



# 利君國際醫藥(控股)有限公司

Lijun International Pharmaceutical (Holding) Co., Ltd.

*(Incorporated in Cayman Islands with limited liability)*

(Stock Code: 2005)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Lijun International Pharmaceutical (Holding) Co., Ltd. (the “Company”) will be held at Meeting Room of Office 2809, 28th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on 28 August 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

1. **“THAT** subject to and conditional upon the listing sub-committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Subdivided Shares (as defined in paragraph (a) of this resolution below):
  - (a) with effect from 29 August 2007, every one existing issued and unissued shares of HK\$0.10 each in the capital of the Company be subdivided into five shares of HK\$0.02 each (the “Subdivided Shares”) and the Subdivided Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the Articles of Association of the Company (the “Share Subdivision”); and
  - (b) any one or more of the directors of the Company be and is hereby authorised generally to do all things appropriate to effect and implement the Share Subdivision.”
2. **“THAT** upon the Share Subdivision taking effect, the authorized share capital of the Company be increased from HK\$100,000,000 divided into 5,000,000,000 shares of HK\$0.02 each to HK\$200,000,000 divided into 10,000,000,000 shares of HK\$0.02 each by the creation of an additional 5,000,000,000 new shares of HK\$0.02 each PROVIDED THAT in the event the Share Subdivision failed to take effect by 29 August 2007, with effect from such date, the authorized ordinary share capital of the Company shall be increased from HK\$100,000,000 divided into 1,000,000,000 shares of HK\$0.1 each to HK\$200,000,000 divided into 2,000,000,000 shares of HK\$0.1 each by the creation of an additional 1,000,000,000 new shares of HK\$0.1 each.”
3. **“THAT:**
  - (a) subject to the following provisions of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the

Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements or options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved in substitution for and to the exclusion of any existing authority previously granted;

- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) an issue of shares as scrip dividend pursuant to the articles of association of the Company from time to time; or (iii) an issue of shares pursuant to the exercise of warrants to subscribe for shares of the Company or under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees, participants and stakeholders of the Company and/or any of its subsidiaries of shares or rights of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of sub-paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution); and
- (e) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and
- (f) “Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares as at the date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or stock exchange in, any territory applicable to the Company).”

4. “**THAT** subject to the passing of the ordinary resolution numbered 3 as set out in the notice of this meeting, the general mandate granted to the directors of the Company (the “Directors”) and for the time being in force to exercise the powers of the Company to allot shares in the capital of the Company be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares in the share capital of the Company since the granting of the said general mandate pursuant to the exercise by the Directors of the powers of the Company to repurchase such shares, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.”
5. “**THAT** Mr. Qu Jiguang be and is hereby re-elected as an executive director of the Company with immediate effect.”
6. “**THAT** Mr. Duan Wei be and is hereby re-elected as an executive director of the Company with immediate effect.”
7. “**THAT** Mr. Wang Zhizhong be and is hereby re-elected as an executive director of the Company with immediate effect.”
8. “**THAT** Ms. Zhang Guifu be and is hereby re-elected as an executive director of the Company with immediate effect.”
9. “**THAT** Mr. Wang Yibing be and is hereby re-elected as an independent non-executive director of the Company with immediate effect.”

On behalf of the Board

**Wu Qin**

*Chairman*

Hong Kong 10 August 2007

*Notes:*

1. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1806 - 07, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

3. Where there are joint holders of any Share of the Company, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. As at the date of the notice, the executive Directors are Mr. Wu Qin, Mr. Qu Jiguang, Mr. Wu Zhihong, Mr. Huang Chao, Mr. Xie Yunfeng, Ms. Sun Xinglai, Mr. Wang Xian Jun, Mr. Duan Wei, Mr. Wang Zhizhong, Ms. Zhang Guifu, the non-executive Director is Mr. Liu Zhiyong, and the independent non-executive Directors are Mr. Wang Yibing, Mr. Leung Chong Shun and Mr. Chow Kwok Wai.

*As at the date of this announcement, the Board comprises Wu Qin, Qu Jiguang, Wu Zhihong, Huang Chao, Xie Yunfeng, Sun Xinglai, Wang Xian Jun, Duan Wei, Wang Zhizhong and Zhang Guifu as executive Directors, Liu Zhiyong as non-executive Director and Wang Yibing, Leung Chong Shun and Chow Kwok Wai as independent non-executive Directors.*

*The announcement is available for viewing on the website of Hong Kong Exchanges and Clearing Limited website at [www.hkex.com.hk](http://www.hkex.com.hk) under “Latest Listed Companies Information” and at the website of the Company at [www.lijun.com.hk](http://www.lijun.com.hk).*

*The Notification will be published in The Standard and Hong Kong Economic Times on the date of the announcement.*