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CHINA PUBLIC HEALTHCARE (HOLDING) LIMITED

(中國公共醫療 (控股) 有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8116)

REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of China Public Healthcare (Holding) Limited (the “**Company**”) will be held at Room 2204, 22/F, Mass Mutual Tower, 38 Gloucester Road, Wanchai, Hong Kong on 19 April 2012 at 11:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement (the “**Agreement**”) as defined in the circular dated 27 March 2012 despatched to the shareholders of the Company (the “**Circular**”), a copy of the Agreement has been produced to this meeting marked “A” and signed by the chairman hereof for the purpose of identification, and all the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the issue of the Convertible Bonds (as defined in the Circular) in accordance with the terms of the Agreement be and are hereby approved;
- (c) the issue and allotment by the Company of new shares in the capital of the Company from time to time upon exercise of the conversion rights under the Convertible Bonds (as defined in the Circular) be and are hereby approved; and

- (d) any one director of the Company be and is hereby authorised to do all such acts and things as he in his sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the Agreement and the transactions contemplated thereunder, including without limitation the issue of the Convertible Bonds, the issue and allotment of new shares in the capital of the Company from time to time upon exercise of the conversion rights under the Convertible Bonds, and, where required, any amendment of the terms of the Agreement and/or the Convertible Bonds as required by, or for the purposes of obtaining the approval of, relevant authorities or to comply with all applicable laws, rules and regulations.”

By order of the Board
CHINA PUBLIC HEALTHCARE (HOLDING) LIMITED
Stephen William Frostick
Chairman

Hong Kong, 30 March 2012

Notes:

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or if he is the holder of two or more shares, more than one person as his proxy or proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's share registrar, Tricor Abacus Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Stephen William Frostick, Mr. Lu Chunming and Mr. Cheng Chun Tak and three independent non-executive Directors, namely Mr. Chang Jun, Mr. Tso Hon Sai Bosco and Mr. Lee Chi Hwa Joshua.