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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China HealthCare Holdings Limited (the “Company”) will be held at 10:00 a.m. on Monday, 12 December 2011 at 5/F., Building 88, 1199 North Qin Zhou Road, Caohejing Hi-Tech Park, Xuhui District, Shanghai, China for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement dated 15 September 2011 (a copy of which marked “A” has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) entered into between Harvest Network Limited and Shanghai De Yi Er Investment Management Consulting Co. Ltd. (collectively, the “Vendors”) and Shanghai Huiqu E-commerce Company Limited and Shanghai Harvest Network Technology Co., Ltd. in relation to the disposal of (i) the entire equity interest in Shanghai Harvest Network Technology Co., Ltd. by the Vendors to Shanghai Huiqu E-commerce Company Limited; and (ii) the 10% equity interest in Shanghai Kejin Network Technology Company Limited by Shanghai De Yi Er Investment Management Consulting Co. Ltd. to Shanghai Harvest Network Technology Co., Ltd. at a total consideration of RMB35,910,837 (the “Agreement”), details of which are set out in the circular of the Company dated 25 November 2011, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and

* For identification purposes only

- (b) the directors of the Company be and are hereby authorized to do all such acts and things and execute such further documents and take all steps which, in their opinion may be necessary, desirable, or expedient to implement and give effect to the terms of, and all transactions contemplated under, the Agreement for and on behalf of the Company and to approve any change and amendment thereto as they may consider necessary, desirable or expedient.”

By order of the Board
China HealthCare Holdings Limited
Zhou Bao Yi
Executive Director

Hong Kong, 25 November 2011

Principal Place of Business in Hong Kong:
Unit C, 19/F., Entertainment Building
30 Queen’s Road Central, Hong Kong.

Notes:

1. A member entitled to attend and vote at the special general meeting is entitled to appoint one or more proxies to attend and vote instead of him/her in the special general meeting. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the special general meeting or any adjourned meeting thereof should he/she so wishes.
3. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

As at the date of this announcement, the board of directors of the Company comprises two executive directors, namely Dr. Li Zhong Yuan and Mr. Zhou Bao Yi; one non-executive director, namely Mr. Martin Treffer; and three independent non-executive directors, namely Mr. Mu Xiangming, Mr. Jiang Bo and Dr. Yan Shi Yun.