



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/08/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China HealthCare Holdings LimitedDate Submitted 05/09/2013**I. Movements in Authorised Share Capital****1. Ordinary Shares**

(1) Stock code :	<u>673</u>	Description :	<u>CHINA HEALTHCARE</u>	
		No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month		<u>100,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$10,000,000,000.00</u>
Increase/(decrease)		<u>Nil</u>		<u>Nil</u>
Balance at close of the month		<u>100,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$10,000,000,000.00</u>
(2) Stock code :	<u>N/A</u>	Description :	<u>N/A</u>	
		No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

## 2. Preference Shares

Stock code :	<u>      N/A      </u>	Description :	<u>Redeemable Convertible Cumulative Preference Shares</u>	
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )	
Balance at close of preceding month	<u>      15,000      </u>	<u>      US\$0.01      </u>	<u>      US\$150.00      </u>	
Increase/(decrease)	<u>      Nil      </u>		<u>      Nil      </u>	
Balance at close of the month	<u>      15,000      </u>	<u>      US\$0.01      </u>	<u>      US\$150.00      </u>	

## 3. Other Classes of Shares

Stock code :	<u>      N/A      </u>	Description :	<u>      N/A      </u>	
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )	
Balance at close of preceding month	<u>                  </u>	<u>                  </u>	<u>                  </u>	
Increase/(decrease)	<u>                  </u>		<u>                  </u>	
Balance at close of the month	<u>                  </u>	<u>                  </u>	<u>                  </u>	

Total authorised share capital at the end of the month  
(*State currency*):

      HK\$10,000,000,000.00 + US\$150.00

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	603,259,665	N/A	15,000	N/A
Increase/ (decrease) during the month	30,030,030	N/A	NIL	N/A
Balance at close of the month	633,289,695	N/A	15,000	N/A

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Exercise Price: HK\$0.50 (08/04/2002) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	5,970,000
2. Share Option Scheme (28/08/2012) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	Nil
3. N/A ( / / ) shares (Note 1)						
			Total A. (Ordinary shares)		NIL	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)					NIL	

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
				Total B.	(Ordinary shares) <u>N/A</u>	
					(Preference shares) <u>N/A</u>	
					(Other class) <u>N/A</u>	

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Redeemable Convertible Cumulative Preference Shares	US\$	US\$15,000,000.00	Nil	US\$15,000,000.00	Nil	364,687,500
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.32					
SGM approval date (if applicable) (dd/mm/yyyy)	(10/07/2006)					
2. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total C. (Ordinary shares)	NIL	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Pursuant to the Supplemental Agreement to the Preference Shares Agreement dated 24 November 2012 entered into between the Company and Capital Foresight Limited on 31 March 2013 ("Supplemental Agreement") and the Amendment Agreement to the Supplemental Agreement dated 28 June 2013, the Company shall have the right to settle the dividends of the preference shares from 1 December 2012 to 30 November 2013 and from 1 December 2013 to 30 June 2014 by way of share issuance of shares to Capital Foresight Limited at HK\$0.3201 per share. For details, please refer to the Company's announcements dated 25 November 2012, 31 March 2013 and 28 June 2013.  (AGM: 28/08/2012) Ordinary shares (Note 1)	NIL	NIL
2. Pursuant to the Placing Agreement entered into amongst the Vendors, the Company and the Placing Agent on 21 August 2013 and the Top-up Subscription Agreement entered into between the Vendors and the Company on the same day, (i) the Vendor agreed to place through the Placing Agent a maximum of 90,000,000 existing Shares to not less than six places at the Placing Price of HK\$0.33 per Placing Share; and (ii) the Vendors conditionally agreed to subscribe for such number of Top-up Subscription Shares equal to the number of the Placing Shares at the Top-up Subscription Price of HK\$0.33 per Top-up Subscription Share. For details, please refer to the Company's announcement dated 21 August 2013.  (SGM: 30/07/2013) Ordinary shares (Note 1)	NIL	90,000,000
3. N/A   ( / / ) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	NIL N/A N/A	

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>

## For Main Board and GEM listed issuers

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
6.	Repurchase of shares		Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
7.	Redemption of shares		Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
8.	Consideration issue of shares	At price : State currency <u>HK\$0.333</u>	Class of shares issuable _____ <i>(Note 1)</i> <u>Ordinary shares</u> Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	(15/08/2013) (30/07/2013)	<u>30,030,030</u> <u>NIL</u>



For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
		Total E. (Ordinary shares)	30,030,030
		(Preference shares)	N/A
		(Other class)	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) 30,030,030
	(2) N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	NIL
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A

*(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)*

Remarks (if any):

N/A

Submitted by: Tricor Tengis Limited

Title: Hong Kong Branch Share Registrar  
(Director, Secretary or other duly authorised officer)

---

*Notes :*

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*