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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 5/F, Building 88, 1199 North Qin Zhou Road, Caohejing Hi-Tech Park, Xuhui District, Shanghai, China on Thursday, 13 May 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

“THAT

1. (a) the convertible note subscription agreements dated 5 April 2010 entered into between the Company and, ZhongXing Limited, Crown Impact Limited, Mr. Chen Jinsheng and Ms. Zhang Jianhua, respectively (“the Subscription Agreements”), 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, pursuant to which the Company agreed to issue, and ZhongXing Limited, Crown Impact Limited, Mr. Chen Jinsheng and Ms. Zhang Jianhua agreed to subscribe for, the convertible notes in an aggregate principal amount of HK\$50.0 million (the “Convertible Notes”), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and

* for identification purpose only

- (b) the directors of the Company be and are hereby authorized to issue the Convertible Notes pursuant to the Subscription Agreements and to allot and issue the new shares upon the exercise of the conversion rights attaching to the Convertible Notes and 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 Subscription Agreements 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, 27 April 2010

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 fixed 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.
4. As at the date of this notice, the executive directors of the Company are Dr. Li Zhong Yuan and Mr. Zhou Bao Yi; the non-executive director of the Company is Mr. Martin Treffer; and the independent non-executive director of the Company are Mr. Mu Xiangming, Mr. Jiang Bo and Dr. Yan Shi Yun.