
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim 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-ELECTION OF RETIRING DIRECTORS,
ELECTION OF NEW DIRECTOR,
CHANGE OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the board of directors of the Company is set out on pages 3 to 7 of this circular.

A notice convening the annual general meeting of the Company to be held at Plaza III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 2 June 2010 at 10:00 a.m., at which, among other things, the above proposals will be considered. The full text of the notice is set out on pages 16 to 19 of this circular.

Whether or not you intend to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

30 April 2010

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. General Mandate to Issue Shares	4
3. General Mandate to Repurchase Shares	4
4. General Extension Mandate to Issue Shares	5
5. Re-election of Retiring Directors	5
6. Election of New Director	5
7. Change of Auditors	5
8. Annual General Meeting	6
9. Voting by Poll	6
10. Recommendation	7
Appendix I – Explanatory Statement on the Repurchase Mandate	8
Appendix II – Details of the Directors proposed to be re-elected or elected at the Annual General Meeting	12
Notice of Annual General Meeting	16

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Plaza III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 2 June 2010 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM on pages 16 to 19 of this circular
“An-xin”	深圳市安芯數字發展有限公司 (Shenzhen An-xin Digital Development Co., Limited), an indirect wholly-owned subsidiary of the Company
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised from time to time) of the Cayman Islands
“Company”	Broad Intelligence International Pharmaceutical Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“Convertible Notes”	the two tranches of non-listed convertible notes in the principal amount of HK\$889.85 million and HK\$290 million respectively issued by the Company on 22 October 2009
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“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 2010, being the latest practicable date for the purpose of ascertaining certain information herein contained prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“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)”	holder(s) of Share(s)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, being the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



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. SUN Daquan

Mr. LIN Supeng

Independent Non-executive Directors:

Mr. PEI Renjiu

Mr. LI Kai Ming

Mr. CHEUNG Chuen

Registered Office:

PO Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Principal Office in Hong Kong:

Unit 1903

Allied Kajima Building

138 Gloucester Road

Wanchai

Hong Kong

30 April 2010

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
ELECTION OF NEW DIRECTOR,
CHANGE OF AUDITORS
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; (iv) the re-election of retiring Directors; (v) the election of new Director to fill the vacated office of the retiring Director; and (vi) change of auditors. 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 BOARD

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 3 June 2009, 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 than 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 or any Shares issued as scrip dividends pursuant to the Memorandum and Articles of Association, 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 1,271,283,613 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be 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 254,256,722 Shares. The fresh Issue Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by any applicable laws of the Cayman Islands or the Articles of Association; 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 3 June 2009, 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 the 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 of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by any applicable laws of the Cayman Islands or the Articles of Association; 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 BOARD

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-ELECTION OF RETIRING DIRECTORS

Pursuant to article 95 of the Articles of Association, Mr. Lin Supeng will retire, and being eligible, offer himself for re-election at the AGM,

Pursuant to article 112 of the Articles of Association, Mr. Zhong Houyao, Mr. Sun Daquan and Mr. Cheung Chuen will retire by rotation. Mr. Zhong Houyao and Mr. Cheung Chuen, being eligible, will offer themselves for re-election at the AGM, whereas Mr. Sun Daquan will not offer himself for re-election due to retirement. Mr. Sun has confirmed that he has no disagreements with the Board, and there is no matter that needs to be brought to the attention of the Shareholders in relation to his retirement.

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

6. ELECTION OF NEW DIRECTOR

Pursuant to article 113 of the Articles of Association, the Board proposes that Mr. Yang Ma be elected at the AGM as an Executive Director to fill the vacated office arising from the retirement of Mr. Sun Daquan.

Details of Mr. Yang Ma are set out in Appendix II to this circular.

7. CHANGE OF AUDITORS

In April 2010, the Company's auditors, CCIF CPA Limited, have notified the Company of its merger of business with PCP CPA Limited resulting in Crowe Horwath (HK) CPA Limited operating as the merged firm. Crowe Horwath (HK) CPA Limited is a new member firm based in Hong Kong for Crowe Horwath International, which is one of the top 10 global networks of independent accounting and advisory service firms. The Board was also informed that the merger had become effective from 13 October 2009.

LETTER FROM THE BOARD

The Board considers that it is in the best interests of the Company and the Shareholders as a whole if the auditors are able to continue to serve the Company under the more internationally renowned name of Crowe Horwath (HK) CPA Limited. Accordingly, following the retirement of CCIF CPA Limited as a result of the above merger, a resolution for the appointment of Crowe Horwath (HK) CPA Limited as the new auditors of the Company will be proposed at the AGM.

CCIF CPA Limited has confirmed that there is no matter that needs to be brought to the attention of the holders of securities of the Company in connection with their retirement as the auditors of the Company.

8. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 16 to 19 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors, the election of new Director to fill the vacated office of the retiring Director and the change of auditors.

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 Hong Kong Exchanges and Clearing Limited (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 adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the AGM or any adjournment thereof if so wished.

9. VOTING BY POLL

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with Rule 13.39(4) of the Listing Rules. The chairman would explain the detailed procedures for conducting a poll at the commencement of the AGM.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy shall have one vote for each Share registered in his name in the register of members of the Company. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

After the conclusion of the AGM, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.broadintelligence.com.hk).

10. RECOMMENDATION

The Board considers that the 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 of

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

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 1,271,283,613 Shares, and there are outstanding Convertible Notes in the principal amount of HK\$800,000,000 which are convertible into 1,230,769,230 Shares at the initial conversion price of HK\$0.65.

Exercise in full of the Repurchase Mandate, on the basis of 1,271,283,613 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the AGM, could accordingly result in up to 127,128,361 Shares being repurchased by the Company during the period ending on the earliest of (i) the date of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands, or (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.

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 the 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 repurchases 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 2009 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 of Association 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 the Articles of Association 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 the profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association 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, the Articles of Association and the applicable laws of the 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.

APPENDIX I

EXPLANATORY STATEMENT ON
THE REPURCHASE MANDATE

As at the Latest Practicable Date and insofar as the Directors are aware, the following Shareholder(s) had interests representing 5% or more of the issued share capital of the Company which are discloseable under Part XV of the SFO:–

Name of Shareholder	Capacity/Nature of Interest	Number of Shares		Approximate % of existing issued share capital in the Company	Approximate % of issued share capital after the exercise in full of the Repurchase Mandate
		Long Position	Short Position		
Talent Eagle Holdings Limited <i>(Note 1)</i>	Beneficial interest	76,000,000	–	5.98	6.64
Golden Bright Holdings Limited <i>(Note 1)</i>	Beneficial interest and interest in controlled corporation	131,000,000	–	10.30	11.45
Elite Achieve Limited <i>(Note 2)</i>	Beneficial interest	211,720,000	–	16.65	18.50
Heroic Rich Limited <i>(Note 3)</i>	Beneficial interest	30,769,230	–	2.42	2.69
Katsomalos Nikolos	Beneficial interest	76,148,000	–	5.99	6.66

Notes:

1. The entire issued share capital of Talent Eagle Holdings Limited is owned by Golden Bright Holdings Limited; the entire issued share capital of Golden Bright Holdings Limited is in turn owned by Mr. Yang Kezhi. As at the Latest Practicable Date, Talents Eagle Holdings Limited is also beneficially interested in Convertible Notes convertible into 615,384,615 Shares; Golden Bright Holdings Limited is beneficially interested in 55,000,000 Shares.
2. The entire issued share capital of Elite Achieve Limited is legally and beneficially owned by Mr. Zhong Houtai, an Executive Director.
3. The entire issued share capital of Heroic Rich Limited is legally and beneficially owned by Ms. Wu Wenying. As at the Latest Practicable Date, Heroic Rich Limited is also beneficially interested in Convertible Notes convertible into 415,384,616 Shares.
4. For the purpose of this section, the shareholding percentage in the Company is calculated on the basis of 1,271,283,613 Shares in issue as at the Latest Practicable Date.

The Directors are not aware of any consequences that may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such extent as to result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

8. SHARE PURCHASE MADE BY THE COMPANY

During 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 the Shares on the Stock Exchange were as follows:

Months	Price Per Share	
	Highest HK\$	Lowest HK\$
2009		
April	0.450	0.330
May	0.470	0.330
June	0.500	0.405
July	0.530	0.415
August	0.820	0.380
September	1.150	0.610
October	0.780	0.540
November	0.780	0.580
December	0.730	0.510
2010		
January	0.660	0.560
February	0.630	0.520
March	1.070	0.560
April (up to the Latest Practicable Date)	1.320	0.880

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

The followings are the details of Mr. Lin Supeng, who will retire, and being eligible, offer himself for re-election at the AGM pursuant to article 95 of the Articles of Association.

Mr. Lin Supeng (林蘇鵬), aged 26, is an Executive Director of the Company. Mr. Lin holds a degree of Bachelor of Science in 數學與應用數學 (信息與計算科學) (Mathematics and Applied Mathematics (Information and Computational Science)) from 深圳大學 (Shenzhen University), the PRC, and a degree of Master of Information Technology from The University of Queensland, Australia. Mr. Lin is knowledgeable in computer programming and is experienced in software development project management.

Mr. Lin is currently the Chief Officer of the Technical Department of An-xin, and is responsible for the supervision and management of the said department, including development of system software and application software. Mr. Lin joined An-xin in May 2009 and became the Executive Director of the Company in February 2010. Save as disclosed above, Mr. Lin does not hold any other position in the Company or any of its subsidiaries.

Mr. Lin has not entered into any service contract with the Company. He is entitled to receive an annual director's fee of HK\$30,000, which is determined by the Board with reference to his duties and responsibilities and the prevailing market conditions. Mr. Lin is not appointed for a specific term, and shall be subject to retirement by rotation and eligible for re-election at the annual general meetings of the Company in accordance with the Articles of Association.

Mr. Lin has not held any directorship in any other public companies the securities of which are listed on any security market in Hong Kong or overseas or other major appointments or professional qualifications over the last three years.

Mr. Lin does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

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

The followings are the details of Mr. Zhong Houyao and Mr. Cheung Chuen, who will retire by rotation, and being eligible, offer themselves for re-election at the AGM pursuant to article 112 of the Articles of Association.

Mr. Zhong Houyao (鍾厚堯), aged 56, is an Executive Director and 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.

Mr. Zhong entered into a service contract with the Company for an initial fixed term of 3 years commencing from 24 November 2003, which would 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 of Association. Mr. Zhong is entitled to a fixed remuneration of HK\$480,000 per annum, which is determined based on the duties and responsibilities for acting as an Executive Director. Mr. Zhong will also be entitled to a discretionary bonus provided that the aggregate amount of the bonuses payable shall not exceed 5% of the consolidated audited net profit of the Group for the relevant financial year and such amount has to be approved by the Remuneration Committee of the Company. Such emoluments are covered in his service agreement with the Company. Mr. Zhong’s emoluments for the year ended 31 December 2009 were HK\$36,000.

Mr. Zhong has not held any directorship in any other public companies the securities of which are listed on any security market in Hong Kong or overseas or other major appointments or professional qualifications over the last three years.

Save as disclosed above, Mr. Zhong does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

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

Mr. Cheung Chuen (張全), aged 36, graduated from the accounting department of Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in 1999 and obtained a Master degree in accounting from Hong Kong Polytechnic University in 2004. Mr. Cheung is currently a member of the American Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants. He has more than 10 years' experience in accounting and auditing and is currently qualified to practise as a certified public accountant in the US and Hong Kong. Mr. Cheung joined the Group as Independent Non-executive Director in September 2004. He is currently also an Independent Non-executive Director of Kingwell Group Limited (stock code: 1195), a listed company in Hong Kong and an Executive Director of China High Precision Automation Group Limited (Stock code: 591), a listed company in Hong Kong.

Mr. Cheung has not been appointed for a specific term, but is subject to the requirements for retirement and re-election at the annual general meeting of the Company under the Articles of Association. Mr. Cheung is entitled to a fixed remuneration of HK\$45,000 per annum, which is determined by the Board or the Company at general meeting with reference to his duties and responsibilities for acting as an Independent Non-executive Director and the prevailing market situation. Such emoluments are covered in his letter of appointment with the Company. Mr. Cheung's emoluments for the year ended 31 December 2009 were HK\$45,000.

Save as disclosed above, Mr. Cheung has not held any directorship in any other public companies the securities of which are listed on any security market in Hong Kong or overseas or other major appointments or professional qualifications over the last three years.

Save as disclosed above, Mr. Cheung does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

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.

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

The followings are the details of Mr. Yang Ma, who will offer himself for election at the AGM to fill the vacated office arising from the retirement of Mr. Sun Daquan pursuant to article 113 of the Articles of Association.

Mr. Yang Ma (楊馬), aged 31, completed his study of 計算機科學與技術專業 (Specialty in Computer Science and Technology) in 淮陰工學院 (Huaiyin Institute of Technology), the PRC, in 2000. Mr. Yang has extensive experience in the management of sourcing of materials. Mr. Yang is currently the Vice General Manager of An-xin and the Manager of its Sourcing Department, and is responsible for the supervision and management of the sourcing activities of An-xin. Save as aforesaid, Mr. Yang does not hold any other position in the Company or any of its subsidiaries.

Mr. Yang has not and will not enter into any service contract with the Company. Subject to the election by the Shareholders in the AGM, he will be entitled to receive an annual director's fee of HK\$30,000, which is determined by the Board with reference to his duties and responsibilities and the prevailing market conditions. Mr. Yang will not be appointed for a specific term, and shall be subject to retirement by rotation and eligible for re-election at future annual general meetings of the Company in accordance with the Articles of Association.

Mr. Yang has not held any directorship in any other public companies the securities of which are listed on any security market in Hong Kong or overseas or other major appointments or professional qualifications over the last three years. Mr. Yang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Save as aforesaid, there are no other matters concerning the proposed appointment of Mr. Yang as an Executive Director that are required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

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 III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 2 June 2010 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 2009;
2. to re-elect directors and to authorise the board of directors to fix the directors’ remunerations;
3. to elect new director to fill the vacated office of the retired director and to authorise the board of directors to fix the new director’s remuneration;
4. to appoint Crowe Horwath (HK) CPA Limited as the Company’s auditors following the retirement of CCIF CPA Limited 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

5. **“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).”

6. **“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

7. “**THAT** conditional upon Ordinary Resolution nos. 5 and 6 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. 6 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. 5 above.”

Yours faithfully,

For and on behalf of the Board of

Broad Intelligence International Pharmaceutical Holdings Limited

Zhong Houtai

Chairman

Hong Kong, 30 April 2010

Principal Office in Hong Kong:

Unit 1903

Allied Kajima Building

138 Gloucester Road

Wanchai, Hong Kong.

Registered Office:

PO Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

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 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 that power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
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 1 June 2010 to 2 June 2010, 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 and transfer office, Tricor Standard Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 31 May 2010.
5. As at the date of this notice, the board of directors comprises Mr. Zhong Houtai, Mr. Zhong Houyao, Mr. Sun Daquan and Mr. Lin Supeng, all being the executive directors and Mr. Pei Renjiu, Mr. Li Kai Ming and Mr. Cheung Chuen, all being the independent non-executive directors.