



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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND THE NOTICE OF ANNUAL GENERAL MEETING

The Directors proposes to amend the Articles in order to, amongst others, reflects amendments to the Listing Rules relating to the Code on Corporate Governance Practices and Rules on the Corporate Governance Report which came into effect on 1 January 2005.

The proposed amendments to the Articles are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting.

A circular containing details of the proposed amendments to the Articles and a notice of the Annual General Meeting has been despatched to the Shareholders on the date of this announcement.

To reflect the recent amendments to the Rules Governing the Listing of Securities on the Stock Exchange Hong Kong Limited (the “Listing Rules”) relating to the Code on Corporate Governance Practices (the “Code”) and Rules on the Corporate Governance Practices which came into effect on 1 January 2005 and to facilitate the process for demanding a poll at general meetings, the directors (the “Directors”) of Broad Intelligence International Pharmaceutical Holdings Limited (the “Company”) proposed to amend the articles of association of the Company (the “Articles”). The major proposed amendments to the Articles are as follows:

- (a) effect voting by way of a poll as required by the Listing Rules;
- (b) disclose the voting figure on a poll if required by the Listing Rules;
- (c) specify that every Director, including those appointed for a specific term, will be subject to retirement by rotation at least once every three years; and
- (d) to remove Directors at any general meeting by ordinary resolution at any time before the expiration of his period of office.

The proposed amendments to the Articles are subject to the approval of the shareholders of the Company (“Shareholders”) by way of a special resolution to be considered at the forthcoming annual general meetings of the Company (the “Annual General Meeting”) to be held on Friday 19 May 2006 at 10:00 a.m.

A circular containing details of the proposed amendments to the Articles and a notice of the Annual General Meeting has been despatched to the Shareholders on the date of this announcement.

As this date of announcement, the Board of Directors of the Company comprises of eight Directors, of which five are Executive Directors, namely Mr. Zhong Houtai, Chairman, Mr. Zhong Houyao, Mr. Chong Hoi Fung, Mr. Sun Daquan, Mr. Chai Chung Wai and three Independent Non Executive Directors, namely Mr. Cheung Chuen, Mr. Pei Renjiu, Mr. Li Kai Ming.

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

Hong Kong, 25 April 2006

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 19 May 2006 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 2005;
2. to re-elect Directors and to authorise the Board to fix the Directors’ remunerations;
3. to re-appoint auditors and to authorise the Board to fix their remuneration; and

as special businesses, to consider, and if thought fit, pass the following ordinary and special resolutions:

ORDINARY RESOLUTIONS

4. **“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares in the capital of the Company (“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 repurchased or agreed conditionally or unconditionally to 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 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 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 this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

5. **“THAT**

(a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional 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;

(b) the approval in paragraph (a) shall authorise the Directors of the Company 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 allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company 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 the subscription rights under the share option scheme of the Company, or (iv) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on Shares 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 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.

“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 of the Company 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 as the Directors of the Company 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).”

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. 4 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 of the Company pursuant to Ordinary Resolution no. 5 above.”

SPECIAL RESOLUTIONS

7. **“THAT** the articles of association of the Company be and are hereby amended as follows:

1. Article 76

- (i) by inserting the following words immediately after the words “on a show of hands unless” in the 2nd line of the existing Article 76:

“voting by way of a poll is required by the Listing Rules or”;

- (ii) by deleting the full-stop at the end of the existing Article 76(d) and substituting a semicolon therefor and thereafter the word “or”;

- (iii) by inserting the following new Article 76(e) immediately after the existing Article 76(d):

“(e)if required by the Listing Rules, by the Chairman of such 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 members having right to vote at such meeting.”; and

- (iv) by inserting the following paragraph as new paragraph immediately after the new Article 76(e):

“Unless a poll is so required or demanded and, in the latter case, not withdrawn, the Chairman of the meeting should indicate to the meeting of the Company the level of proxies lodged on each resolution and the balance for and against the resolution, after it has been dealt with on a show of hands.”;

2. Article 77(a)

by inserting the following sentence immediately after the words “which the poll was demanded.” in the 11th line of the existing Article 77(a):

“The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.”;

3. Article 95

by deleting the words “Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting” in the 4th line of the existing Article 95 and substituting the following words therefor:

“Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of the filling of casual vacancy on the Board), or until the next following annual general meeting of the Company (in the case of an addition to the existing Board), and shall then be eligible for re-election at that meeting”;

4. Article 102(vii)

by deleting the word “special” immediately before the words “resolution of the members of the Company under Article 118(a).” in Article 102(vii) and substituting the word “ordinary” therefor;

5. Article 112

Article 112 be deleted in its entirety and in substitution thereof the following new Article 112:

“112 Notwithstanding any contractual or other terms on which any Director may be appointed or engaged, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to, but not less than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once in every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.”

6. Article 118(a)

by deleting the word “special” immediately before the words “resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office” in Article 118(a) and substituting the word “ordinary” therefor;

7. Article 103

by inserting the following new Article 103(f) immediately after the existing Articles 103(e):

“(f) Where a substantial shareholder (within the meaning of the Listing Rules) or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter should not be dealt with by way of circulation of board resolutions pursuant to this Article or by a committee (except an appropriate board committee set up for that purpose pursuant to a resolution passed in a board meeting) but a board meeting should be held with the presence of the independent non-executive Directors who, and whose associates, have no material interest in the transaction.”; and

8. General updating

by updating all references to refer to the “(2004 Revision)” of the Companies Law of the Cayman Islands.”; and

8. “**THAT**, conditional upon the passing of the special resolution set out above, the articles of association of the Company be and are hereby replaced in their entirety with the form produced at the meeting, consolidating the amendments referred to above and those amendments made by special resolution on 25 May 2004 but with no other changes.”

Yours faithfully,
For and on behalf of the Board of
Broad Intelligence International Pharmaceutical Holdings Limited
Zhong Houtai
Chairman

Hong Kong, 25 April 2006

Principal Office:
Unit 1903
Allied Kajima Building
138 Gloucester Road
Wanchai, Hong Kong.

Note:

A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A member entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and to 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 completed and deposited at the Company’s Hong Kong branch share registrar and transfer office, Standard Registrars 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 for holding the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the meeting if so wished.

“Please also refer to the published version of this announcement in The Standard”