



China HealthCare Holdings Limited

中國衛生控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 673)

FORM OF PROXY FOR USE AT THE 2009 ANNUAL GENERAL MEETING

I/We^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.10 each in the capital of China HealthCare Holdings Limited (中國衛生控股有限公司*) (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or^(Note 3) _____
of _____
as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held on Friday, 28 August 2009 at 10:00 a.m. at 5/F., Building 88, 1199 North Qin Zhou Road, Caohejing Hi-Tech Park, Xuhui District, Shanghai, China (or any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting (with or without modifications) as directed below or if no such indication is given, as my/our proxy thinks fit.^(Note 4)

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors for the year ended 31 March 2009.		
2A.	(i) To re-elect Mr. Lee Jong Dae as a director.		
	(ii) To re-elect Mr. Mu Xiang Ming as a director.		
	(iii) To re-elect Dr. Yan Shi Yun as a director.		
2B.	To authorize the board of directors of the Company to appoint additional directors, where necessary.		
2C.	To authorize the board of directors of the Company to fix the respective directors' remuneration.		
3.	To re-appoint Messrs. SHINEWING (HK) CPA Limited as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company not exceeding 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
5.	To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the directors to allot, issue and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.		

Signature^(Note 5) _____

Date _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If a proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the person proposed to be appointed as proxy in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST". Failure to complete any of the boxes will entitle your proxy to cast his votes or abstain on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any other resolution properly put to the Meeting.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
6. Any member entitled to attend and vote at the Meeting is entitled to appoint another person to act as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
7. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
8. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjourned meeting.
9. Where there are joint holders of any share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

* For identification purposes only