



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 “SGM”) of China HealthCare Holdings Limited (the “Company”) will be held at 9th Floor, Shun Ho Tower, 24-30 Ice House Street, Central, Hong Kong, on 20 May 2008 at 10:00 a.m. for the purpose of transacting the following business:

ORDINARY RESOLUTION

“**THAT**:-

- a) the sale and purchase agreement (the “Agreement”) entered into between Panjinfenyuan Technology Investment Limited (盤錦鋒源科技投資有限公司) as vendor (the “Vendor”) and Success Gateway Investments Limited, a wholly-owned subsidiary of the Company, as purchaser (the “Purchaser”) dated 28 February 2008, whereby the Purchaser conditionally agreed to purchase from the Vendor the remaining 30% of the existing issued share capital of Shanghai Harvest Network Technology Co. Limited (the “Target”) with a total consideration of HK\$41.5 million, of which HK\$21.5 million shall be satisfied in cash and HK\$20.0 million shall be satisfied by the Company’s issuance of the convertible notes of a principal amount of HK\$20.0 million (the “Convertible Notes”) with an initial conversion price of HK\$1.16 per share (subject to adjustments), a copy of which has been produced to the meeting and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereby be and are hereby approved, ratified and confirmed;
- b) the issue of the Convertible Notes in accordance with the terms and conditions of the Agreement and the transactions contemplated thereunder be and hereby approved; and
- c) the directors of the Company be and are hereby authorized to allot and issue the ordinary shares of HK\$0.1 each in the share capital of the Company upon the exercise of the conversion rights attaching to the Convertible Notes and to do all such acts and things and execute such further documents and take all steps which, in his (or their) opinion may necessary, desirable and expedient to implement and/or give effect to the terms of, and all transactions contemplated under the Agreement for and on behalf of the Company and to approve any change and amendment thereto as he (or they) may consider necessary, desirable or expedient.”

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

Hong Kong, 30 April 2008

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a 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 authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the SGM or any adjourned meeting thereof should he so wishes.
3. In case of joint shareholdings, 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 shareholdings.

As at the date of this announcement, the Board comprises three executive Directors, namely, Dr. Li Zhong Yuan, Mr. Lee Jong Dae and Mr. Zhou Bao Yi; 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.