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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)

**REQUISITION OF SPECIAL GENERAL MEETING
BY SHAREHOLDERS**

This announcement is made by China HealthCare Holdings Limited (the “**Company**”), pursuant to Rule 13.09 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (the “**SFO**”, Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that on 30 December 2015, the Board received a requisition notice (the “**Requisition Notice**”) dated 30 December 2015 from Speedy Brilliant Investments Limited and Richer Global Holdings Limited (the “**Requisition Shareholders**”). Pursuant to the Requisition Notice, it is stated that, subject to the verification of the Company, (1) the Requisition Shareholders are the registered shareholders of the Company collectively holding an aggregate of 277,110,000 ordinary shares of the Company (the “**Shares**”) representing approximately 13.07% of the issued shares of the Company as at the date of the Requisition Notice; and (2) Speedy Brilliant Investments Limited is acting in concert with Mr. Ying Wei, where Mr. Ying Wei is interested in 253,469,000 ordinary shares in the Company, representing approximately 11.96% of the issued shares of the Company.

* *for identification purpose only*

The Requisition Shareholders requested the Board to convene a special general meeting (the “**SGM**”) within 21 days from the date of deposit of the Requisition Notice in accordance with Bye-law 58 of the Bye-Laws of the Company for the purpose of considering and, if thought fit, passing the following resolutions (the “**Requisition Resolutions**”) by way of ordinary resolutions of the Company:

1. THAT the maximum number of directors of the Company be increased from 15 to 30 with immediate effect;
2. THAT Mr. Ying Wei be appointed as a non-executive director of the Company with immediate effect;
3. THAT Mr. Zhao Bing be appointed as a non-executive director of the Company with immediate effect;
4. THAT Mr. Xing Yong be appointed as a non-executive director of the Company with immediate effect;
5. THAT Ms. Wei Changying be appointed as a non-executive director of the Company with immediate effect;
6. THAT Mr. Zhang Song be appointed as a non-executive director of the Company with immediate effect;
7. THAT Mr. Pei Kewei be appointed as a non-executive director of the Company with immediate effect;
8. THAT Ms. Yang Ying be appointed as a non-executive director of the Company with immediate effect;
9. THAT Mr. Wang Zili be appointed as a non-executive director of the Company with immediate effect;
10. THAT Mr. Wang Yongqing be appointed as a non-executive director of the Company with immediate effect;
11. THAT Mr. Xiao Zuhe be appointed as an independent non-executive director of the Company with immediate effect;
12. THAT Mr. Wang Qingyou be appointed as an independent non-executive director of the Company with immediate effect;
13. THAT Mr. Zou Lian be appointed as an independent non-executive director of the Company with immediate effect;

14. THAT Ms. Yang Huimin be appointed as an independent non-executive director of the Company with immediate effect; and

by way of special resolutions of the Company:

15. THAT Mr. Jia Hong Sheng be removed as a director of the Company with immediate effect;

16. THAT Dr. Li Zhong Yuan be removed as a director of the Company with immediate effect;

17. THAT Mr. Zhou Bao Yi be removed as a director of the Company with immediate effect;

18. THAT Mr. Mu Xiangming be removed as a director of the Company with immediate effect;

19. THAT Mr. Jiang Bo be removed as a director of the Company with immediate effect;

20. THAT Dr. Yan Shi Yun be removed as a director of the Company with immediate effect;

21. THAT Mr. Zhao Hua be removed as a director of the Company with immediate effect; and

22. THAT each of the directors appointed to the Board of Directors of the Company between the date of the Requisition Notice and the date of the SGM be removed.

Pursuant to Bye-law 58 of the Bye-Laws of the Company, any one or more duly registered holder of shares in the capital of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit, the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provision of Section 74(3) of the Bermuda Companies Act.

As at the date of this announcement, the Requisition Shareholders have not provided any explanatory information in respect of the Requisition Resolutions. Accordingly, the Board is currently not able to provide Shareholders with any explanatory information in respect of the Requisition Resolutions for consideration.

The Board is now in the course of obtaining legal advice from Bermuda counsel in respect of the legality and procedural regularity of the Requisition Notice. Upon obtaining relevant Bermuda legal advice, the Board would transact the matter set out in the Requisition Notice and the Company will, if necessary, made further announcement in respect of the Requisition Notice and, if appropriate, the SGM to be convened for the purpose of considering, and if thought fit, passing the Requisition Resolutions pursuant to the relevant requirements under Bermuda law and the Bye-laws.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 31 December 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.