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BROAD INTELLIGENCE INTERNATIONAL PHARMACEUTICAL HOLDINGS LIMITED

博智國際藥業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1149)

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

In order to bring the articles of association (“Articles”) of Broad Intelligence International Pharmaceutical Holdings Limited (the “Company”) in line with the recent changes brought about by the amendments to the Listing of Securities on the Stock Exchange Hong Kong Limited (the “Listing Rules”) as well as the Code on Corporate Governance Practices that came into effect on 1 January 2009, our directors of the Company (“Directors”) propose that the Articles shall be amended, among other things, as follows:

- (a) at least 20 clear business days’ notice shall be given in respect of annual general meeting of the Company and at least 10 clear business days’ notice shall be given in respect of extraordinary general meeting of the Company;
- (b) all resolutions at general meetings of the Company shall be voted by poll; and
- (c) to allow the Company to use the Company’s website and other electronic means to send or make available notices or documents to shareholders and to permit the use of the deemed consent provisions in the manner as prescribed in the Listing Rules.

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 3 June 2009 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 at the date of this announcement, the executive Directors are Mr. Zhong Houtai, Mr. Zhong Houyao, Mr. Chong Hoi Fung, Mr. Sun Daquan, and the independent non-executive Directors are Mr. Cheung Chuen, Mr. Pei Renjiu and Mr. Li Kai Ming.

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

Hong Kong, 30 April 2009

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 3 June 2009 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 2008;
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 and special 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;
- (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.

“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.”

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.”

SPECIAL RESOLUTIONS

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

- (a) by inserting the following after “Board” under existing Article 2 headed “Interpretation” of the Articles:

“business day “business day” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”

- (b) by inserting the following after “the Chairman” under existing Article 2 headed “Interpretation” of the Articles:

“clear day “clear day” shall mean in relation to the period of a notice for any meeting or otherwise that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;”

- (c) by deleting the words “(2004 Revision)” from the 2nd line of the definition of “The Companies Law/the Law” appearing in Article 2, and substituting therefor the words “(2007 Revision)”;

- (d) by deleting the definition of “associate” under Article 2 in its entirety, and substituting therefor the following (immediately after the definition of “these Articles” and immediately before the definition of “Auditors”):

“associate “associate” shall have the meaning ascribed to it under the Listing Rules;”

- (e) by deleting the words “2000 of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore” in the sentence sets opposite the term of “electronic” appearing in Article 2;

- (f) by inserting the following after “electronic” under existing Article 2 headed “Interpretation” of the Articles:

“electronic means includes sending or otherwise making available to the intended recipients of the communication in electronic format;”

- (g) by inserting the following after “electronic Signature” under existing Article 2 headed “Interpretation” of the Articles:

“the Electronic “the Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor and section 8 of the Electronic Transactions Law shall not apply;”

(h) Article 6(a)

By deleting the existing Article 6(a) in its entirety and substituting therefor the following:

“6. (a) If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Law, be varied or abrogated with the consent in writing of the holders of not less than three fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.”

(i) Article 15(c)

By deleting the existing Article 15(c) in its entirety and substituting therefor the following:

“(c) The register may, on 14 days’ notice being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed.”

(j) Article 15(d)

By deleting the existing Article 15(d) in its entirety and substituting therefor the following:

“(d) Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of such fee not exceeding HK\$1.00 (or such higher amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection. Any member or non-member may require a copy of the register, or any part thereof, by photostatic means, on payment of HK\$0.80, or such lesser sum as the Company may prescribe, for every sheet or page of size equal to or smaller than 210 mm x 330 mm, or on payment of HK\$3.00, or such lesser sum as the Company may prescribe, for every sheet or page of size greater than 210 mm x 330 mm, or by any other means, on payment of HK\$0.50 cents per record of each member. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.”

(k) Article 28

By deleting the existing Article 28 in its entirety and substituting therefor the following:

“28. In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.”

(l) Article 44

By deleting the existing Article 44 in its entirety and substituting therefor the following:

“44. The registration of transfers may, on 14 days’ notice being given by advertisement published on the Exchange’s website or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year).”

(m) Article 69

(i) by deleting the existing Article 69(a) in its entirety and substituting therefor the following:

“(a) An annual general meeting shall be called by notice in writing of not less than 21 clear days and not less than 20 clear business days and any extraordinary general meeting called for the passing of a special resolution shall be called by notice in writing of not less than 21 clear days and not less than 10 clear business days and any other extraordinary general meeting shall be called by notice in writing of not less than 14 clear days and not less than 10 clear business days, whichever is the longer. The notice shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 71) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”

- (ii) by deleting the words “, on a poll,” after the words “entitled to appoint a proxy to attend and” in the 4th line of the existing Article 69(c).

(n) Article 76

By deleting the existing Article 76 in its entirety and substituting therefor the following:

“76. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll.”

(o) Article 77

- (i) by deleting the existing Article 77(a) in its entirety and substituting therefor the following:

“(a) A poll shall (subject as provided in Article 78) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.”

- (ii) by deleting the existing Article 77(b) in its entirety and substituting therefor the words “intentionally deleted”.

(p) Article 78

By deleting the words “duly demanded” after the words “Any poll” in the 1st line of the existing Article 78.

(q) Article 79

By deleting the existing Article 79 in its entirety and substituting therefor the following:

“79. In the case of an equality of votes the Chairman of the meeting at which the poll is taken, shall be entitled to a second or casting vote.”

(r) Article 81

By deleting the existing Article 81 in its entirety and substituting therefor the following:

“81. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. A member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy is under no obligation to cast all his votes in the same way.”

(s) Article 84

By deleting the existing Article 84 in its entirety and substituting therefor the following:

“84. A member in respect of whom an order has been made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs may vote by any person authorised in such circumstances to do so, and such person may vote by proxy.”

(t) Article 86

By deleting the existing Article 86 in its entirety and substituting therefor the following:

“86. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).”

(u) Article 88

By deleting the existing Article 88 in its entirety and substituting therefor the following:

“88. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.”

(v) Article 90

By deleting the words “to demand or join in demanding a poll and” after the words “deemed to confer authority” in the 2nd line of the existing Article 90.

(w) Article 92(b)

By deleting the existing Article 92(b) in its entirety and substituting therefor the following:

“(b) If a recognised clearing house (or its nominee) is a member of the Company it may authorise such person or persons as it thinks fit to act as its proxy(ies) or representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the proxy form or authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such proxy form or authorisation, notwithstanding any contrary provision contained in Article 81.”

(x) Article 159(b)

By adding the words “and shall be sent at the same time as the notice of annual general meeting,” after the words “every holder of debentures of the Company” in the 7th line of the existing Article 159(b).

(y) Article 163(a)

By deleting the existing Article 163(a) in its entirety and substituting therefor the following:

“(a) Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s Website provided that the Company has obtained

either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules, to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders."

(z) Article 164

By deleting the existing Article 164 in its entirety and substituting therefor the following:

"164. A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner prescribed under the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 164 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong."

- 7B. “**THAT** the amended and restated articles of association of the Company, in the form of the printed document marked “A” and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, which consolidates all of the proposed amendments referred to in Resolution 7A and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect.”

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

Hong Kong, 30 April 2009

Principal Office:

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

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 2 June 2009 to 3 June 2009, 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 4:00 p.m. on 1 June 2009.
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.