



香港交易所

Monthly Return of Equity Issuer on Movements in Securities
For the month ended (dd/mm/yyyy) : 31/05/2015

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer China HealthCare Holdings Limited

 Date Submitted 04/06/2015
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	<u>2,050,280,967</u>	<u>N/A</u>	<u>NIL</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>69,666,667</u>	<u>N/A</u>	<u>NIL</u>	<u>N/A</u>
Balance at close of the month	<u>2,119,947,634</u>	<u>N/A</u>	<u>NIL</u>	<u>N/A</u>

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)		<u>NIL</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>NIL</u>		

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. Convertible Note (Maturity Date - 07/01/2018)	HK\$	HK\$10,450,000.00	HK\$10,450,000.00	Nil	69,666,667	Nil
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.15 (Subject to adjustments)					
SGM approval date (if applicable) (dd/mm/yyyy)	(23/07/2014)					
2. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
				Total C. (Ordinary shares)	69,666,667	
				(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
<p>1. According to the Subscription Agreements dated 8 April 2014 entered into between the Company and the Subscribers, the supplemental agreements entered on 30 September 2014, the second supplemental agreements entered on 30 January 2015 and the third supplemental agreements entered on 30 April 2015, the Company has conditionally agreed to issue, and the Subscribers have conditionally agreed to subscribe for, the Convertible Notes of an aggregated principal amount of HK\$225,000,000.00 at the initial Conversion Price of HK\$0.15 per Conversion Share (subject to adjustments). The Company has further agreed to grant the Options to the Subscribers, pursuant to which, the Subscribers have the right to request the Company to issue the Option Convertible Notes with a maximum aggregate principal amount of HK\$225,000,000.00 to them. For details, please refer to the Company's announcements dated 8 April and 30 September 2014 and 30 January and 30 April 2015.</p> <p style="text-align: right;">(Subject to approval at SGM) Ordinary shares (Note 1)</p>	NIL	NIL
<p>2. On 30 April 2015, the Purchaser, a wholly-owned subsidiary of the Company, the Company, the Procurers and the Vendors entered into the Framework Agreement in relation to the Possible Acquisition. Pursuant to the Framework Agreement, the Purchaser agreed to acquire, and the Procurers agreed to procure the Vendors to sell, the entire issued share capital of the Target at a total consideration of HK\$1,325 million. The Company will issue to the Procurers or their nominees the Convertible Notes in the principal amount of HK\$950 million at the initial Conversion Price of HK\$0.20 per Conversion Share (subject to adjustment), being partial settlement of the Consideration. For details, please refer to the Company's announcement dated 30 April 2015.</p> <p style="text-align: right;">(Subject to approval at SGM) Ordinary shares (Note 1)</p>	NIL	NIL
<p>3. N/A</p> <p style="text-align: right;">(/ /) shares (Note 1)</p> <p style="text-align: right;">Total D. (Ordinary shares) (Preference shares) (Other class)</p>	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

				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
Type of Issue					
5.	Scrip dividend	At price : State currency _____	Class of shares issuable _____ (Note 1) 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 _____ (Note 1) 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 _____ (Note 1) 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 _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) SGM 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
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> 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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
Total E.		(Ordinary shares) N/A	(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) 69,666,667
	(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
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>	

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.*