



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/10/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China HealthCare Holdings LimitedDate Submitted 04/11/2010**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 673 Description : CHINA HEALTHCARE

	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>5,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$500,000,000.00</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>5,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$500,000,000.00</u>

(2) Stock code : N/A Description : N/A

	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\$500,000,000.00 + 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>395,142,078</u>	<u>N/A</u>	<u>15,000</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>522,000</u>	<u>N/A</u>	<u>NIL</u>	<u>N/A</u>
Balance at close of the month	<u>395,664,078</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	522,000	Nil	Nil	522,000	9,012,000
6. N/A ( / / ) shares (Note 1)						
Total A. (Ordinary shares)					522,000	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (State currency)					HK\$261,000.00	

## 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)

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. 3% Convertible Bonds due on 18 May 2009 [See Remark (A)]	US\$	US\$6,600,000.00	Nil	US\$6,600,000.00	Nil	20,388,118
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$2.525 (Subject to adjustment)					
SGM approval date (if applicable) (dd/mm/yyyy)	(27/08/2004)					
2. 2% Convertible Bonds due on 1 June 2011	HK\$	HK\$3,371,150.00	Nil	HK\$3,371,150.00	Nil	Not less than 2,906,163
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$1.160 (Subject to adjustment) [See Remark (B)]					
SGM approval date (if applicable) (dd/mm/yyyy)	(20/05/2008)					
3. Redeemable Convertible Cumulative Preference Shares	US\$	US\$15,000,000.00	Nil	US\$15,000,000.00	Nil	Not less than 100,344,827
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$1.160 (Subject to adjustment) [See Remark (C)]					
SGM approval date (if applicable) (dd/mm/yyyy)	(10/07/2006)					

	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
<b>Class and description</b>						
<u>4. Convertible Notes due on 4 April 2011</u>	HK\$	HK\$180,000.00	Nil	HK\$180,000.00	Nil	562,324
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.3201 (Subject to general anti- dilution adjustments)					
SGM approval date (if applicable) (dd/mm/yyyy))	(28/08/2009)					
<u>5. Convertible Notes due on 8 June 2011</u>	HK\$	HK\$20,000,000.00	Nil	HK\$20,000,000.00	Nil	62,480,474
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.3201 (Subject to general anti- dilution adjustments)					
SGM approval date (if applicable) (dd/mm/yyyy))	(13/05/2010)					
<u>6. Convertible Notes due on 1 August 2011</u>	HK\$	HK\$10,000,000.00	Nil	HK\$10,000,000.00	Nil	31,240,237
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.3201 (Subject to general anti- dilution adjustments)					
SGM approval date (if applicable) (dd/mm/yyyy))	(13/05/2010)					
<b>Total C.</b>						
(Ordinary shares)				<u>NIL</u>		
(Preference shares)				<u>N/A</u>		
(Other class)				<u>N/A</u>		

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 entered into between the Purchaser, the Guarantors, the Procurer and the Company in relation to the Acquisition, the Company agrees to issue to the Procurer and/or the Nominees Convertible Notes of an aggregate principal amount of HK\$3,316,000,000 at an initial conversion price of HK\$0.40 per Conversion Share (subject to adjustment), being part of the consideration for the Acquisition. For details, please refer to the Company's announcement dated 13 October 2010.</p> <p>(To be approved at SGM)</p> <p>Ordinary shares (<i>Note 1</i>)</p>	NIL	NIL
2.	<p>N/A</p> <p>( / / )</p> <p>shares (<i>Note 1</i>)</p>		
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>



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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / ) ( / / ) N/A	N/A
6. Repurchase of shares		Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / ) ( / / ) N/A	N/A
7. Redemption of shares		Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / ) ( / / ) N/A	N/A
8. Consideration issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / ) ( / / ) 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 _____ (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) 522,000
	(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):

(A) The Company decided to defer redemption of the 3% Convertible Bonds. For further details, please refer to the announcement dated 20 May 2009.

(B) The 2 % Convertible Bonds due on 1 June 2011 are convertible into new ordinary shares of the Company at the lower of the following:

(i) the initial conversion price, subject to adjustment, of HK\$1.16; and

(ii) the volume-weighted average price of the ordinary shares of the Company, subject to adjustment, for the twenty trading days ending on the day immediately preceding the date of a relevant conversion notice.

(C) The Redeemable Convertible Cumulative Preference Shares are convertible into new ordinary shares of the Company at the lower of the following:

(i) the initial conversion price, subject to adjustment, of HK\$1.16; and

(ii) the volume-weighted average price of the ordinary shares of the Company, subject to adjustment, for the twenty trading days ending on the day immediately preceding the date of a relevant conversion notice.

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.*