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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)

**AMENDMENT OF TERMS AND EXTENSION OF LONG STOP DATE
IN RELATION TO
THE SUBSCRIPTION OF CONVERTIBLE NOTES AND GRANT OF
OPTIONS FOR SUBSCRIPTION OF CONVERTIBLE NOTES**

CHANGES IN CONDITIONS PRECEDENT

The Company and the Subscribers entered into the sixth supplemental agreements to amend the terms of the April Subscription Agreements to reflect their mutual agreements to the changes in the conditions precedent for the Subscription and the Grant of Options. Details of the changes are set out below in this announcement.

EXTENSION OF THE LONG STOP DATE

As additional time is required for fulfillment of the conditions precedent for the Subscription and the Grant of Options, the long stop date for fulfillment of the conditions precedent of the Subscription and the Grant of Options shall be further extended to 31 December 2015.

References are made to the announcements of China HealthCare Holdings Limited (the “Company”) dated 8 April 2014, 30 September 2014, 15 January 2015, 30 January 2015, 15 April 2015, 30 April 2015, 30 June 2015, 28 August 2015 and 15 September 2015 in relation to, among others, the April Subscription. Unless otherwise stated, capitalized terms used herein shall have the same meanings as ascribed thereto in the abovementioned announcements.

* *for identification purpose only*

CHANGES IN CONDITIONS PRECEDENT

In order to align the timing for receipt of proceeds from the Subscription and the Grant of Options with the schedule of the Group's business acquisition activities, the Company and the Subscribers entered into the sixth supplemental agreements (the "6th Supplemental Agreements") to amend the terms of the April Subscription Agreements to reflect their mutual agreements to the changes in the conditions precedent for completion of the Subscription and the Grant of Options. Pursuant to the April Subscription Agreements dated 8 April 2014, completion of both the Subscription and the Grant of Options are subject to the same set of conditions precedent as set out below:

- (a) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Conversion Shares;
- (b) the passing by the Shareholders at the SGM an ordinary resolution approving the Subscription Agreements and the transactions contemplated thereunder, including but not limited to the issue of the Convertible Notes and the Option CN, the Grant of Options and the allotment and issue of the Conversion Shares;
- (c) the passing by the directors of the Subscribers of a resolution approving the Subscription Agreements and the transactions contemplated thereunder, including but not limited to the subscription of the Convertible Notes;
- (d) the completion of the possible acquisition by the Company or its subsidiaries of certain interests in companies which are principally engaged in provision of healthcare services in the PRC;
- (e) the warranties provided by the Company in the Subscription Agreements remaining true and accurate and not misleading in all respects as at the date of Completion; and
- (f) the warranties provided by the Subscribers in the Subscription Agreements remaining true and accurate and not misleading in all respects as at the date of Completion.

According to the 6th Supplemental Agreements, the completion of the Subscription and the Grant of Options shall be subject to different set of conditions precedent. Completion of the Subscription is conditional upon conditions (a), (b), (c), (e) and (f) set out above being fulfilled (or waived by the relevant party in writing) whereas completion of the Grant of Options is conditional upon, inter alia, all the conditions (a), (b), (c), (d), (e) and (f) set out above being fulfilled (or waived by the relevant party in writing). Completion of the Subscription and completion of the Grant of Options are independent and not conditional upon each other.

EXTENSION OF THE LONG STOP DATE

Pursuant to the fifth supplemental agreements to the April Subscription Agreements, the long stop date for fulfillment of the April Subscription Conditions was extended to 30 September 2015. As additional time is required for fulfillment of the conditions precedent for the Subscription and the Grant of Options, the long stop date for fulfillment of the conditions precedent of the Subscription and the Grant of Options shall be further extended to 31 December 2015.

Save as disclosed above, all other terms and conditions of the April Subscription Agreements remain unchanged and in full force and effect in all respects.

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

Hong Kong, 18 September 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.