
IMPORTANT

If you are in doubt about 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 Broad Intelligence International Pharmaceutical Holdings Limited (the “Company”) you should at once hand this circular with the enclosed form of proxy to the purchaser or the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTIONS OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Broad Intelligence International Pharmaceutical Holdings Limited to be held at Plaza I – III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 28 May 2008 at 10:00 a.m., at which, among other things, the above proposals will be considered, the full text of which as set out on pages 15 to 19 of this circular.

Whether or not you intend to attend the annual general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Broad Intelligence International Pharmaceutical Holdings Limited’s Hong Kong branch share registrar and transfer office, Tricor Standard Limited of 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

28 April 2008

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DEFINITIONS

In this circular (other than in the notice of AGM), unless the context otherwise requires, the following expressions have the following meaning:

“AGM”	the annual general meeting of the Company to be convened and held at Plaza I – III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 28 May 2008 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“Commission”	the Securities and Futures Commission;
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	Broad Intelligence International Pharmaceutical Holdings Limited;
“Director(s)”	director(s) of the Company;
“Extension Mandate”	the mandate to extend the limit under the Issue Mandate by the amount of Shares repurchased by the Company under the Repurchase Mandate;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution approving such mandate;
“Latest Practicable Date”	23 April 2008, being the latest practicable date for the purpose of ascertaining certain information herein contained prior to the printing of this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	The People’s Republic of China;
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution approving such mandate;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Shareholder(s)”	holders of Shares;
“Share(s)”	ordinary shares of nominal value HK\$0.10 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time;
“HK\$”	Hong Kong dollars, being the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE CHAIRMAN



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)

Executive Directors:

Mr. ZHONG Houtai (*Chairman*)

Mr. ZHONG Houyao

Mr. CHONG Hoi Fung

Mr. SUN Daquan

Independent Non-executive Directors:

Mr. PEI Renjiu

Mr. LI Kai Ming

Mr. CHEUNG Chuen

Registered Office:

PO Box 309GT

Ugland House

South Church Street

George Town

Grand Cayman

Cayman Islands

Principal Office in Hong Kong:

Unit 1903

Allied Kajima Building

138 Gloucester Road

Wanchai

Hong Kong

28 April 2008

To the Shareholders

Dear Sirs or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTIONS OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed to seek approval of the Shareholders at the AGM in respect of, among other matters, (i) the Issue Mandate; (ii) the Repurchase Mandate; (iii) the Extension Mandate; and (iv) the re-elections of retiring Directors. In compliance with the Listing Rules, this circular contains an explanatory statement which provides all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate and other relevant information.

LETTER FROM THE CHAIRMAN

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 31 May 2007, an ordinary resolution was passed by the then Shareholders granting the existing Issue Mandate to the Directors, which is due to expire at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Issue Mandate i.e. a general and unconditional mandate to allot, issue and deal with, otherwise by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends pursuant to the memorandum and articles of association of the Company, additional Shares with an aggregate nominal value not exceeding 20% of the aggregate of the total nominal value of the share capital of the Company in issue at the date of the passing of such resolution.

On the basis of a total of 463,899,000 Shares in issue as at the Latest Practicable Date and no further Shares are issued or repurchased prior to the AGM, the maximum number of Shares which may fall to be issued under this proposed Issue Mandate will be 92,779,800 Shares. The fresh Issue Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by any applicable laws of the Cayman Islands or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 31 May 2007, an ordinary resolution was passed by the then Shareholders granting the existing Repurchase Mandate to the Directors, which is due to expire at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Repurchase Mandate i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of shares of up to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution. The fresh Repurchase Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by any applicable laws of the Cayman Islands or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Details concerning the proposed Repurchase Mandate are contained in Appendix I of this circular.

LETTER FROM THE CHAIRMAN

4. GENERAL EXTENSION MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the issued share capital of the Company on the date of passing the resolution approving the Issue Mandate.

5. RE-ELECTIONS OF RETIRING DIRECTORS

Pursuant to Article 112 of the Articles, Mr. Zhong Houyao, Mr. Chong Hoi Fung and Mr. Sun Daquan will retire and, being eligible, offer themselves for re-election at the AGM.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

6. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 15 to 19 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and Repurchase Mandate, the Extension Mandate and the re-elections of retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.broadintelligence.com.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited of 26/F., 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 such power or authority, not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the meeting if so wished.

LETTER FROM THE CHAIRMAN

7. PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to the article 76 of the Articles, a resolution put to the vote of a general meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least five Shareholders present in person or by proxy and entitled to vote at the meeting; or
- (c) by any Shareholder(s) present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Shareholders having the right to attend and vote at the meeting; or
- (d) by any Shareholder(s) present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (e) if required by the Listing Rules, by the Chairman of the meeting and/or the Directors who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights of all Shareholders having right to vote at the meeting.

Under the Listing Rules, the Stock Exchange will require any Shareholder and his associates (as defined in the Listing Rules), being Shareholders themselves, to abstain from voting at any general meeting of the Company on any relevant resolution by virtue of such Shareholder having a material interest in the same. Where any Shareholder is required to abstain from voting on a particular resolution, any vote taken at the general meeting of the Company on such resolution shall be taken on a poll.

LETTER FROM THE CHAIRMAN

8. RECOMMENDATION

The Board considers that the ordinary resolutions to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

Yours faithfully,

For and on behalf of the Board

Broad Intelligence International Pharmaceutical Holdings Limited

Zhong Houtai

Chairman

This appendix serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate proposed at the AGM.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 463,899,000 Shares in issue as at the Latest Practicable Date and no further Shares are issued or repurchased prior to the AGM, could accordingly result in up to 46,389,900 Shares being repurchased by the Company during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of Cayman Islands or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but believe that it is in the best interests of the Company and its Shareholders to seek a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. GENERAL

There might be a material adverse impact on the working capital or gearing position as disclosed in the audited financial statement of the Company for the year ended 31 December 2007 in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate.

4. FUNDING OF REPURCHASE

Any repurchase of Shares would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the purchase, or, if so authorised by its Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by its Articles and subject to the provisions of the Companies Law, out of capital.

5. DIRECTORS AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any of its connected person (as defined in the Listing Rules) that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

7. EFFECT OF TAKEOVERS CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company:

- Elite Achieve Limited, which is wholly and beneficially owned by Mr. Zhong Houtai (chairman and director of the Company), holds 211,720,000 Shares representing approximately 45.64% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted, the interest of Mr. Zhong Houtai in the Company would be increased to approximately 50.71% of the issued share capital of the Company and such increase may not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

In fact, the Directors have no intention to exercise in full the power to repurchase Shares of the Company.

8. SHARE PURCHASE MADE BY THE COMPANY

During each of the six months preceding the Latest Practicable Date, no Shares have been repurchased, on the Stock Exchange or otherwise, by the Company.

9. SHARE PRICES

During the current month and each of the previous twelve months before the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Months	Price Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2007		
April	1.26	1.01
May	1.44	0.98
June	1.44	1.07
July	1.27	1.03
August	1.16	0.83
September	1.14	0.88
October	1.02	0.84
November	0.95	0.83
December	0.95	0.83
2008		
January	0.91	0.75
February	0.93	0.74
March	1.02	0.86
April (up to the Latest Practicable Date)	1.01	0.85

The following set out the details of the Directors who retire by rotation and, being eligible, will offer themselves for re-election at the AGM pursuant to the Article 112 of the Articles.

Mr. Zhong Houyao, aged 54, was appointed as an executive Director in April 2003. Mr. Zhong is also the general manager of the Company. Mr. Zhong was qualified as a senior engineer by the Fujian Province Title Reform Committee (福建省職稱改革領導小組) in 2000. Mr. Zhong graduated from Fujian Normal University (福建師範大學) in 1982, majoring in chemistry. He taught in Fujian Qiaoxing Light Industry School (福建省僑興輕工學校) from 1982 to 1991 and was the leader of the Scientific Research Team and the head of the Food Industry Division there. During his service in the institute, Mr. Zhong coordinated the study on various topics including “alcohol extraction from cane juice” and “food preservation”. From 1992 to 1993, Mr. Zhong studied food chemistry in Australia. Currently, Mr. Zhong is an executive of the Fujian Association of Pharmaceutical Profession (福建省醫藥行業協會). He joined the Group in 1996 and was one of the founders of the Group. Mr. Zhong Houyao is the brother of Mr. Zhong Houtai, the Chairman of the Company.

Mr. Zhong entered into a service contract with the Company for an initial fixed term of 3 years commencing from 24 November 2003, and will continue thereafter until terminated by not less than 3 months’ notice in writing served by either party on the other, subject to the requirements for retirement and re-election under the Articles. Mr. Zhong is entitled to a fixed basic salary of HK\$480,000 per annum, which is determined based on duties and responsibilities for acting as an executive Director. This fixed basic salary is subject to an annual increment after the first anniversary of the commencement date of the service contract at the discretion of the Directors of not more than 10% of the annual salary immediately prior to such increase. Mr. Zhong will also be entitled with a discretionary bonus provided that the aggregate amount of the bonuses payable shall not exceed 5% of the audited net profit of the Company (or as the case may be, combined or, consolidated audited net profit of the Group (if any) after taxation but before extraordinary and exceptional items and payment of such bonuses) for the relevant financial year and such amount has to be approved by the Remuneration Committee. Such emoluments are covered in his service contract with the Company. Mr. Zhong’s emoluments for the year ended 31 December 2007 were HK\$46,000.

Mr. Chong Hoi Fung, aged 37, was appointed as an executive Director in April 2003. He graduated from Xiamen University (廈門大學) in 1993 and obtained a bachelor degree in economics. He had worked as a deputy general manager of a real estate company in Fujian, the PRC for four years. He had also held a senior position in another property development company in the PRC for 2 years. Mr. Chong is also an independent non-executive director of China Packaging Group Company Limited (中國包裝集團有限公司) (formerly named as Spread Prospects Holdings Limited (展鴻控股有限公司)). Mr. Chong joined the Group in April 2003.

Mr. Chong entered into a service contract with the Company for an initial fixed term of 3 years commencing from 24 November 2003, and will continue thereafter until terminated by not less than 3 months' notice in writing served by either party on the other, subject to the requirements for retirement and re-election under the Articles. Mr. Chong is entitled to a fixed basic salary of HK\$360,000 per annum, which is determined based on duties and responsibilities for acting as an executive Director. This fixed basic salary is subject to an annual increment after the first anniversary of the commencement date of the service contract at the discretion of the Directors of not more than 10% of the annual salary immediately prior to such increase. Mr. Chong will also be entitled with a discretionary bonus provided that the aggregate amount of the bonuses payable shall not exceed 5% of the audited net profit of the Company (or as the case may be, combined or, consolidated audited net profit of the Group (if any) after taxation but before extraordinary and exceptional items and payment of such bonuses) for the relevant financial year and such amount has to be approved by the Remuneration Committee. Such emoluments are covered in his service contract with the Company. Mr. Chong did not receive any emoluments for the year ended 31 December 2007.

Mr. Sun Daquan, aged 68, was appointed as an executive Director in April 2003. He graduated from Shanghai First Medical School (上海第一醫學院) in 1962, majoring in pharmacy. From 1979 to 1983, Mr. Sun held various senior positions in Industrial Chemistry Bureau of Xiamen City, Fujian. From 1983 to 1995, he was the deputy general manager of Pharmaceutical Company of Fujian (福建省醫藥總公司), presently known as Drug Administration of Fujian Province. In 1996, he became the chief commissioner of Food and Drug Administration of Fujian (福建省醫藥管理局). He was qualified as an engineer in pharmacy by the People's Government of Xiamen City in 1981. Mr. Sun joined the Group in April 2003.

Mr. Sun entered into a service contract with the Company for an initial fixed term of 3 years commencing from 24 November 2003, and will continue thereafter until terminated by not less than 3 months' notice in writing served by either party on the other, subject to the requirements for retirement and re-election under the Articles. Mr. Sun is entitled to a fixed basic salary of HK\$300,000 per annum, which is determined based on duties and responsibilities for acting as an executive Director. This fixed basic salary is subject to an annual increment after the first anniversary of the commencement date of the service contract at the discretion of the Directors of not more than 10% of the annual salary immediately prior to such increase. Mr. Sun will also be entitled with a discretionary bonus provided that the aggregate amount of the bonuses payable shall not exceed 5% of the audited net profit of the Company (or as the case may be, combined or, consolidated audited net profit of the Group (if any) after taxation but before extraordinary and exceptional items and payment of such bonuses) for the relevant financial year and such amount has to be approved by the Remuneration Committee. Such emoluments are covered in his service contract with the Company. Mr. Sun's emoluments for the year ended 31 December 2007 were HK\$46,000.

APPENDIX II

DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders in respect of each of the above Directors proposed to be re-elected.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Broad Intelligence International Pharmaceutical Holdings Limited (the “Company”) will be held at Plaza I – III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 28 May 2008 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2007;
2. to re-elect directors and to authorise the board of directors to fix the directors’ remunerations;
3. to re-appoint auditors and to authorise the board of directors to fix their remuneration; and

As special businesses, to consider and, if thought fit, pass the following as ordinary resolutions, with or without amendments:

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (“Shares”) and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of the subscription rights or conversion under the terms of any warrants or other securities issued by the Company as at the date of this Resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares, or (iii) the exercise of rights granted pursuant to any option scheme of the Company or of any of its subsidiaries for the grant or issue of Shares or options to subscribe for or rights to acquire Shares, or (iv) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend or distribution in accordance with the memorandum and articles of association of the Company, from time to time shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares or an offer of warrants, options or other securities giving right to subscribe for shares, open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements, if any, 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 any stock exchange in any territory outside Hong Kong applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the Shares in issue as at the date of the passing of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon Ordinary Resolution nos. 4 and 5 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Ordinary Resolution no. 5 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the authority granted under Ordinary Resolution no. 4 above.”

Yours faithfully,

For and on behalf of the Board of

Broad Intelligence International Pharmaceutical Holdings Limited

Zhong Houtai

Chairman

Hong Kong, 28 April 2008

Principal Office:

Unit 1903

Allied Kajima Building

138 Gloucester Road

Wanchai, Hong Kong.

NOTICE OF ANNUAL GENERAL MEETING

Note:

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 26/F., 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 annual general 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 26 May 2008 to 28 May 2008, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending and voting at the forthcoming annual general 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 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 23 May 2008.
5. As at the date of this notice, the board of directors comprises Mr. Zhong Houtai, Mr. Zhong Houyao, Mr. Chong Hoi Fung and Mr. Sun Daquan, all being the executive directors and Mr. Pei Renjiu, Mr. Li Kai Ming and Mr. Cheung Chuen, all being the independent non-executive directors.