

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

# For the month ended (dd/mm/yyyy) :28/02/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China HealthCare Holdings Limited	
Date Submitted	05/03/2015	

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	ption :	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 : N/A Des	scription : <u>Redeemable Co</u>	onvertible Cumu	lative Preference Shares
	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 :	code : <u>N/A</u> Descrij		ı:	N/A	
		cl	No. of other asses of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of p	preceding 1	month			
Increase/(decrease)					
Balance at close of t	he 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	683,289,695	N/A	NIL	N/A
Increase/ (decrease) during the month	NIL	N/A	NIL	N/A
Balance at close of the month	683,289,695	N/A	NIL	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

Share Options (under	r Share Option	Schemes of the I	ssuer)			
Particulars of share option scheme including EGM					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date		Movement durir	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and			8		_	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
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	1411	1411	1411	1111	1111	1111
(28/08/2012)						
Ordinary shares						
(Note 1)						
3. N/A						
( / / )						
shares						
(Note 1)						
( )						
		To	tal A. (Ordin	ary shares)	NIL	
		10		nce shares)		
				Other class)		
Tatal famila naisa di da		£		Stiler elass)	10/11	
Total funds raised du options (State curren		from exercise of	NIL			
options (State curren	(y)		INIL			

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

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

#### For Main Board and GEM listed issuers

Convertibles (	ia	Convertible	into	Sharas	of the	Iccupr	which	are to	ho I	(botai
Convertibles (	I.e.	Convertible	mo	Shares	or the	Issuer	which	are to	De I	lsteu)

Class and description	am	ency of ount anding	Amount at of preced month	ing	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Note	H	K\$	HK\$195,000,00	00.00	Nil	HK\$195,000,000.0	o Nil	1,300,000,000
(Maturity Date - 07/01/20	)18)							
Stock code (if listed)	<u> </u>	N/A						
Class of shares								
issuable (Note 1)	Ordina		es					
	HK (Subject to	\$0.15 adjustr	ments)					
SGM approval date (if applicable)								
(dd/mm/yyyy))	(23/0	7/2014]	)					
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 (Note 1)								
Subscription price								
SGM approval date (if applicable)								
(dd/mm/yyyy))	( /	/ )	)					
-								
						ary shares) <u>NIL</u>		
						nce shares) <u>N/A</u>		
					(0	Other class) <u>N/A</u>		

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

unde	er Share Option Schemes)		
		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
	rticulars including EGM approval date (dd/mm/yyyy), cable, and class of shares issuable:		at close of the month
1.	Pursuant to the Supplemental Agreement to the Preference Shares		
	Agreement dated 24 November 2012 entered into between the		
	Company and Capital Foresight Limited on 31 March 2013		
	("Supplemental Agreement"), the Amendment Agreement to		
	the Supplemental Agreement dated 28 June 2013 ("Amendment		
	Agreement ") and the supplementary agreement to the Amendment		
	Agreement dated 30 June 2014 ("Supplementary Agreement		
	2014"), the Company shall have the right to settle the dividends of		
	the preference shares by way of issuance of shares to Capital Foresight Limited as follows: (i) at the pre-determined price of		
	HK \$0.25 per share for dividend of preference shares incurred from		
	1 December 2012 to 30 November 2013; (ii) at the pre-determined		
	price of HK\$0.25 per share for dividend of preference shares		
	incurred from 1 December 2013 to 30 June 2014; and (iii) at the		
	pre-determined price of HK\$0.15 per share for dividend of		
	preference shares incurred from 1 July 2014 to 31 March 2015.		
	For details, please refer to the Company's announcements dated		
	25 November 2012, 31 March 2013, 28 June 2013 and 30 June		
	2014.		
	(AGM: 28/08/2012)		
	Ordinary shares (Note 1)	NIL	NIL
2			
2	According to the Subscription Agreements dated 8 April 2014		
	entered into between the Company and the Subscribers, the supplemental agreements entered on 30 September 2014 and the		
	second supplemental agreements entered on 30 September 2014 and the		
	Company has conditionally agreed to issue, and the Subscribers		
	have conditionally agreed to subscribe for, the Convertible Notes		
	of an aggregated principal amount of HK\$225,000,000.00 at		
	the initial Conversion Price of HK\$0.15 per Conversion Share		
	(subject to adjustments). The Company has further agreed to grant		
	the Options to the Subscribers, pursuant to which, the Subscribers		
	have the right to request the Company to issue the Option		
	Convertible Notes with a maximum aggregate principal amount of		
	HK\$225,000,000.00 to them. For details, please refer to the		
	Company's announcements dated 8 April and 30 September 2014		
	and 30 January 2015.		
	(Subject to approval at SGM)	NU	NII
	Ordinary shares (Note 1)	NIL	NIL
2	Association to the Press, 1. Association of the transmission of		
3.	According to the Framework Agreement entered into between the		
	Purchaser, the Company, the Procurers and the Vendors on 30 September 2014 in relation to the Bossible Acquisition the		
	September 2014 in relation to the Possible Acquisition, the supplemental agreement entered on 28 November 2014 and the		
	second supplemental agreement entered on 28 November 2014 and the		
	Company agreed to issue to the Vendors or their nominees	1	
	the Convertible Notes in the principal amount of HK\$1,690 million		
	at the initial Conversion Price of HK\$0.2 per Conversion Share	1	
	(subject to adjustment), being partial settlement of the	1	
	Consideration. For details, please refer to the Company's	1	
	announcements dated 30 September and 28 November 2014 and 30		
	January 2015.		
	(Subject to approval at SGM)		
	Ordinary shares (Note 1)	NIL	NIL
		NUL	
	Total D. (Ordinary shares) (Preference shares)	NIL N/A	-
	(Other class)	N/A N/A	-
L	(Outer class)	1 1/ 2 1	

#### Other Movements in Issued Share Capital

		ssued 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
	Type of Issue						
			Class of shares issuable ( <i>Note 1</i> )				
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
							<u>IV/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)	( / /	)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable ( <i>Note 1</i> )				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	NT/ A	
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable ( <i>Note 1</i> )				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						<u>N/A</u>	<u>N/A</u>

_				For Main	<u>n</u> Bc	ard and GEM list		
	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 currency ——	Issue and allotment date : (dd/mm/yyyy)	( / /	)			
			EGM approval date: (dd/mm/yyyy)	( / /	)	<b>N</b> 7/4		
						<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 (Note 1)					
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / /	)			
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	NI/A	
						<u>N/A</u>	<u>N/A</u>	
			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 1	Board and GEM list	ted issuers
					No. of new	
					shares of issuer	
					issued during	
					the month pursuant thereto	
					pursuant thereto	
						at close of
	Type of Issue					the month
			Class of shares issuable ( <i>Note 1</i> )		-	
0	a				`	
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / /	)	new No. of new issuer shares of uring issuer nth which may hereto be issued pursuant thereto as at close of
	8.		date : (dd/hini/yyyy)			
			EGM approval date:	( / /	)	
			(dd/mm/yyyy)		N/A	N/A
					10/11	1,71
			Class of shares issuable		_	
			( <i>Note</i> 1)			
10.	Other	At price : State	Issue and allotment	( / /	)	
	(Please specify)	currency	date : (dd/mm/yyyy)		,	
					、 、	
			EGM approval date:	( / /		
			(dd/mm/yyyy)		N/A	N/A
<u> </u>			Total E. (O	Judin own -1-	orea) NI/A	
				Drdinary sh eference sh		
			(11)		lass) $\overline{N/A}$	

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):
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N/A	
Submitted by: <u>Tricor Tengis Limited</u>	
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).	
1. State the class of shares (e.g. ordinary, preference or other).	

2. If there is insufficient space, please append the prescribed continuation sheet.