



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/10/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China HealthCare Holdings LimitedDate Submitted 04/11/2011**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 ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
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 ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
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 ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )	
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 ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )	
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: HK\$8.600 (16/05/2001) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	25,000
2. Exercise Price: HK\$3.400 (08/04/2002) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	5,704,000
3. Exercise Price: HK\$2.325 (08/04/2002) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	7,902,000
4. Exercise Price: HK\$2.330 (08/04/2002) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	99,000
5. Exercise Price: HK\$0.50 (08/04/2002) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	6,231,000
6. N/A ( / / ) shares (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 (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of 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
1. N/A						
(   /   /   )						
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 ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(   /   /   )				
4. N/A						
(   /   /   )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (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)

Convertible (i.e. Convertible into Shares of the issuer which are to be Listed)					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 and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount 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 (<i>Note 1</i>)</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 (<i>Note 1</i>)</p>	NIL	1,620,833,334
3.	<p>N/A</p> <p>( / / )</p> <p>shares (<i>Note 1</i>)</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 _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  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 _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
3. Placing	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
4. Bonus issue		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>

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



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 _____ (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 _____ (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.*