

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended (dd/mm/yyyy) : 29/02/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Wah Yan Healthcare Limited

Date Submitted \_\_\_\_\_

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 648 Description : Wah Yan Health

	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

(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	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____





Particulars of share option scheme including AGM 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		
4.Share Option Scheme - Exercise Price of HK\$3.46 (30/10/2001) Ordinary shares (Note 1)	N/A	N/A	N/A	N/A	N/A	5,839,500
5.Share Option Scheme - Exercise Price of HK\$0.34 (12/06/2014) Ordinary shares (Note 1)	N/A	N/A	N/A	N/A	N/A	58,582,611
6.Share Option Scheme - Exercise Price of HK\$0.28 (12/06/2014) Ordinary shares (Note 1)	N/A	N/A	N/A	N/A	N/A	111,713,343
			Total A. (Ordinary shares)		N/A	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (HK\$)				N/A		

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
<b>1. Tranche Two Warrants</b>						
	HK\$	67,500,000.00	NIL	67,500,000.00	NIL	117,065,556
(09/03/2019)						
Stock code (if listed)		Unlisted				
Class of shares issuable (Note 1)		Ordinary				
Subscription price		HK\$0.5766				
EGM approval date (if applicable) (dd/mm/yyyy)		(11/01/2014)				
<b>2.</b>						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
<b>3.</b>						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
<b>4.</b>						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
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. _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
2. _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
3. _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
4. _____ _____ _____						
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) _____ N/A (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
<p>1. On 17 April 2014, the Company and the Subscribers entered into the Subscription Agreements in respect of the issue of Convertible Notes in the aggregate principal amount HK\$10,000,000. Upon full conversion of the remaining outstanding principal amount of the Convertible Notes of HK\$2 million, 4,418,913 Conversion Shares may be issued under the Conversion Price of HK\$0.4526.</p> <p>For more details, please refer to the Company's announcements dated 17 April 2014, 12 June 2014, 9 October 2014, 10 April 2015, 15 June 2015 and 22 December 2015 respectively.</p> <p style="text-align: right;">Ordinary shares (Note 1)</p>	N/A	4,418,913
<p>2. On 9 September 2015, the Company entered into the Equity Credit Facility Agreement and pursuant to which, the Company shall obtain the Credit Facility through the issuance of (i) the Option Shares or (ii) the Convertible Bonds or (iii) a combination of the above, when the Put Option/Call Option is exercised.</p> <p>It is expected that the number of Shares that can be issued under the Equity Credit Facility Agreement, will represent 14% of the number of the issued Shares (i.e. 365,756,625 Shares based on the 2,612,547,326 issued Shares as at 29 February 2016) and at the Exercise Price of HK\$0.143.</p> <p>For details, please refer to the Company's announcement dated 9 September 2015, 15 October 2015, 30 November 2015 and 29 January 2016 respectively.</p> <p style="text-align: right;">Ordinary shares (Note 1)</p>	N/A	365,756,625
<p>3. On 5 February 2016, the Company proposed to the board of directors of Rui Kang Pharmaceutical Group Investments Limited (the "Rui Kang") that the Company will make voluntary conditional securities exchange offers (i) to acquire all of the issued shares of Rui Kang (other than those already owned by the Company and parties acting in concert with it), and (ii) to cancel all of the outstanding Options. Assuming all Rui Kang Independent Shareholders and Optionholders validly elect to accept the Share Offer and the Option Offer, a maximum of 1,320,213,826 new shares of the Company will be issued by the Company.</p> <p>For more details, please refer to the Company's announcement dated 17 February 2016.</p> <p style="text-align: right;">Ordinary shares (Note 1)</p>	N/A	1,320,213,826
<p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>	<p>N/A</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>

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 )	<u>N/A</u>	<u>N/A</u>
6.	Repurchase of shares		Class of shares _____ repurchased ( <i>Note 1</i> ) 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 ( <i>Note 1</i> ) 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 ( <i>Note 1</i> ) 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
9. Capital reorganisation	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
10. Other (Please specify)	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
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)	N/A
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

