



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 30/04/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China HealthCare Holdings LimitedDate Submitted 06/05/2010**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>262,021,577</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>262,021,577</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)	11,976,000	Nil	Nil	Nil	Nil	11,976,000
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)

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)					
EGM approval date (if applicable) (dd/mm/yyyy)	(27/08/2004)					
2. 2% Convertible Bonds due on 1 June 2011	HK\$	HK\$10,381,340.00	Nil	HK\$10,381,340.00	Nil	Not less than 8,949,431
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)]					
EGM 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)]					
EGM approval date (if applicable) (dd/mm/yyyy)	(10/07/2006)					

					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		
4. Convertible Notes due on 4 April 2011	HK\$	Nil	Nil	HK\$15,000,000.00 [See Remark (D)]	Nil	46,860,356
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)					
EGM approval date (if applicable) (dd/mm/yyyy)	(28/08/2009)					
5.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
6.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM 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 CN2 Subscription Agreements entered between the Company and the CN2 Subscribers, the Company agreed to issue and the CN2 Subscribers agreed to subscribe for the Convertible Notes 2 with an aggregate principal amount of HK\$50,000,000, which entitle the holder(s) to convert the Convertible Notes 2 into a total of 156,201,185 CN2 Conversion Shares of the Company at an initial conversion price of HK\$0.3201 per CN2 Conversion Share (subject to usual anti- dilution adjustments). For details, please refer to the Company's announcement dated 08/04/2010 and circular dated 27/04/2010.</p> <p>(Subject to approval at the SGM to be held on 13/05/2010)</p> <p>Ordinary shares (<i>Note 1</i>)</p>	Nil	Nil
2.	<p>N/A</p>		
3.	<p>N/A</p>		
	<p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>	<p>NIL</p> <p>N/A</p> <p>N/A</p>	

## 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>



## 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					
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)			( / / )		
				<u>N/A</u>	<u>N/A</u>	
10. Other (Please specify)	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>
Total E.				(Ordinary shares)	<u>N/A</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>NIL</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>NIL</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
(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.

(D) Convertible Notes in an aggregate principal amount of HK\$15,000,000.00 have been issued by the Company on 5 April 2010.

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.*