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BROAD INTELLIGENCE INTERNATIONAL PHARMACEUTICAL HOLDINGS LIMITED

博智國際藥業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1149)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Broad Intelligence International Pharmaceutical Holdings Limited (the “**Company**”) will be held on 13 October 2009 at 10:00 a.m. at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT

- (1) **“THAT** the share transfer agreement dated 31 August 2009 and the supplemental agreement dated 4 September 2009 (together the “**Share Transfer Agreement**”) entered into among (i) Hover Rise Limited as purchaser; (ii) Talent Eagle Holdings Limited (“**Vendor 1**”) and Heroic Rich Limited (“**Vendor 2**”, together with Vendor 1 the “**Vendors**”) as vendors; (iii) Mr. Yang Kezhi and Ms. Wu Wenying as the Vendors’ guarantors; and (iv) the Company (a copy of which is marked “A” and produced to the meeting and signed by the chairman of the meeting for identification purpose) in relation to the acquisition of entire issued share capital of and the shareholder’s loan owed by Eagle Mascot Limited be and are hereby ratified, confirmed and approved, and all the transactions contemplated under the Share Transfer Agreement, including but not limited to:—
 - (i) the allotment and issue of 131,000,000 ordinary shares of par value HK\$0.10 each in the share capital of the Company (the “**Shares**”) credited as fully paid at an issue price of HK\$0.65 per Share (the “**Consideration Shares**”) by the Company to Vendor 1 (or its nominee(s));

- (ii) the issue of the non-listed tranche 1 convertible note in the principal amount of HK\$889,850,000 and the non-listed tranche 2 convertible note in the principal amount of HK\$290,000,000 (the “**Convertible Note**”) by the Company to Vendor 1 and Vendor 2 (or their respective nominee(s)) respectively;
- (iii) the allotment and issue of new Shares to holder(s) of the Convertible Note upon exercise of the conversion rights attached to the Convertible Note (the “**Conversion Shares**”); and
- (iv) the entering into the deed of indemnity, the assignment of loan, and the escrow agreement substantially in such forms as attached to the schedules to the Share Transfer Agreement

be and are hereby approved, and any one of the directors of the Company (the “**Directors**”) be and is hereby authorised to do all such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the company secretary of the Company or some other person appointed by the board of Directors for the purpose) and to take such steps as such Director considers necessary, appropriate, desirable or expedient for the implementation of and giving effect to the Share Transfer Agreement and the transactions contemplated thereunder, and to agree to such variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of such Director, in the interest of the Company and the shareholders of the Company as a whole.”

- (2) “**THAT** conditional upon the passing of resolution (1) above and the completion of the Share Transfer Agreement, the authorised share capital of the Company be and is hereby increased from HK\$200,000,000 divided into 2,000,000,000 Shares to HK\$400,000,000 divided into 4,000,000,000 Shares by the creation of additional 2,000,000,000 new Shares in the capital of the Company, and that any one of the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the company secretary of the Company or some other person appointed by the board of Directors for the purpose) and to take such steps as such Director considers necessary, appropriate, desirable or expedient for the implementation of and giving effect to or in connection with such increase in the authorised share capital of the Company.”

- (3) “**THAT** conditional upon the passing of resolutions (1) and (2) above and the completion of the Share Transfer Agreement, the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Consideration Shares and the Conversion Shares contemplated under the Convertible Note, which specific mandate can be exercised once or more than once and with a valid term of five years commencing from the issue date of the Convertible Note as referred to in resolution (1) above.””

By order of the Board
Broad Intelligence Pharmaceutical Holdings Limited
Mr. Zhong Houtai
Chairman

Hong Kong, 25 September 2009

Notes:

1. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Tricor Standard Limited, of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time for holding the Meeting or adjourned Meeting.
2. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Meeting or any adjournment.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members.
4. The register of members of the Company will be closed from 12 October 2009 to 13 October 2009, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending and voting at the Meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's Hong Kong branch share registrar, Tricor Standard Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 9 October 2009.

As at the date of this announcement, the executive Directors are Mr. Zhong Houtai, Mr. Zhong Houyao, Mr. Chong Hoi Fung and Mr. Sun Daquan and the independent non-executive Directors are Mr. Cheung Chuen, Mr. Pei Renjiu and Mr. Li Kai Ming.