voeux Road

Central

Hong Kong

7 September 2015

*To the Shareholders and for information only,
the holders of the Preference Shares*

Dear Sirs,

CHANGE OF COMPANY NAME

INTRODUCTION

Reference is made to the announcement of the Company dated 7 September 2015 relating to the Change of Company Name.

The Change of Company Name is subject to the approval by the Shareholders, by way of poll, at the SGM. The purpose of this circular is to provide you with further details of the Change of Company Name and a notice convening the SGM.

* for identification purpose only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China HealthCare Holdings Limited” to “China Health Group Limited” and adopt “中國衛生集團有限公司” as the secondary name of the Company to replace the existing name in Chinese of “中國衛生控股有限公司” (which was adopted for identification purpose only).

Conditions for the Change of Company Name

The proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in Bermuda granting approval for the Change of Company Name.

The relevant filings with the Registrar of Companies in Bermuda will be made after the passing of the special resolution at the SGM. Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new names of the Company on the register maintained by the Registrar of Companies in Bermuda. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Board considers that the Change of Company Name will provide a new corporate identity and image of the Company which is in line with the business development of the Group and believes that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effects on the Change of Company Name

The proposed Change of Company Name will not affect any right of the Shareholders or the daily business operation of the Company and its financial position. The existing share certificates in issue bearing the existing name of the Company will, after the proposed Change of Company Name becomes effective, continue to be evidence of title to such shares and will continue to be valid for trading, settlement, registration and delivery for the same number of shares in the new name of the Company. There will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new names of the Company. Once the Change of Company Name becomes effective, any new share certificate will be issued in the new names of the Company.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM and the effective date of the Change of Company Name.

LETTER FROM THE BOARD

Adoption of new company logo

Upon the Change of Company Name becomes effective, the Company will adopt the following image as the new logo of the Company:



SGM

The SGM will be convened by the Company at 10:00 a.m. on 29 September 2015 (Tuesday) at Unit 801, 8/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong for the purposes of considering and, if thought fit, approving the Change of Company Name, by way of poll.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has direct or indirect material interest in the Change of Company Name and accordingly, no Shareholders are required to abstain from voting on the resolution.

The notice of SGM is set out on pages 6 to 7 of this circular. A form of proxy for use at the SGM is also enclosed herewith. Whether or not you intend to attend the SGM, you are advised to read the notice and complete the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and return the form of proxy to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

RECOMMENDATION

The Board considers that the Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the special resolution to approve the Change of Company Name.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their

LETTER FROM THE BOARD

knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the Board

China HealthCare Holdings Limited

Zhou Bao Yi

Executive Director

NOTICE OF SGM



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 673)

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 29 September 2015 (Tuesday) 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 special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon approval of the Registrar of Companies in Bermuda, the English name of the Company be changed from “China HealthCare Holdings Limited” to “China Health Group Limited” and “中國衛生集團有限公司” be adopted as the secondary name of the Company to replace the existing name in Chinese of “中國衛生控股有限公司” (which was adopted for identification purpose only), and that 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 change of the Company’s names and to attend to any necessary registration and/or filing for and on behalf of the Company.”

Yours faithfully,

By order of the Board

China HealthCare Holdings Limited

Zhou Bao Yi

Executive Director

Hong Kong, 7 September 2015

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

* for identification purpose only

NOTICE OF SGM

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.
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 purpose, 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.