

CHINA PHARMA HOLDINGS, INC.  
Form PRER14C  
April 30, 2010

SCHEDULE 14C INFORMATION  
Amendment No. 2

Information Statement Pursuant to Section 14 (c)  
of the Securities Exchange Act of 1934 (Amendment No.)  
Check the appropriate box:

- Preliminary Information Statement       Confidential, for Use of the  
Commission Only (as permitted by  
Rule 14c-5 (d)(2))
- Definitive Information Statement

CHINA PHARMA HOLDINGS, INC.  
(Name of Registrant As Specified In Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No:
- 3) Filing Party:
- 4) Date Filed:



CHINA PHARMA HOLDINGS, INC.  
2nd Floor, No. 17, Jinpan Road  
Haikou, Hainan Province, China

April 30, 2010

Dear Stockholder:

The accompanying Information Statement is being furnished to the holders of shares of the Common Stock of China Pharma Holdings, Inc. (the "Company"), a Delaware corporation. The Board of Directors (the "Board") is not soliciting your proxy and you are requested not to send us a proxy. The purpose of this Information Statement is to notify you of actions already approved by written consent of a majority of the voting stockholders and the Board.

(1) To reelect the following individuals as independent directors to serve for another term stated;

G. Michael Bennett  
Yingwen Zhang  
Baowen Dong

(2) To reelect the following individuals as non-independent directors to serve for another term stated;

Zhilin Li  
Heung Mei Tsui

(3) To increase the total number of shares which the Company is authorized to issue from SIXTY MILLION (60,000,000) shares to One Hundred MILLION (100,000,000) shares, NINETY FIVE MILLION (95,000,000) shares of which shall be Common Stock and FIVE MILLION (5,000,000) shares of which shall be created as Preferred Stock.

The enclosed Information Statement is being mailed on or about May 12, 2010 to stockholders of record as of the close of business on April 22, 2010. You are urged to read the enclosed Information Statement in its entirety.

For the Board of Directors of  
CHINA PHARMA HOLDINGS, INC.

By: /s/ Zhilin Li

Zhilin Li  
\_\_\_\_\_  
Chief Executive Officer

THIS INFORMATION STATEMENT IS BEING PROVIDED TO  
YOU BY THE BOARD OF DIRECTORS OF THE COMPANY

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE  
REQUESTED NOT TO SEND US A PROXY

INFORMATION STATEMENT

CHINA PHARMA HOLDINGS, INC.  
2nd Floor, No. 17, Jinpan Road  
Haikou, Hainan Province, China  
Phone: (0086-898-66811730 (China)

April 30, 2010

GENERAL INFORMATION

This Information Statement has been filed with the Securities and Exchange Commission and is being furnished, pursuant to Section 14C of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to the holders of the Common Stock (the "Shareholders"), par value \$.001 per share (the "Common Stock"), of China Pharma Holdings, Inc., a Delaware Corporation (the "Company"), to notify such Stockholders of the following:

On April 22, 2010, the Board of Directors (the "Board") unanimously adopted resolutions approving the Restated Certificate as set forth in Appendix A.

On or about April 22, 2010 the Company received written consents in lieu of a meeting of Stockholders from holders of 23,093,966 shares representing approximately 53.342% of the 43,293,642 total issued and outstanding shares of voting stock of the Company (the "Majority Stockholders"): 1) to reelect the following three individuals to continue to serve for another term as independent members of the Board of Directors of the Company: G. Michael Bennett, Yingwen Zhang and Baowen Dong; and 2) to reelect the following three individuals to continue to serve for another term as non-independent members of the Board of Directors of the Company Zhilin Li and Heung Mei Tsui; and 3) to increase the total number of shares which the Company is authorized to issue from SIXTY MILLION (60,000,000) shares to One Hundred MILLION (100,000,000) shares, NINETY FIVE MILLION (95,000,000) shares of which shall be Common Stock and FIVE MILLION (5,000,000) shares of which shall be created as Preferred Stock.

The Preferred Stock may be issued in series, with such designations, preferences, stated values, rights, qualifications or limitations as determined solely by the Board of Directors of the Corporation. The Board of Directors is hereby vested with authority to fix such designations, preferences and relative participating, optional or other special rights or qualifications, limitations, or restrictions for each series, including, but not by way of limitation, the power to fix the redemption and liquidation preferences, the rate of dividends payable and the time for and the priority of payment thereof and to determine whether such dividends shall be cumulative or not and to provide for and fix the terms of conversion of such Preferred Stock or any series thereof into Common Stock of the Corporation and fix the voting power, if any, of shares of Preferred Stock or any series thereof.

On April 22, 2010, pursuant to Delaware General Corporation Law ("DGCL"), the Board of Directors of the Company approved the above-mentioned actions, subject to Stockholder approval. According to DGCL, a majority of the outstanding shares of voting capital stock entitled to vote on the matter is required in order to amend the Company's Articles of Incorporation. The Majority Stockholders approved the action by written consent in lieu of a meeting on

April 22, 2010, in accordance with the DGCL. Accordingly, your consent is not required and is not being solicited in connection with the approval of the action.

In order to eliminate the costs and management time involved in holding a special meeting, in order to ratify the appointments as early as possible, and in order to accomplish the purposes of the Company, the Board of Directors of the Company decided to utilize the written consent of the Majority Stockholders of the Company.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND A PROXY.

The entire cost of furnishing this Information Statement will be borne by the Company. The Company will request brokerage houses, nominees, custodians, fiduciaries and other like parties to forward this Information Statement to the beneficial owners of the Common Stock held of record by them and will reimburse such persons for their reasonable charges and expenses in connection therewith. The Board of Directors has fixed the close of business on April 22, 2010, as the record date (the "Record Date") for the determination of Stockholders who are entitled to receive this Information Statement.

Each share of our Common Stock entitles its holder to one vote on each matter submitted to the stockholders. However, because the stockholders holding at least a majority of the voting rights of all outstanding shares of capital stock as of the Record Date have voted in favor of the foregoing actions by resolution; and having sufficient voting power to approve such proposals through their ownership of the capital stock, no other consents will be solicited in connection with this Information Statement.

You are being provided with this Information Statement pursuant to Section 14C of the Exchange Act and Regulation 14C and Schedule 14C thereunder, and, in accordance therewith, the foregoing action will not become ratified until at least 20 calendar days after the mailing of this Information Statement.

This Information Statement is being mailed on or about May 12, 2010 to all Stockholders of record as of the Record Date.

#### OUTSTANDING VOTING SECURITIES

As of the date of the consent by the Majority Stockholders, April 22, 2010, the Company had 43,293,642 shares of Common Stock issued and outstanding. Each share of outstanding Common Stock is entitled to one vote on matters submitted for Stockholder approval.

April 22, 2010, the holders of 23,093,966 shares representing approximately 53.342% of the 43,293,642 shares of Common Stock then outstanding executed and delivered to the Company a written consent approving the actions set forth herein. Since the actions have been approved by the Majority Stockholders, no proxies are being solicited with this Information Statement.

The DGCL provides in substance that unless the Company's Certificate of incorporation provides otherwise, stockholders may take action without a meeting of Stockholders and without prior notice if a consent or consents in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shares entitled to vote thereon were present.

#### SECURITY OWNERSHIP OF MAJORITY BENEFICIAL OWNERS

The following table sets forth the number and percentage of shares of our Common Stock owned as of April 22, 2010 by our majority beneficial owners. Unless otherwise indicated, each of the Stockholders has sole voting and investment power with respect to the shares beneficially owned.

The number of shares of Common Stock issued and outstanding on April 22, 2010 was 43,293,642 shares. The calculation of percentage ownership for each listed beneficial owner is based upon the number of shares of Common Stock issued and outstanding on April 22, 2010, plus shares of Common Stock subject to options/warrants held by such person on April 22, 2010 and exercisable within 60 days thereafter.

NAME AND ADDRESS OF BENEFICIAL OWNER (1)	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENT OF CLASS
Named Majority Shareholders		
Zhilin Li	10,000,000	23.098%
Heung Mei Tsui	9,312,651	21.510%
Jian Yang	2,278,815	5.263%
Frank Waung	2,500	0.006%
XiaoYun Chen	1,500,000	3.464%
Total Shares Owned by Persons Named Above	25,853,086	53.341%

(1) The address of Ms. Li is 2nd Floor, No.17, Jinpan Road, Kaikou, Hainan Province, China. The address of Mr. Waung is 72 Great Hills Road, Short Hills, New Jersey 07078. The address of Ms. Tsui is Flat F, 3rd Fl., Mayson Garden Bldg, 68 Hing Fat St., Causeway Bay, Hong Kong. The address of Ms. Yang is 1 Haoyuan ST, RM 5B, Blog 7, Asia Luxury Garden, Haikou, Hainan Province, China. The address of Ms. Chen is No.491, Bin Hai Xin Cun, Haikou, Hainan Province, China.

#### RE-ELECTION OF DIRECTORS

The board of directors is composed of Zhilin Li, Heung Mei Tsui, Gene Michael Bennett, Yingwen Zhang and Baowen Dong. On or about April 22, 2010, we have re-elected the above five (5) members to our Board of Directors. Among them, Gene Michael Bennett, Yingwen Zhang and Baowen Dong are independent directors; Zhilin Li and Heung Mei Tsui are non-independent directors. The Board and majority shareholders have approved the re-election of the above five directors.

#### IDENTIFICATION OF THE FIVE REELECTED DIRECTORS

The name, age, the year in which each first became a director and their principal occupations or employment during the past five years are as follows:

Name	Age	Position	First Year to Be a Director
Zhilin Li	57	Director, President and Chief Executive Officer	2006

Heung Mei Tsui	53	Director	2005
Gene Michael Bennett	62	Independent Director	2008
Yingwen Zhang	65	Independent Director	2008
Baowen Dong	69	Independent Director	2008

## Resumes

### Zhilin Li

Ms. Li is the director, President and Chief Executive Officer (“CEO”) of the Company. She was a founder of Helpson, and served as chairman and CEO of Helpson from 1993 to 2005. She is of sophisticated management experience and outstanding leadership and contributed a lot to the development of Helpson. Ms. Li was formerly the president of Haikou Bio-engineering Institute as well as the vice president of Sichuan Institute of Biology. She graduated from Sichuan University majoring in biology. Her major in bio-engineering field is also what the Company seeking for since the Company is a biology-based corporation. She has been acting as the CEO of China Pharma Holdings Inc. since 2005 and acting as a director since 2006 with her distinguished managerial ability and biology expertise.

### Heung Mei Tsui

Ms. Tsui graduated from Hunan Financial & Economic College in 1982. She used to be engaged in pharmaceutical chemical raw material import/export business. Her experience in the trading side of the business affords her unique insights into the pharmaceutical industry. Ms. Tsui has been a self-employed businesswoman engaged in strategic investments. Her presence in the Board benefits the company greatly in areas of strategic planning and execution. Ms. Tsui has served as a member of our board of directors from 2005 to 2008. Ms. Tsui rejoined the board on April 28, 2009.

### G. Michael Bennett

G. Michael Bennett graduated from Michigan State University and University of Michigan. Mr. Bennett obtained his CPA license from the State of Colorado, but is currently inactive. He currently is a DBA candidate in Corporate Governance at City University of Hong Kong. He acted as CFO and Board Member in National Automobile Club from 1983 to 1986. After that, he worked as an accounting, tax, and audit professor in California State University from 1986 to 1989, and as an accounting and audit professor in Chapman University from 1989 to 1993. He served as the CFO and Board Member in Argonaut Computers from 1993 to 1998 in Southern of California. During 1998-2000, he was a basic law, accounting and tax professor in University of Hawaii and accounting, tax and audit professor in Chaminade of Honolulu. He acted as a partner of ProCFO Company based in California which provided contract CFO service for firms during 2000-2004. He was also a partner of Nexis Investment Consulting Corporation based in Beijing during 2004-2009. Mr. Bennett presently serves as CEO of American General Business Association – Beijing, China (AGBA), a non-governmental organization (NGO), from 2009 to present and is also the CFO for CAEI whose headquarters is in ZhuHai, PRC from 2009 to present. In addition, he is the Audit Committee Chair for the Boards of Directors for CAGC (China Agritech) and for SHZ (ShenZhou Mining & Resources). Mr. Bennett’s extensive background in accounting, financial management and reporting, including SEC related reporting well qualify Mr. Bennett for the Board of Directors of CPHI and as the independent financial and accounting expert on the Board.

### Yingwen Zhang

Mr. Zhang graduated from the Chemical Engineering Department of Tianjin University in 1967. In his early career he was a chemical-engineer, then rising to become senior manager for several chemical corporations in China. From 1983 to 1988 Mr. Zhang served as the CEO of a large chemical SOE (State Operated Enterprise) affiliated with the SINOPEC Group. He was also appointed as the Director-General to Sichuan Provincial Foreign Trade and Economic Cooperation Bureau (the Commercial Bureau of Sichuan Province, China) from 1988 to 2000. After that, he was appointed as the Commercial Counsellor of the China Embassy in Malaysia for five years. Mr. Zhang was the representative of the 9th Nation People’s Congress of China (NPC). He acted as Senior Consultant of SINFERT Holdings, Ltd. (HK 297) of SINOCEM Group from 2005 to 2009. Mr. Zhang currently serves as the General

Manger and CEO of Shanghai Reseat Medical Tech Co. Ltd. (a medical device producer). Mr. Zhang's extensive knowledge in areas of government regulation and policies as well as his vast experience in senior management in the private sector qualify him as an independent director of the Company.

Baowen Dong

Baowen Dong graduated from Xi'an University of Science and Technology in 1966. He had been engaged in the field of communication technology from 1966 to 1974. Since then he has had different roles in areas of teaching and research (such as dean, professor) in Sichuan University from 1974 to 2001. Following that he concentrated on biomedical and medical information researches. He sat in the expert team of the Sichuan University from 2003 to 2008, doing teaching evaluation and assessment work in Engineering and Medical Science faculty. In recent years, he has been focusing on the research of China's Health Care Reform. He joined the Company as an independent director in 2008; his academic background adds value to the Company in respect of research and development.

## DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the name and position of our current directors and executive officers:

Name	Age	Position
Zhilin Li	57	Director, President and Chief Executive Officer
Frank Waung	45	Chief Financial Officer
Heung Mei Tsui	53	Director
Gene Michael Bennett	62	Independent Director
Yingwen Zhang	65	Independent Director
Baowen Dong	69	Independent Director
Jian Yang	55	Secretary

There exists no arrangement or understanding between any of the Company's officers and any other person(s) pursuant to which any of the executive officers were selected as an officer.

Besides the five directors which have been provided in foregoing paragraph, set forth below is the Resumes of the rest executives:

**Frank Waung:** Mr. Waung has served as the Chief Financial Officer ("CFO") of the Company since April 28, 2009. Mr. Waung worked for Hickey Freihofner Capital as an investment banker with China focus from 2008 till April 28, 2009. Mr. Waung worked for Dellacamera Capital Management as a special situation analyst in 2007. Mr. Waung acted as a senior market economist in Cowen & Co. from 2000 to 2003 and as a convertible security trader from 2003 to 2006. He worked for Credit Suisse First Boston as a quantitative marketer from 1994 to 1998. Mr. Waung received his bachelor's degree from University of California in 1988 and received his master's degree in business administration from University of Pennsylvania in 1994.

**Jian Yang:** Ms. Yang has been the Secretary of the Company since October 19, 2005. She is a founder and director of Helpson. Ms. Yang was a technician at the Sichuan Institute of Biology in 1990 and vice president of Haikou Biomedicine Engineering Co., Ltd. in 1991. Ms. Yang obtained her MBA degree at the University of Wales, England.

## BOARD LEADERSHIP STRUCTURE AND ROLE IN RISK OVERSIGHT

Since April 28, 2009, the board of directors has been composed of Zhilin Li, Heung Mei Tsui, Gene Michael Bennett, Yingwen Zhang and Baowen Dong, among whom Gene Michael Bennett, Yingwen Zhang and Baowen Dong are independent directors. The Company has standing audit, nominating and compensation committees of the board of directors, all composed of the above three independent directors.



As is common practice among public companies in the United States, the Board has appointed the Company's Chief Executive Officer to serve as Chairman of the Board. The Board's leadership structure has combined the positions of Chairman and CEO since the Company was founded, Zhilin Li has served as Chairman and CEO since 2005. The Company has not appointed a separate lead director.

The Board of Directors and each of the committees of the Board of Directors identifies, prioritizes and evaluates various risks that are in the purview of their charters. Management also independently identifies, prioritizes and evaluates enterprise risks. Management regularly reports on such risks to the Board of Directors. Particular financial risks are overseen by the Audit Committee of the Board. The enterprise risk management program as a whole is reviewed annually. Additional review or reporting on enterprise risks is conducted as needed or as requested by the Board or any Committee. Also, the Compensation Committee periodically reviews the most important enterprise risks to ensure that compensation programs do not encourage excessive risk-taking.

The Company believes that the combination of the Chairman and CEO roles provides more consistent communication and coordination throughout the organization, which results in a more effective and efficient implementation of corporate strategy and is important in unifying the Company's strategy behind a single vision. In addition, we have found that our CEO is the most knowledgeable member of the Board regarding risks the Company may be facing and, in her role as Chairman, is able to facilitate the Board's oversight of such risks. If a structure was established that required an independent director to serve as Chairman, the Board believes it would impair its ability to select the most qualified individual to serve as Chairman. This would not be in the best interests of the Company and its shareholders.

#### LEGAL PROCEEDINGS

There have been no material proceedings to which any director, officer or affiliate of the Company, any owner of record or beneficially of more than five percent of any class of voting securities of the Company, or any associate of any such director, officer, affiliate of the Company, or security holder has been a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

#### CERTAIN TRANSACTIONS

No interested or affiliated person of the Corporation has had any material interest, direct or indirect, in any material transaction since the beginning of the fiscal year ended December 31, 2009 to which the Corporation was or is to be a party.

#### COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT

Section 16(a) of the Exchange Act requires the Company's executive officers and directors and persons who beneficially own more than ten percent (10%) of the company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers and directors and greater than ten percent (10%) shareholders are required by Securities and Exchange Commission regulations to furnish the Company with copies of all section 16(a) forms they file. Based on its review of the copies of such forms received by the Company, the Company believes that during the year ended December 31, 2009, all such filing requirements applicable to its officers and directors were complied with.



## CODE OF ETHICS

On July 8, 2008, the Company adopted a code of business conduct and ethics for all directors and employees (including officers) within the meaning of the regulations adopted by the Commission under section 406 of the Sarbanes - Oxley Act of 2002. The code has been designed to deter wrongdoing and promote: honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to, the Commission and in other public communications made by us; compliance with applicable governmental laws, rules and regulations; the prompt internal reporting of violations of the code to an appropriate person or persons; and accountability for adherence to the code. The application of the code to the persons it applies to may only be waived by our Board of Directors in accordance with Commission regulations and the Sarbanes - Oxley Act of 2002. A copy of the code may be obtained by sending a written request to our corporate secretary.

## DIRECTOR INDEPENDENCE AND BOARD MEETINGS

The Company's business is managed under the director of the board of directors. The board meets on a regularly scheduled basis to act on matters requiring board approval. It also holds special meetings when an important matter requires action by the board between scheduled meetings. The board of directors held 2 meetings during the fiscal year ended December 31, 2009. The attendance rate of 2009 of all directors is 100% during the periods that they served as directors. During the fiscal year ended December 31, 2009 the board consisted of five members, three of which were independent under the independence standards applicable to the small business issuer. Their names are G. Michael Bennett, Yingwen Zhang and Baowen Dong.

## COMMITTEES

The Company has standing audit, nominating and compensation committees of the board of directors.

The three independent directors, Gene Michael Bennett, Yingwen Zhang and Baowen Dong have served on the Audit Committee since February 1, 2008. Mr. Bennett, the Chairman of the Audit Committee, is an audit committee financial expert serving on the Audit Committee. The Company has an audit committee charter, incorporated by reference to Exhibit 99.1 of our annual report on Form 10-K filed on March 17, 2009. For the year ended December 31, 2009, the Company's audit committee has (i) reviewed and discussed the audited financial statements with management; (ii) discussed with the Company's independent auditors the matters required to be discussed by the statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380),<sup>1</sup> as adopted by the Public Company Accounting Oversight Board in Rule 3200T; (iii) received the written disclosures and the letter from the independent accountants required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees ),<sup>2</sup> as adopted by the Public Company Accounting Oversight Board in Rule 3600T, and has discussed with the independent accountant the independent accountant's independence; and (iv) recommended that the audited financial statements be included in the company's annual report on Form 10-KSB for the fiscal year ended Dismember 31,2006, for filing with the Securities and Exchange Commission.

The Company established the Nominating and Compensation Committee of the Board of Directors on August 26, 2009. The Committee now consists of the three independent directors: Yingwen Zhang, Gene Michael Bennett and Baowen Dong. Mr. Zhang has been selected as the Chairman of the Nominating and Compensation Committee. The Company has a charter of the nominating and compensation committee, incorporated by reference to Exhibit 99.2 of our annual report on Form 10-K filed on March 17, 2009.

The nominating committee considers any person nominated by security holders that is reputable and that has experience in the industry in which the Company operates or business experience in general. The board will also consider the extent of any nominee's educational background in deciding whether to nominate a person for a directorship position. The Company does not pay any fee to third parties for helping the board to nominate or evaluate director candidates and the board does not obtain such services from any third party.

The compensation committee meets annually to determine executive officer compensation. The compensation committee has complete authority for establishing executive officer compensation. The board does not delegate any authority with respect to the executive officer compensation. The board has not engaged any compensation consultants in determining or recommending the amount or form of executive and director compensation. The board has determined not to pay any directors fee of any nature for the foreseeable future.

## DIRECTOR COMPENSATION

Name	Fees earned or paid in cash (\$)	Stock awards (\$)	Option awards (\$)	Non-equity incentive plan compensation (\$)	Nonqualified deferred compensation earnings (\$)	All other compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Heung Mei Tsui (1)	16,000	—	—	—	—	—	—