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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 SPECIAL GENERAL MEETING**

**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

\* *for identification purpose only*

*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.
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.