



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 30/09/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China HealthCare Holdings LimitedDate Submitted 06/10/2011**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<br>(State currency) | Authorised share capital<br>(State currency) |
| 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<br>(State currency) | Authorised share capital<br>(State currency) |
| 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>                                      |

## 2. Preference Shares

|                                     |                          |                               |                                                            |  |
|-------------------------------------|--------------------------|-------------------------------|------------------------------------------------------------|--|
| Stock code :                        | <u>N/A</u>               | Description :                 | <u>Redeemable Convertible Cumulative Preference Shares</u> |  |
|                                     | No. of preference shares | Par value<br>(State currency) | Authorised share capital<br>(State currency)               |  |
| 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<br>(State currency) | Authorised share capital<br>(State currency) |  |
| 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>503,259,665</u>     | <u>N/A</u> | <u>15,000</u>           | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>NIL</u>             | <u>N/A</u> | <u>NIL</u>              | <u>N/A</u>                     |
| Balance at close of the month         | <u>503,259,665</u>     | <u>N/A</u> | <u>15,000</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:<br>HK\$8.600<br>(16/05/2001)<br>Ordinary shares<br>(Note 1)                           | Nil                       | Nil       | Nil       | Nil    | Nil                                                                  | 25,000                                                                                    |
| 2. Exercise Price:<br>HK\$3.400<br>(08/04/2002)<br>Ordinary shares<br>(Note 1)                           | Nil                       | Nil       | Nil       | Nil    | Nil                                                                  | 5,704,000                                                                                 |
| 3. Exercise Price:<br>HK\$2.325<br>(08/04/2002)<br>Ordinary shares<br>(Note 1)                           | Nil                       | Nil       | Nil       | Nil    | Nil                                                                  | 7,902,000                                                                                 |
| 4. Exercise Price:<br>HK\$2.330<br>(08/04/2002)<br>Ordinary shares<br>(Note 1)                           | Nil                       | Nil       | Nil       | Nil    | Nil                                                                  | 99,000                                                                                    |
| 5. Exercise Price:<br>HK\$0.50<br>(08/04/2002)<br>Ordinary shares<br>(Note 1)                            | Nil                       | Nil       | Nil       | Nil    | Nil                                                                  | 6,231,000                                                                                 |
| 6. N/A<br>( / / )<br>shares<br>(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<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----------------------------------------------------------|---------------------------------|-------------------------------------------------|----------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| 1. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 2. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 3. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 4. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| Total B.                                                 |                                 |                                                 |                                  | (Ordinary shares)                         | N/A                                                                                    |                                                                                                                |
|                                                          |                                 |                                                 |                                  | (Preference shares)                       | N/A                                                                                    |                                                                                                                |
|                                                          |                                 |                                                 |                                  | (Other class)                             | N/A                                                                                    |                                                                                                                |

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 (Note 1)                      | 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 (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)                             |                                |                                    |                            | 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.                                                                                                      | <p>According to the sale and purchase agreement dated 19 August 2010 (the "Agreement") and the Supplemental Agreements dated 29 December 2010 and 17 February 2011 entered into between the Purchaser, the Guarantors, the Procurer and the Company in relation to the Acquisition, the Company has agreed to issue to the Procurer and/or the Nominees the Subordinated Convertible Notes of an aggregate principal amount of approximately RMB2,858,000,000 at an initial conversion price of RMB0.344753 per Conversion Share (equivalent to an aggregate principal amount of HK\$3,316,000,000 and an initial conversion price of HK\$0.40, based on the prevailing exchange rate on the date of the Agreement), being part of the consideration for the Acquisition. For details, please refer to the Company's announcements dated 13 October 2010, 29 December 2010, 17 February 2011 and 23 February 2011 respectively.</p> <p>(10/03/2011)</p> <p>Ordinary shares (Note 1)</p> | NIL                                                                  | 8,290,000,000                                                                             |
| 2.                                                                                                      | <p>According to the non-legal binding Subscription Term Sheet entered into between the Company, the Subscribers and the CN Guarantors on 29 December 2010, the Company has agreed to issue and the Subscribers has agreed to subscribe the New Convertible Notes with an aggregate principal amount of HK\$778,000,000 at an initial conversion price of HK\$0.48 per New Conversion Share. For details, please refer to the Company's announcement dated 29 December 2010.</p> <p>(10/03/2011)</p> <p>Ordinary shares (Note 1)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                     | NIL                                                                  | 1,620,833,334                                                                             |
| 3.                                                                                                      | <p>N/A</p> <p>( / / )</p> <p>shares (Note 1)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                      |                                                                                           |
| Total D. (Ordinary shares)                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | NIL                                                                  |                                                                                           |
| (Preference shares)                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | N/A                                                                  |                                                                                           |
| (Other class)                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 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 _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>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 _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |
| 3. Placing      | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |
| 4. Bonus issue  |                                 | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |

| 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 _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )<br>( / / )<br>N/A                                            | N/A                                                                                       |
| 6. Repurchase of shares |                                 | Class of shares repurchased _____<br><i>(Note 1)</i><br>Cancellation date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____     | ( / / )<br>( / / )<br>N/A                                            | N/A                                                                                       |
| 7. Redemption of shares |                                 | Class of shares redeemed _____<br><i>(Note 1)</i><br>Redemption date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____          | ( / / )<br>( / / )<br>N/A                                            | N/A                                                                                       |
| 8. Consideration issue  | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )<br>( / / )<br>N/A                                            | N/A                                                                                       |



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              |                                                 |                                                 |                                                                      |                                                                                           |
| 9. Capital reorganisation  | Class of shares issuable _____<br>(Note 1)      |                                                 |                                                                      |                                                                                           |
|                            | Issue and allotment date : (dd/mm/yyyy) ( / / ) |                                                 |                                                                      |                                                                                           |
|                            | EGM approval date: (dd/mm/yyyy) ( / / )         |                                                 | N/A                                                                  | N/A                                                                                       |
| 10. Other (Please specify) | Class of shares issuable _____<br>(Note 1)      |                                                 |                                                                      |                                                                                           |
|                            | At price : State currency _____                 | Issue and allotment date : (dd/mm/yyyy) ( / / ) |                                                                      |                                                                                           |
|                            |                                                 | EGM 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) | 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 any):

N/A

Submitted by: Tricor Tengis Limited

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

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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.*