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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China HealthCare Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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China HealthCare Holdings Limited
中國衛生控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 673)

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES OF THE COMPANY;
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of China HealthCare Holdings Limited to be held at 5/F, Building 88, 1199 North Qin Zhou Road, Caohejing Hi-Tech Park, Xuhui District, Shanghai, China on Tuesday, 23 September 2014 at 10:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (<http://chc673.com>).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

31 July 2014

* for identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2014 AGM”	an annual general meeting of the Company to be held at 5/F, Building 88, 1199 North Qin Zhou Road, Caohejing Hi-Tech Park, Xuhui District, Shanghai, China on Tuesday, 23 September 2014 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this circular, or any adjournment thereof
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Buyback Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the granting of the Buyback Mandate
“Bye-law(s)”	the bye-law(s) of the Company, as amended from time to time
“Company”	China HealthCare Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with new Shares and other securities of the Company with an aggregate nominal amount not exceeding the sum of 20% of the total nominal amount of the issued share capital of the Company as at the date of granting of the Issuance Mandate and the aggregate nominal value of the issued Shares repurchased by the Company pursuant to the Buyback Mandate, if any

DEFINITIONS

“Latest Practicable Date”	28 July 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



China HealthCare Holdings Limited
中國衛生控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 673)

Executive Directors:

Mr. Jia Hong Sheng (*Chairman*)
Dr. Li Zhong Yuan
Mr. Zhou Bao Yi
Mr. Chung Ho
Mr. Wang Jingming

Independent Non-executive Directors:

Mr. Mu Xiang Ming
Mr. Jiang Bo
Dr. Yan Shi Yun
Mr. Zhao Hua

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*

Unit 801, 8/F,
China Insurance Group Building
141 Des Voeux Road Central
Hong Kong

31 July 2014

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES OF THE COMPANY;
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the 2014 AGM for (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of the Buyback Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the nominal amount of issued Shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of the retiring Directors and to provide Shareholders with a notice of such annual general meeting at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

* for identification purposes only

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE ISSUANCE MANDATE AND THE BUYBACK MANDATE

At the annual general meeting of the Company held on 22 August 2013, general mandates were granted to the Directors to exercise the power of the Company to issue new Shares not exceeding 126,657,939 Shares and to repurchase Shares not exceeding 63,328,969 Shares respectively. As at the Latest Practicable Date, except for issue of 50,000,000 Shares at a subscription price of HK\$0.212 per Share, details of which have been disclosed in the announcement of the Company dated 23 May 2014, the said general mandates to repurchase Shares and issue new Shares have not been used since they were granted and they, to the extent not utilized by the date of the 2014 AGM, will lapse at the conclusion of the 2014 AGM.

Accordingly, ordinary resolutions will be proposed at the 2014 AGM to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the issued ordinary share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$13,665,793.9 (equivalent to 136,657,939 Shares) on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the 2014 AGM);
- (b) to purchase Shares on the Stock Exchange of an aggregate nominal amount not exceeding 10% of the total nominal amount of the issued ordinary share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$6,832,896.9 (equivalent to 68,328,969 Shares) on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the 2014 AGM); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of issued Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Issuance Mandate and the Buyback Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2014 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 10 and 11 of the notice of the 2013 AGM as set out on pages 14 to 17 of this circular. As at the Latest Practicable Date, the Directors have no immediate plan to repurchase any Share or issue any new Share pursuant to the Buyback Mandate and the Issuance Mandate.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Bye-law 86(2) of the Bye-laws, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorization by Shareholders in general meeting, as an addition to the existing Board. Any Director so

LETTER FROM THE BOARD

appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of a Director appointed to fill a casual vacancy) or the next following annual general meeting of the Company (in the case of a Director appointed as an addition to the Board) and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to Bye-law 87.

Pursuant to Bye-law 87 of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest but not less than one-third) shall retire from office by rotation provided that every Director (including Director(s) appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment. As between persons who became or were last re-elected Directors on the same day, the person(s) to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election by the Shareholders at the relevant annual general meeting.

According to the above Bye-laws 86(2) and 87, Mr. Wang Jingming, Mr. Mu Xiang Ming, Mr. Jiang Bo and Dr. Yan Shi Yun shall retire by rotation at the 2014 AGM. All retiring Directors, being eligible, will offer themselves for re-election at the 2014 AGM.

Mr. Mu Xiang Ming has served on the Board for more than nine years. During his term as an independent non-executive Director, Mr. Mu has demonstrated that he has the required character, integrity and experience to perform his duties by providing objective views and independent guidance to the Board. The Board has also assessed and reviewed his annual confirmation of independence based on the independence criteria set out in Rule 13.13 of the Listing Rules, and affirmed that he remains independent. The Board considers that with his past experience, his in-depth understanding with the operations and business of the Group, the long service of Mr. Mu would not affect his exercise of independent judgment. As such, the Board considers that the re-election of Mr. Mu Xiang Ming as an independent non-executive Director is in the best interest of the Company and the Shareholders as a whole.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. Wang Jingming, Mr. Mu Xiang Ming, Mr. Jiang Bo and Dr. Yan Shi Yun are set out in Appendix II to this circular.

4. 2014 AGM AND PROXY ARRANGEMENT

The notice of the 2014 AGM is set out on pages 14 to 17 of this circular. At the 2014 AGM, resolutions will be proposed to approve, inter alia, the granting of the Issuance Mandate and the Buyback Mandate, the extension of the Issuance Mandate by the addition thereto of the nominal amount of Shares repurchased by the Company pursuant to the Buyback Mandate and the re-election of the retiring Directors.

LETTER FROM THE BOARD

A form of proxy for use at the 2014 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://chc673.com>). Whether or not you are able to attend the 2014 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2014 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2014 AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

5. VOTING BY WAY OF POLL

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2014 AGM. An announcement on the poll results of the 2014 AGM will be made by the Company after the 2014 AGM in accordance with the requirements under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Directors consider that the granting of the Issuance Mandate and the Buyback Mandate, the extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2014 AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory statement on the Buyback Mandate) and Appendix II (Details of the retiring Directors proposed to be re-elected at the 2014 AGM) to this circular.

Yours faithfully,
By Order of the Board
Zhou Bao Yi
Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2014 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR BUYBACK OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders. Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 683,289,695 Shares.

Subject to the passing of the ordinary resolution set out in item 11 of the notice of the 2014 AGM in respect of the granting of the Buyback Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged on the date of the 2014 AGM, i.e. being 683,289,695 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, an aggregate nominal amount of Shares up to HK\$6,832,896.9 (equivalent to 68,328,969 Shares), representing 10% of the aggregate nominal amount of the issued ordinary Shares as at the date of the 2014 AGM.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

The Company is empowered by its Memorandum of Association and the Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of the capital paid up on the relevant shares, or funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on a repurchase may only be paid out of the funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2014) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing levels of the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As far as the Directors are aware, as at the Latest Practicable Date, Firstsail Investments Limited, which is beneficially owned as to 50% by Chan Lee On and 50% by Shen Yuluo, held 100,000,000 Shares (representing 14.63% of the total issued Shares) and Zhongxing Limited, which is wholly-owned by Ho Kin, held 69,422,474 Shares (representing 10.16% of the total issued Shares). Save as disclosed above, there were no other Shareholders holding 10% or more in the issued Shares. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase to be made under the Buyback Mandate.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates have any present intention to sell any Share to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Share to the Company, or that they have undertaken not to sell any Share held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
July	0.485	0.330
August	0.450	0.340
September	0.330	0.243
October	0.270	0.225
November	0.243	0.222
December	0.236	0.212
2014		
January	0.230	0.200
February	0.275	0.200
March	0.320	0.225
April	0.355	0.236
May	0.300	0.240
June	0.270	0.225
July (up to the Latest Practicable Date)	0.250	0.210

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2014 AGM

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2014 AGM according to the Bye-laws, are provided below:

1. MR. WANG JINGMING

Mr. Wang Jingming, aged 57, was appointed as executive Director on 15 May 2014. He received a bachelor's degree from the Fourth Military Medical University and a master's degree in Surgery from the Third Military Medical University. In his career of hospital management from 1994, he served in the 251st Hospital of the People's Liberation Army as director of Medical Service, vice president in medical and president, Chang'an Hospital in Xi'an as president, Beijing Beiya Orthopedics Hospital as president, Nanchang 334 Hospital as president. During the 5 years when he served as president in the 251st Hospital, the hospital witnessed an increase in the number of beds from 800 to 1,800, and a growth in medical income from RMB130 million to RMB450 million. The hospital was named as one of the 20 "Model Digital Hospitals" in China by the Ministry of Health, and the "Advanced Unit of the Army in Hospital Informatization" by the General Logistics Department. Mr. Wang was honoured individual third-class merits for 2 times, as well as "Excellent Hospital President of the Army" and "Advanced Individual in Hospital Informatization" by the General Political Department and the General Logistics Department. He was also elected as a standing member of the Information Management Committee, a vice chairman of the Chinese Hospital Statistics Committee, and a standing member of the Military Hospital Economic Management Committee of Chinese Hospital Association. Save as disclosed above, Mr. Wang has not held any other directorship in listed companies in the last three years.

There is no service contract entered into between the Company and Mr. Wang. Mr. Wang has not been appointed for any fixed term but is subject to retirement and re-election at the general meeting of the Company in accordance with the Bye-laws. The provisions of the Bye-laws in respect of directors' retirement and re-election are set out in paragraph 3 of the Letter from the Board in this circular.

The remuneration of Mr. Wang will be determined by the Board with reference to his performance and the prevailing market conditions.

As far as the Directors are aware, (1) Mr. Wang does not have any relationship with any of the other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company; and (2) as at the Latest Practicable Date, Mr. Wang was not interested or deemed to be interested in any share or underlying share of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2014 AGM

2. **MR. MU XIANG MING**

Mr. Mu Xiang Ming, aged 58, was appointed as an independent non-executive Director on 28 September 2004. He is an experienced international lawyer. He received his L.L.B. degree from Fudan University Law School in Shanghai, China and L.L.M. degree from University of Oregon Law School in the United States. Mr. Mu was a member of Shanghai Municipal Government Foreign Economic Trade Committee and a practising lawyer in a US solicitors firm for four years. He is currently a senior partner of Shanghai Ming & Yuan Law Firm, a law firm with principal office in Shanghai and affiliated offices in the United States and Japan. Mr. Mu is also an independent non-executive director of North Mining Shares Company Limited (listed on the Stock Exchange with stock code of 433) and was an independent non-executive director of Mitsumaru East Kit (Holdings) Limited (listed on the Stock Exchange with stock code of 2358 from June 2007 to June 2013). Save as disclosed above, Mr. Mu has not held any other directorship in listed companies in the last three years.

There is no service contract entered into between the Company and Mr. Mu. Mr. Mu has not been appointed for any fixed term but is subject to retirement and re-election at the general meeting of the Company in accordance with the Bye-laws. The provisions of the Bye-laws in respect of directors' retirement and re-election are set out in paragraph 3 of the Letter from the Board in this circular.

The remuneration for Mr. Mu was HK\$100,000 for the year ended 31 March 2014, which was determined by the Board with reference to his performance and the prevailing market conditions.

As far as the Directors are aware, (1) Mr. Mu does not have any relationship with any of the other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company; and (2) as at the Latest Practicable Date, Mr. Mu held 261,000 Shares. Save as disclosed above, Mr. Mu was not interested or deemed to be interested in any share or underlying share of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Mu involved in any of the matters required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Mu that need to be brought to the attention of the Shareholders.

3. **DR. YAN SHI YUN**

Dr. Yan Shi Yun, aged 74, was appointed as an independent non-executive Director on 29 August 2006. He is a highly distinguished TCM doctor. Currently, Dr. Yan is the Deputy Chairman of Academic Evaluation Department of State Council Academic Committee, Deputy Chairman of China Medical High Education Committee and Deputy Chairman of Chinese Traditional Medicine High Education Committee. He is also the Chairman of Shanghai TCM Development Expert Panel, and Deputy Chairman of Shanghai Chinese Traditional Medicine Association. He serves as a member of the State Pharmacopoeia Committee, Shanghai Academic Committee, and China Academy of Sciences for Chinese Traditional Medicine. Dr. Yan is an Honorary Professor of TCM Department of The University of Hong Kong and Honorary Visiting

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2014 AGM

Professor of The Chinese University of Hong Kong. Previously he was the President of Shanghai University of TCM and Director of the TCM Institute of Shanghai University of TCM from 1985 to 2005. Save as disclosed above, Dr. Yan has not held any other directorship in listed companies in the last three years.

There is no service contract entered into between the Company and Dr. Yan. Dr. Yan has not been appointed for any fixed term but is subject to retirement and re-election at the general meeting of the Company in accordance with the Bye-laws. The provisions of the Bye-laws in respect of directors' retirement and re-election are set out in paragraph 3 of the Letter from the Board in this circular.

The remuneration for Dr. Yan was HK\$100,000 for the year ended 31 March 2014, which was determined by the Board with reference to his performance and the prevailing market conditions.

As far as the Directors are aware, (1) Dr. Yan does not have any relationship with any of the other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company; and (2) as at the Latest Practicable Date, Dr. Yan was not interested or deemed to be interested in any share or underlying share of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no information which is discloseable nor is/was Dr. Yan involved in any of the matters required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Dr. Yan that need to be brought to the attention of the Shareholders.

4. **MR. JIANG BO**

Mr. Jiang Bo, aged 56, was appointed as independent non-executive Director on 31 July 2007. He is a member of The Chinese Institute of Certified Public Accountants (CICPA) and Chinese Institute of Certified Public Valuer (CICPV), and the general manager of Liaoning Reanda Certified Public Accountant Firm in Mainland China. Mr. Jiang has over 10 years of experience in auditing and has participated in various IPO projects of state-owned enterprises in Mainland China and overseas. Mr. Jiang is a director of The Economy and Culture Promoting Association of Liaoning Province, an associate of the Liaoning Assets Appraisal Association and a member of the Liaoning Assets Appraisal Specialists Committee. Mr. Jiang is an independent non-executive director of Brilliance China Automotive Holdings Limited which is listed on the Stock Exchange (stock code: 1114). Save as disclosed above, Mr. Jiang has not held any other directorships in listed public companies in the last three years.

There is no service contract entered into between the Company and Mr. Jiang. Mr. Jiang has not been appointed for any fixed term but is subject to retirement and re-election at the general meeting of the Company in accordance with the Bye-laws. The provisions of the Bye-laws in respect of directors' retirement and re-election are set out in paragraph 3 of the Letter from the Board in this circular.

The remuneration for Mr. Jiang was HK\$100,000 for the year ended 31 March 2014, which was determined by the Board with reference to his performance and the prevailing market conditions.

NOTICE OF THE 2014 AGM



China HealthCare Holdings Limited 中國衛生控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 673)

NOTICE IS HEREBY GIVEN that an annual general meeting of China HealthCare Holdings Limited (the “Company”) will be held at 5/F, Building 88, 1199 North Qin Zhou Road, Caohejing Hi-Tech Park, Xuhui District, Shanghai, China on Tuesday, 23 September 2014 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive, consider 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 2014;
2. To re-elect Mr. Wang Jingming as an executive director of the Company;
3. To re-elect Mr. Mu Xiang Ming as an independent non-executive director of the Company;
4. To re-elect Dr. Yan Shi Yun as an independent non-executive director of the Company;
5. To re-elect Mr. Jiang Bo as an independent non-executive director of the Company;
6. To fix the maximum number of directors;
7. To authorize the board of directors to appoint additional directors, where necessary;
8. To authorize the board of directors to fix the respective directors’ remuneration;
9. To re-appoint Messrs. Elite Partners CPA Limited as auditors of the Company and to authorize the board of directors to fix the auditors’ remuneration;

* for identification purposes only

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SPECIAL BUSINESS

To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

10. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued ordinary shares in the ordinary share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of ordinary share capital allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) any issue of ordinary shares of the Company on the exercise of the outstanding subscription rights or conversion rights attaching to the securities issued by the Company which are convertible into ordinary shares of the Company;
 - (iii) the exercise of options under a share option scheme of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of ordinary shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued ordinary share capital of the Company as at the date of passing of this resolution and the paid approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of ordinary shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

11. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its ordinary shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of ordinary shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the issued ordinary share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”;

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12. “**THAT** conditional upon the passing of resolutions set out in items 10 and 11 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of ordinary shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the ordinary shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 11 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued ordinary share capital of the Company as at the date of passing of this resolution.”

By order of the Board
Zhou Bao Yi
Executive Director

Hong Kong, 31 July 2014

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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.
2. In orders to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. In relation to the ordinary resolutions set out in items 10, 11 and 12 of the above notice, the directors of the Company wish to state that they have no immediate plan to issue any new Shares or repurchase any existing Shares.
4. As at the date hereof, the board of directors of the Company comprises five executive directors, namely Mr. Jia Hong Sheng, Dr. Li Zhong Yuan, Mr. Zhou Bao Yi, Mr. Chung Ho and Mr. Wang Jingming; and four independent non-executive directors, namely Mr. Mu Xiang Ming, Mr. Jiang Bo, Dr. Yan Shi Yun and Mr. Zhao Hua.