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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 3 November 2015 (Tuesday), at Room 2014-2015, 20/F., Hutchison House, 10 Harcourt Road, Central, Hong Kong, for the purposes of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the subscription agreement dated 8 April 2014 and the supplemental agreements dated 30 September 2014, 30 January 2015, 30 April 2015, 30 June 2015, 28 August 2015, 18 September 2015 and 13 October 2015 (a copy of which marked “A” have been produced to the Meeting and signed by the Chairman of the Meeting for the purpose of identification) entered into between the Company and Zheng Hua Investment Limited in relation to the subscription by Zheng Hua Investment Limited of convertible notes in principal amount of HK\$195 million to be issued by the Company, details of which are set out in the circular of the Company to the shareholders dated 19 October 2015 (the “Circular”), and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the Conversion Shares (as defined below), the allotment and issue of new shares upon the exercise of the conversion right attaching to the convertible notes (the “Conversion Shares”) in the share capital of the Company be and is hereby approved, and the directors

* *for identification purpose only*

of the Company (the “Directors”) be and are hereby granted a specific mandate to allot and issue the Conversion Shares pursuant to and in accordance with the terms and conditions of the instrument constituting the convertible notes; and

- (c) 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 terms of, and all transactions contemplated under, the aforementioned subscription agreement and supplemental agreements for and on behalf of the Company and to approve any change and amendment thereto as they may consider necessary, desirable or expedient.”

2. “**THAT:**

- (a) the subscription agreement dated 8 April 2014 and the supplemental agreements dated 30 September 2014, 30 January 2015, 30 April 2015, 30 June 2015, 28 August 2015, 18 September 2015 and 13 October 2015 (a copy of which marked “B” have been produced to the Meeting and signed by the Chairman of the Meeting for the purpose of identification) entered into between the Company and Pacas Worldwide Limited in relation to the subscription by Pacas Worldwide Limited of convertible notes in principal amount of HK\$30 million to be issued by the Company, details of which are set out in the Circular, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the Conversion Shares, the allotment and issue of the Conversion Shares be and is hereby approved, and the Directors be and are hereby granted a specific mandate to allot and issue the Conversion Shares pursuant to and in accordance with the terms and conditions of the instrument constituting the convertible notes; and
- (c) 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 terms of, and all transactions contemplated under, the aforementioned subscription agreement and supplemental agreements for and on behalf of the Company and to approve any change and amendment thereto as they may consider necessary, desirable or expedient.”

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

Hong Kong, 19 October 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

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.