



**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, No. 24-30 Ice House Street, Central, Hong Kong on 15 October 2008 at 10:30 a.m. for the purpose of transacting the following business:

**ORDINARY RESOLUTION**

“**THAT:**–

- (a) the subscription agreement (the “Subscription Agreement”) entered into between, inter alia, the Company, Success Gateway Investments Limited (“Success Gateway”), a wholly-owned subsidiary of the Company, Dr. Li Zhong Yuan, DLB Harvest LLC and Jade Capital LLC, and dated 2 September 2008, pursuant to which, (i) Success Gateway conditionally agreed to issue and sell to DLB Harvest LLC and Dr. Li Zhong Yuan 18,000,000 unlisted redeemable convertible cumulative preference shares of US\$1.00 each in the capital of Success Gateway (the “Convertible Preference Shares”) and 1,500,000 Convertible Preference Shares respectively at a cash consideration of US\$1.00 per Convertible Preference Share; (ii) Dr. Li Zhong Yuan and Jade Capital LLC agreed to subscribe for additional 1,500,000 Convertible Preference Shares and 2,000,000 Convertible Preference Shares respectively at the consideration of US\$1.00 per Convertible Preference Share no later than 31 December 2008; (iii) Jade Capital LLC and Dr. Li Zhong Yuan agreed to subscribe for 4,000,000 warrants (“Warrants”), each of which carries the right to subscribe for one Convertible Preference Share, and 600,000 Warrants at the consideration of US\$200,000 and US\$30,000 respectively; and (iv) the Company agreed to sell, and Success Gateway agreed to redeem, 3,000,000 common shares of Success Gateway after the subdivision of the existing and unissued common shares of Success Gateway on the basis of 205,000 subdivided shares for one existing common share, 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; and

\* *For identification purpose only*

- (b) the directors of Success Gateway be and are hereby authorized to allot and issue the common shares of US\$1.00 each in the share capital of Success Gateway upon the exercise of the conversion rights attaching to the Convertible Preference Shares 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 Subscription Agreement for and on behalf of Success Gateway and to approve any changes and amendments 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 September 2008

*Notes:*

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and cast on a poll vote instead of him at the SGM. 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 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 shareholdings.
4. As at the date hereof, the board of directors of the Company 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.