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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Core Healthcare Investment Holdings Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CORE HEALTHCARE INVESTMENT HOLDINGS LIMITED

確思醫藥投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8250)

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company to be held at 9:00 a.m. on Wednesday, 20 January 2010 at Bauhinia Room 1-2, 3/F., Regal Riverside Hotel, 34-36 Tai Chung Kiu Road, Shatin, New Territories, Hong Kong is set out on pages 10 to 11 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof to the office of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least seven (7) days from the date of publication and on the website of the Company at <http://www.corehealth.com.hk>.

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Company”	Core Healthcare Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM
“Consolidated Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company after the Share Consolidation becoming effective
“CU Option”	the option granted to The Chinese University of Hong Kong Foundation Limited (as nominated by The Chinese University of Hong Kong) by the Company pursuant to an agreement signed by the Company on 7 August 2002 and The Chinese University of Hong Kong on 8 August 2002 which was supplemented and varied by a supplemental agreement dated 31 October 2003 made between the same parties and further supplemented and varied by a supplemental agreement dated 16 April 2004 made between the same parties
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 9:00 a.m. on Wednesday, 20 January 2010 for the Shareholders to consider and, if thought fit, approve the Share Consolidation
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	28 December 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Referral Agreement”	the agreement dated 6 November 2007 made between the Company and the agent named therein whereby such agent has agreed to identify for the Company certain acquisition targets that are engaged in drugs-related business in the People’s Republic of China
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Consolidation”	the proposed consolidation of every five Shares into one Consolidated Share
“Share Options”	the outstanding share options granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 20 April 2004
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation and change in board lot size is set out below:

2010

Latest time for lodging forms of proxy for EGM	9:00 a.m. on 18 January
EGM	9:00 a.m. on 20 January
Share Consolidation becomes effective	4:30 p.m. on 20 January
Dealings in Consolidated Shares commence	9:30 a.m. on 21 January
Free exchange of existing share certificates for new share certificates for Consolidated Shares commences	21 January
Original counter for trading in Shares in board lot size of 20,000 Shares temporarily closes	9:30 a.m. on 21 January
Temporary counter for trading in Consolidated Shares in board lot size of 4,000 Consolidated Shares (in the form of existing share certificates) opens	9:30 a.m. on 21 January
Original counter for trading in Consolidated Shares in board lot size of 4,000 Consolidated Shares (in the form of new share certificates) re-opens	9:30 a.m. on 4 February
Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates commences	9:30 a.m. on 4 February
Kingston Securities Limited to stand in the market to provide matching services for the odd lots of Consolidated Shares commences	9:30 a.m. on 4 February
Temporary counter for trading in Consolidated Shares in board lot size of 4,000 Consolidated Shares (in the form of existing share certificates) closes	4:00 p.m. on 26 February
Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates ends	4:00 p.m. on 26 February
Kingston Securities Limited to stand in the market to provide matching services for the odd lots of Consolidated Shares ends	4:00 p.m. on 26 February
Free exchange of existing share certificates for new share certificates for Consolidated Shares ends	4:30 p.m. on 2 March

Dates and times specified in the above timetable are Hong Kong dates and times.

The above timetable is indicative only and may be varied by the Company. Further announcement will be made by the Company on any consequential changes to the expected timetable as and when necessary and appropriate.

LETTER FROM THE BOARD



CORE HEALTHCARE INVESTMENT HOLDINGS LIMITED

確思醫藥投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8250)

Executive Directors:

Mr. U Man Iong (*Chairman*)

Mr. Wu Kai

Mr. Li Wai Hung

Mr. Chow Kai Wah, Gary

Registered office:

Ugland House

PO Box 309GT

South Church Street

Grand Cayman

Cayman Islands

Independent non-executive Directors:

Mr. Chan Yip Man, Norman

Mr. Hui Sin Kwong

Mr. Leung Chi Kin

Head office and principal place

of business in Hong Kong:

Shop 1A-C, Level 1

Hilton Plaza Commercial Centre

3-9 Shatin Centre Street

Shatin, New Territories

Hong Kong

4 January 2010

To the Shareholders

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

INTRODUCTION

The purpose of this circular is to provide you with further information relating to the proposed Share Consolidation and change in board lot size and to give you a notice of the EGM.

SHARE CONSOLIDATION

As disclosed in the announcement of the Company dated 23 December 2009, the Board proposes to implement the Share Consolidation on the basis that every five issued and unissued Shares of HK\$0.01 each in the share capital of the Company will be

* *For identification purpose only*

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consolidated into one Consolidated Share of HK\$0.05 each. Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. In determining the number of Consolidated Shares to which a Shareholder is entitled, the entire shareholding interest of such Shareholder in the Company will be taken into account regardless of the number of share certificates held by such Shareholder.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$50,000,000 divided into 5,000,000,000 Shares, of which 1,111,174,463 Shares had been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and on the assumption that the Company does not allot or issue or repurchase any Shares prior thereto, the authorised share capital of the Company shall become HK\$50,000,000 divided into 1,000,000,000 Consolidated Shares, of which 222,234,892 Consolidated Shares will be in issue.

The Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the Company's memorandum and articles of association. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares to which a Shareholder may be entitled.

Listing application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective and those Consolidated Shares which may fall to be issued (i) pursuant to the exercise of the options to be granted under the Share Option Scheme; (ii) pursuant to the exercise of the Share Options and the CU Option; and (iii) under the Referral Agreement.

None of the securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange and no such listing or permission to deal is being or proposed to be sought.

Conditions of the Share Consolidation

The Share Consolidation is conditional on:

- (i) the passing by the Shareholders of an ordinary resolution to approve the Share Consolidation at the EGM; and
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue.

LETTER FROM THE BOARD

Reasons for the Share Consolidation

The Share Consolidation will increase the nominal value of the Shares. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on GEM. With the increase in the trading price of the Consolidated Shares, the Board believes that it may increase the investor quality and profile and attract more investors and thus extend the shareholder base of the Company. The Board therefore believes that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

Change in board lot size

As at the Latest Practicable Date, the Shares were currently traded on GEM in board lots of 20,000 Shares. Upon the Share Consolidation becoming effective, the Board proposes that the Consolidated Shares will be traded on GEM in board lots of 4,000 Consolidated Shares. Based on the closing price of HK\$0.113 per Share as quoted on the Stock Exchange on the Latest Practicable Date, the board lot value was HK\$2,260. Theoretically, the change in board lot size to 4,000 Consolidated Shares, together with the Share Consolidation, will keep the board lot value to HK\$2,260 (calculated based on the closing price of the Shares as at the Latest Practicable Date and adjusted for the effect of the Share Consolidation).

The change in the board lot size will not result in any change in the relative rights of the Shareholders. The Directors consider that the change in board lot size together with the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots of the Consolidated Shares as a result of the Share Consolidation and the proposed change in board lot size, the Company has appointed Kingston Securities Limited as an agent to arrange for matching services regarding the sale and purchase of odd lots of the Consolidated Shares from Thursday, 4 February to Friday, 26 February 2010 (both dates inclusive), on a best effort basis. Holders of odd lots of Consolidated Shares who wish to take advantage of this trading facility should contact Ms. Rosita Kiu of Kingston Securities Limited at (852) 2298 6215 or at Suite 2801, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong during the period from Thursday, 4 February to Friday, 26 February 2010 (both days inclusive). Shareholders should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares will not be guaranteed as the matching services will be provided on a best effort basis. Any Shareholder, who is in doubt about the odd lot trading facility, is recommended to consult his/her/its own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is expected to be at 4:30 p.m. on 20 January 2010, Shareholders may, on or after 21 January until 2 March 2010 (both days inclusive) submit share certificates of the existing Shares (in PINK colour) to

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Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, to exchange, at the expense of the Company, for share certificates of the Consolidated Shares (in LIGHT-BLUE colour) on the basis of five existing Shares for one Consolidated Share, without any fractional Consolidated Share. Thereafter, certificates of the existing Shares will remain effective as documents of title but will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) per certificate issued or cancelled, whichever amount is higher, payable by the Shareholders.

Adjustments caused by the Share Consolidation

Share Options

As at the Latest Practicable Date, the Company had granted Share Options entitling the holders thereof to subscribe for 92,600,000 Shares. The Share Consolidation will cause adjustments to be made to the exercise prices and/or the number of Share Options in compliance with Chapter 23 of the GEM Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005 and in accordance with the rules of the Share Option Scheme. The Company will instruct its auditors or an independent financial adviser to certify the adjustments to the Share Options and will inform the holders of the Share Options of the adjustments accordingly.

CU Option

The Share Consolidation will also cause adjustments to be made to the exercise prices and/or the number of Shares issuable under the CU Option. The Company will inform the holder of the CU Option of the adjustments accordingly when the Share Consolidation becomes effective.

As at the Latest Practicable Date, save for the Share Options entitling the holders thereof to subscribe for 92,600,000 Shares and the CU Option entitling the holder thereof to subscribe for up to 10,655,738 Shares, the Company had no other outstanding warrants, options or convertible securities.

Referral Agreement

Pursuant to the Referral Agreement, the Company has agreed, subject to the agent named therein (namely, Mr. U Man Iong, the Chairman of the Board and an executive Director) performing his services required under the Referral Agreement within a period of three years from the date of the Referral Agreement, to allot and issue to such agent an aggregate of 300,000,000 Shares (such number was adjusted from 300,000,000 Shares of HK\$0.01 each of the Company to 3,000,000,000 shares of HK\$0.001 each upon the share sub-division of the Company becoming effective in January 2008 and was further adjusted to 300,000,000 Shares upon the then share consolidation of the Company becoming effective in August 2009). Details of the Referral Agreement were set out in the announcement of the Company dated 15 November 2007 and the circular of the Company dated 6 December 2007.

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None of the Shares which may fall to be issued pursuant to the Referral Agreement has been allotted and issued up to the Latest Practicable Date. The Share Consolidation will cause adjustments to be made to the number of Shares which may fall to be issued pursuant to the Referral Agreement. The Company will inform such agent named in the Referral Agreement of the adjustments accordingly when the Share Consolidation becomes effective.

EGM

At the EGM, an ordinary resolution will be proposed to the Shareholders to consider, and if thought fit, approve the Share Consolidation.

The EGM will be held at 9:00 a.m. on Wednesday, 20 January 2010 at Bauhinia Room 1-2, 3/F., Regal Riverside Hotel, 34-36 Tai Chung Kiu Road, Shatin, New Territories, Hong Kong, the notice of which is set out on pages 10 to 11 of this circular, for the Shareholders to consider and, if thought fit, approve the Share Consolidation.

In compliance with the GEM Listing Rules, the resolution will be voted on by way of poll at the EGM. No Shareholder is required to abstain from voting on the resolution in respect of the proposed Share Consolidation at the EGM.

You will find enclosed a form of proxy for use at the EGM. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof to the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM in person should you so wish.

RECOMMENDATION

The Directors are of the opinion that the Share Consolidation is in the interests of the Company and the Shareholders as a whole and recommend you to vote in favour of the resolution relating to the Share Consolidation to be proposed at the EGM.

COMPETING INTERESTS

None of the Directors nor the controlling Shareholders (if any) or any of their respective associates had any interest in a business which competes or may compete with the business of the Company and its subsidiaries as at the Latest Practicable Date.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having

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made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at Shop 1A-C, Level 1, Hilton Plaza Commercial Centre, 3-9 Shatin Centre Street, Shatin, New Territories, Hong Kong during normal business hours from 10:00 a.m. to 1:00 p.m. and from 2:00 p.m. to 5:00 p.m. (save for Saturdays and public holidays) from the date of this circular up to and including the date of the EGM:

- (a) the Companies Laws, Cap. 22 (Laws 3 of 1961, as consolidated and revised) of the Cayman Islands;
- (b) the memorandum and articles of association of the Company; and
- (c) the annual reports of the Company for the two financial years ended 30 June 2009.

By Order of the Board
Core Healthcare Investment Holdings Limited
Chow Kai Wah, Gary
Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



CORE HEALTHCARE INVESTMENT HOLDINGS LIMITED

確思醫藥投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8250)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Core Healthcare Investment Holdings Limited (“Company”) will be held at 9:00 a.m. on Wednesday, 20 January 2010 at Bauhinia Room 1-2, 3/F., Regal Riverside Hotel, 34-36 Tai Chung Kiu Road, Shatin, New Territories, Hong Kong to consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT, conditional upon The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation (as defined below):

- (a) with effect from 4:30 p.m. on the date of passing of this resolution by the shareholders of the Company, every five (5) shares of HK\$0.01 each in the share capital of the Company be consolidated (“Share Consolidation”) into one (1) share of HK\$0.05 each (“Consolidated Share”); and
- (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all documents or agreements or deeds on behalf of the Company as he may consider necessary, desirable, appropriate or expedient for the purposes of giving effect to the Share Consolidation.”

By Order of the Board
Core Healthcare Investment Holdings Limited
Chow Kai Wah, Gary
Executive Director

Hong Kong, 4 January 2010

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Registered office:
Ugland House
PO Box 309GT
South Church Street
Grand Cayman
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Shop 1A-C, Level 1
Hilton Plaza Commercial Centre
3-9 Shatin Centre Street
Shatin, New Territories
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the extraordinary general meeting or any adjournment thereof should he/she so wish.
- (3) Completion and return of an instrument appointing a proxy should not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) As required under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the resolution will be voted on by way of poll.

As at the date hereof, the executive directors of the Company are Mr. U Man Iong, Mr. Wu Kai, Mr. Li Wai Hung and Mr. Chow Kai Wah, Gary; and the independent non-executive directors of the Company are Mr. Chan Yip Man, Norman, Mr. Hui Sin Kwong and Mr. Leung Chi Kin.

This notice will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least seven (7) days from the date of publication and on the website of the Company at <http://www.corehealth.com.hk>.