

CHINA HEALTHCARE LIMITED

(Incorporated in the Republic of Singapore)
Company Reg. No. 200202500K

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of the Company will be held at 235 Corporation Drive, West Point Hospital, Singapore 619771 on Friday, 27 July 2007 at 10.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 March 2007. **Resolution 1**
2. To re-elect the following Directors who will retire pursuant to the Articles of Association of the Company and who, being eligible, will offer themselves for re-election:

Mr Wong Kook Fei (Retiring under Article 89) **Resolution 2**
Dr Tan Hung Yong Richard (Retiring under Article 89) **Resolution 3**
 - *Mr Wong Kook Fei will, upon re-election as Director, remain as Chairman of the Audit Committee and Nominating Committee and a member of the Remuneration Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*
 - *Dr Tan Hung Yong Richard will, upon re-election as Director, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*
3. To approve Directors' fees of S\$40,000 for the financial year ended 31 March 2007 (2006: S\$38,000). **Resolution 4**
4. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**
5. To transact any other ordinary business that may be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions:-
 - 6.1 That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to issue shares and/or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that:
 - (i) the aggregate number of shares and/or convertible securities to be issued pursuant to this Resolution does not exceed fifty per cent (50%) of the issued shares in the capital of the Company, of which the aggregate number of shares and/or convertible securities to be issued other than on a pro-rata basis to existing shareholders of the

Company does not exceed twenty per cent (20%) of the issued shares in the capital of the Company, and for the purpose of determining the aggregate number of shares that may be issued under this Resolution, the percentage of issued shares shall be based on the number of issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for new shares arising from the conversion or exercise of convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed and any subsequent consolidation or subdivision of the shares of the Company; and

- (ii) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

- 6.2 That authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the China Healthcare Employees' Share Option Scheme (the "Scheme") and pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue such number of shares as may be required to be issued pursuant to the exercise of the options granted under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the issued shares in capital of the Company from time to time. **Resolution 7**

By Order of the Board

Lee Seng Suan
Company Secretary

Singapore
12 July 2007

NOTES

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. Such proxy need not be a Member of the Company and where there are two proxies, the number of shares to be represented by each proxy must be stated.
2. The instrument or form appointing a proxy, duly executed, must be deposited at the Company's registered office at 452, Upper East Coast Road, Singapore 466500, not less than 48 hours before the time for holding the above Annual General Meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED

1. The proposed Ordinary Resolution 6, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and/or convertible securities in the Company, including a rights or bonus issue. The maximum number of shares which the Directors may issue pursuant to this Resolution shall not exceed the quantum set out in the Resolution.
2. The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to offer and grant options under the China Healthcare Employees' Share Option Scheme (the "Scheme") and to allot and issue shares pursuant to the exercise of such options under the Scheme up to an aggregate number of shares not exceeding fifteen (15%) of the issued shares in capital of the Company from time to time.