



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

(Incorporated in Bermuda with limited liability)  
(Stock Code: 673)

**FORM OF PROXY FOR USE AT THE 2012 ANNUAL GENERAL MEETING**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ ordinary shares<sup>(Note 2)</sup> of HK\$0.10 each in the ordinary share capital of China HealthCare Holdings Limited (中國衛生控股有限公司\*) (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or<sup>(Note 4)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held on Tuesday, 28 August 2012 at 10:30 a.m. at Unit 801, 8/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong (or any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting (with or without modifications) as directed below or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Notes 5&amp;6)</sup>	AGAINST <sup>(Notes 5&amp;6)</sup>
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 2012.		
2.	To re-elect Mr. Mu Xiang Ming as an independent non-executive director of the Company.		
3.	To re-elect Dr. Yan Shi Yun as an independent non-executive director of the Company.		
4.	To fix the maximum number of directors.		
5.	To authorize the board of directors of the Company to appoint additional directors, where necessary.		
6.	To authorize the board of directors of the Company to fix the respective directors' remuneration.		
7.	To re-appoint Messrs. Zenith CPA Limited as auditors of the Company and to authorize the board of directors of the Company to fix the auditors' remuneration.		
8.	To grant a general mandate to the directors to allot, issue and deal with additional ordinary shares of the Company not exceeding 20 per cent. of the aggregate nominal amount of the issued ordinary share capital of the Company as at the date of passing of this resolution.		
9.	To grant a general mandate to the directors to repurchase ordinary shares of the Company not exceeding 10 per cent. of the aggregate nominal amount of the issued ordinary share capital of the Company as at the date of passing of this resolution.		
10.	To extend the general mandate granted to the directors to allot, issue and deal with additional ordinary shares in the capital of the Company by the aggregate nominal amount of ordinary shares repurchased by the Company.		
11.	To approve and adopt the share option scheme of the Company.		

Signature<sup>(Note 7)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the Meeting in person to represent the member.
- If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE MEETING or" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more ordinary shares may appoint more than one proxy to attend and vote on his/her/its behalf at the Meeting provided that 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. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST". Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- All resolutions will be put to vote by way of poll at the Meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid ordinary share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her/its votes or cast all the votes he/she/it uses in the same way and in such cases, please state the relevant number of ordinary shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding this Meeting or the adjourned meeting.
- Where there are joint holders of any share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting and, in such event, your form of proxy shall be deemed to be revoked.

\* for identification purposes only