

SCHEDULE 1

FORM OF EXCHANGE NOTICE

Ming Yuan Investments Group Limited

HKD187,500,000 Class A 7 per cent. Secured Exchangeable Limited Recourse Bonds due 2010
(the Class A Bonds)

(Please read the Notes overleaf before completing this Notice)

Name: Date:

Address:

Euroclear/Clearstream Account No:

Telephone No.:

Fax No.:

Signature*:

*Where the Class A Bonds in respect of which this Exchange Notice is given are evidenced by a Global Bond, the Exchange Notice need not be signed. In such a case, delivery of the Exchange Notice will constitute confirmation by the beneficial owner of interests in the Class A Bonds to be exchanged that the information and the representations in the Exchange Notice are true and accurate on the date of delivery.

To: Citibank, N.A., London Branch [*Insert name of any other relevant Exchange Agent*] (the **Exchange Agent**)

Citibank, N.A., London Branch as principal paying agent (the **Principal Paying Agent**)

cc: Ming Yuan Investments Group Limited (the **Issuer**)

I/We, being the holder(s) of the Class A Bond(s) specified below, hereby irrevocably elect to exchange the principal amount of such Class A Bonds as specified below of which I/we am/are the holder(s) in accordance with the Conditions of the Class A Bonds (the **Conditions**) into ordinary shares in *Mingyuan Medicare Development Company Limited* (**MMD Shares**) at the Exchange Price (as defined in the Conditions).

We acknowledge that, pursuant to Condition 7.7(c) (*Procedure for exercise of Exchange Rights and Issuer election for Share or Cash Settlement*), the Issuer shall elect whether to settle this Exchange Notice by delivery of MMD Shares or by payment of the Cash Alternative Amount.

1. Total principal amount of the Class A Bonds to which this notice applies:

.....

Certificate numbers of Definitive Bonds (if relevant)**:

.....

N.B. If necessary, the Certificate numbers of the Class A Bonds can be attached separately.

**Not required for the Class A Bonds are evidenced by the Global Bond

2. Name(s) and address(es) of person(s) in whose name(s) the MMD Shares to be exchanged are to be registered:

Name:

Address:

.....

.....

3. I/We hereby request that

- (a) the MMD Shares to be delivered free of payment pursuant to this Exchange Notice be credited to the account of [●], details of which are set out below:

Trade Date*:

Settlement Date*:

* Insert the date on which the Exchange Notice is submitted to the Exchange Agent

[specify CCASS securities account details, including local agent code and beneficiary account #];

- (b) any Fractional Entitlement determined in accordance with Condition 7.1(h), any Disruption Cash Settlement Price determined pursuant to Condition 7.7(i) or, if the Class A Bonds are to be redeemed pursuant to Condition 7.11 (*Issuer election to settle in cash*), the applicable Cash Alternative Amount be transferred to the following account:

[specify cash account details].

[Correspondent Bank]

[SWIFT Code]

Beneficiary Bank:

Branch:

SWIFT code:

Account No.:

Account Name:

Ref.

Amount: [in words]

Currency: []

4. The Class A Bonds exchanged hereby accompanies this Exchange Notice** [*Only required if Class A Bonds are in definitive form*]

5. I/we hereby further represent and agree that I/we or the person(s) who has/have a beneficial interest in such Class A Bond(s) am/is/are in compliance with all applicable fiscal or other laws and regulations as provided in the Conditions and have/has paid or will pay, to the extent required by the Conditions, all taxes and capital, stamp, issue and registration and transfer taxes and duties arising on such exchange (other than any taxes or capital, stamp, issue or registration or transfer taxes or duties payable in Hong Kong or the British Virgin Islands in respect of the transfer and delivery of any MMD Shares on such exchange (including any Additional MMD Shares), which shall be paid by the Issuer).
6. I/we hereby acknowledge that the Issuer, the Exchange Agent, the Bond Trustee and their respective affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.

Dated: Signature:
 PRINT NAME(S)

Notes

- (i) This Exchange Notice will be void unless the introductory details and Sections 1, 2 and 3 are duly completed and Sections 4 and 5 are complied with.
- (ii) Your attention is drawn to Condition 7 (*Exchange of Class A Bonds*) of the Class A Bonds with respect to the conditions relating to exchange.
- (iii) If a retroactive adjustment of the Exchange Price contemplated by the Conditions is required in respect of an exchange of the Class A Bonds, additional MMD Shares pursuant to such retroactive adjustment will be delivered to the details specified above in respect of delivery of MMD Shares. The Issuer will not have the right to elect for cash settlement in respect of any such additional MMD Shares.
- (iv) This Exchange Notice may be completed by or on behalf of an accountholder of Euroclear or Clearstream or any clearing system in which the relevant Class A Bond is held at such time which has an interest in such Class A Bond.
- (v) The holding of an interest in a Class A Bond by an accountholder of Euroclear or Clearstream or any clearing system in which the relevant Class A Bond is held in respect of which Exchange Rights are being exercised will be confirmed by the Principal Paying Agent and/or the Exchange Agent with the relevant clearing system.
- (vi) Any MMD Shares to be delivered on exercise of Exchange Rights will be delivered in accordance with the standard procedures of the Central Clearing and Settlement System operated by the Hong Kong Securities Clearing Co. Ltd.
- (vii) Terms used in this Exchange Notice and not otherwise defined have the meanings set forth in the Trust Deed dated 26 October 2007 among, *inter alia*, the Issuer and Capita Trust Company Limited as Bond Trustee.

For Exchange Agent's use only:

1.
 - 1.1 Class A Bond exchange identification reference: []
 - 1.2 Date of delivery of Exchange Notice to the Exchange Agent:
 - 1.3 Exchange Date: (to be filled in by the Exchange Agent):
2.
 - 2.1 Aggregate principal amount of the Class A Bonds being exchanged:
 - 2.2 Exchange Price on Exchange Date:
 - 2.3 Number of MMD Shares to be delivered if Issuer elects Share Settlement pursuant to Condition 7.7(c) (*Procedure for exercise of Exchange Rights and Issuer election for Share or Cash Settlement*):
(disregard fractions)
3.
 - 3.1 Name(s) and address(es) of the person(s) in whose name(s) the MMD Shares are to be registered if Issuer elects Share Settlement:
 - 3.2 Details of account to which the MMD Shares are to be delivered free of payment if Issuer elects Share Settlement:
[Specify CCASS Account Details]
Trade Date:
Settlement Date:
 - 3.3 Details of account to which any Fractional Entitlement, Disruption Cash Settlement Price or Cash Alternative Amount (if applicable) is to be remitted:
[Correspondent Bank]
[SWIFT Code]
Beneficiary Bank:
Branch:
SWIFT code:
Account No.:
Account Name:
Ref.

Amount: [in words]
Currency: []

N.B. The Exchange Agent must complete items 1, 2 and 3.

** Delete as appropriate.

Authorised Signatory
For and on behalf of
CITIBANK N.A., LONDON BRANCH
as Custodian