

### Monthly Return of Equity Issuer on Movements in Securities

## For the month ended (dd/mm/yyyy) :30/11/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China HealthCare Holdings Limited	
Date Submitted	04/12/2015	

#### I. Movements in Authorised Share Capital

1. Ordinary Shares				
(1) Stock code : <u>673</u> Descrip	otion : <u>CHINA H</u>	EALTHCARE		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month	100,000,000,000	HK\$0.10	HK\$10,000,000,000.00	
Increase/(decrease)	Nil		Nil	
Balance at close of the month	100,000,000,000	HK\$0.10	HK\$10,000,000,000.00	
(2) Stock code : <u>N/A</u> Descrip	otion :	N/	N/A	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
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 Shar</u>							
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding month	15,000	US\$0.01	US\$150.00				
Increase/(decrease)	Nil		Nil				
Balance at close of the month	15,000	US\$0.01	US\$150.00				

### 3. Other Classes of Shares

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

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 ordin	nary shares	No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	2,119,947,634	N/A	NIL	N/A		
Increase/ (decrease) during the month	NIL	N/A	NIL	N/A		
Balance at close of the month	2,119,947,634	N/A	NIL	N/A		

### III. Details of Movements in Issued Share Capital

Share Options (under	Share Option	Schemes of the	Issuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement dur	ing the month		thereto	as at close of the month
(dd/mm/yyyy) and -					-	
class of shares	Countral	<b>F</b> arancia d	Concelled	Tanaad		
issuable	Granted	Exercised	Cancelled	Lapsed		5 070 000
1. Exercise Price:	Nil	Nil	Nil	Nil	Nil	5,970,000
HK\$0.50						
(08/04/2002)						
Ordinary shares						
(Note 1)						
2. Share Option	Nil	Nil	Nil	Nil	Nil	Nil
Scheme	1111	1111	1111	1111	1111	1111
(28/08/2012)						
Ordinary shares						
(Note 1)						
3. N/A						
shares						
(Note 1)					·	
(Note 1)						
		т	otal A. (Ordin	or charac)	NIII	
		10		•		
			•	nce shares)		
				Other class)	N/A	
Total funds raised du		1 from exercise of				
options (State current	cy)		NIL			

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

Description of warrants	Currency of Nominal value at nominal close of	during the	Nominal value at close of the	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
(Date of expiry - dd/mm/yyyy) 1. N/A	value preceding month	month	month		
1. IV/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					
( / / )	·				<u> </u>
( / / ) Stock code (if listed)					
Class of shares					
issuable ( <i>Note 1</i> )					
Subscription price					
(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		nary shares) <u>N/A</u>		_
			ence shares) <u>N/A</u>		-
		(	Other class) <u>N/A</u>	L	

Convertibles (; a. Commet <sup>11</sup>	a into Sharaa -ful- I	anon which are to	ha Lista 1	For Main Boa	ard and GEM li	sted issuers
Convertibles (i.e. Convertible		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 Notes	HK\$	Nil	Nil	HK\$225,000,000.00	Nil	1,500,000,000
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares HK\$0.15					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(subject to adjustme) (03/11/2015)	ent)				
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)	( / / )					
			(Prefe	inary shares) <u>NII</u> rence shares) <u>NII</u> (Other class) <u>N/A</u>		-

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

month pursuant theretoissued pursuantFull particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:at close of t	
<ol> <li>According to the Framework Agreement dated 30 April 2015 in relation to the Possible Acquisition entered into among the Purchaser, a wholly-owned subsidiary of the Company, the Company, the Procurers and the Vendors, the first supplemental agreement entered on 30 June 2015, the second supplemental agreement entered on 28 August 2015 and the third supplemental agreement entered on 30 October 2015, 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 announcements dated 30 April, 30 June, 28 August and 30 October 2015.</li> </ol>	
(Subject to approval at SGM)       Ordinary shares (Note 1)       NIL	IL
2. <u>N/A</u> ( / / ) shares ( <i>Note 1</i> )	
3. N/A	
Total D. (Ordinary shares) NIL (Preference shares) N/A	
(Preference shares) N/A (Other class) N/A	

#### Other Movements in Issued Share Capital

	Type of Issue	Issued Share Capital				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
			Class of shares issuable ( <i>Note 1</i> )				
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		currency	EGM approval date: (dd/mm/yyyy)	( / /	)	N/ A	NT / A
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable ( <i>Note 1</i> )				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N1/A	N/A
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
						11/11	11/11
			Class of shares issuable ( <i>Note 1</i> )				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A

				For Main	n Bo	oard and GEM list	ed 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
			Class of shares issuable ( <i>Note 1</i> )				
5.	Scrip dividend	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares repurchased ( <i>Note 1</i> )				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares redeemed ( <i>Note 1</i> )				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
						1011	1011
			Class of shares issuable (Note 1)				
8.	Consideration issue of shares	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			SGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A

				For Main B	oard and GEM list	ed issuers
					No. of new	No. of new
					shares of issuer issued during	shares of issuer
					the month	which may
					pursuant thereto	
						pursuant
						thereto as at close of
	Type of Issue					the month
9.	Capital		Class of shares issuable			
	reorganisation		( <i>Note</i> 1)			
			Issue and allotment	( / / )	)	
			date : (dd/mm/yyyy)			
				( / / )	1	
			EGM approval date: (dd/mm/yyyy)	( / / )		
			(dd/mm/yyyy)		N/A	N/A
			Class of shares issuable			
			(Note 1)			
10	Other	At mine State				
10.	(Please specify)	At price : State	Issue and allotment	( / / )		
			date : (dd/mm/yyyy)			
			AGM approval date:	( / / )	)	
			(dd/mm/yyyy)		N/A	N/A
			Total E. (O	Ordinary sha	res) $\frac{N/A}{N/A}$	
			(Pro	eference sha (Other cl		
				(Other Ch	uss) <u>1\/A</u>	
1						

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	NIL	
	(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 a	any):
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N/A	
Submitted by: <u>Tricor Tengis Limited</u>	
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.