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## IMPORTANT

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**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.

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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)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTIONS OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 3 June 2009 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 23 to 37 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.

30 April 2009

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## DEFINITIONS

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*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 3 June 2009 2009 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;

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## DEFINITIONS

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“Latest Practicable Date”	24 April 2009, 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;
“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.

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## LETTER FROM THE CHAIRMAN

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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)**

*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 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 2009

*To the Shareholders*

Dear Sirs or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTIONS OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
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-elections of retiring Directors; and (v) the proposed amendments to the Articles. 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.

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## LETTER FROM THE CHAIRMAN

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### 2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 28 May 2008, 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 28 May 2008, 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.

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## LETTER FROM THE CHAIRMAN

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### 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 Houtai, Mr. Pei Renjiu and Mr. Li Kai Ming 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. PROPOSED AMENDMENTS TO THE ARTICLES

In order to bring the Articles in line with the recent changes brought about by the amendments to the Listing Rules as well as the Code on Corporate Governance Practices that came into effect on 1 January 2009, our 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.

Our legal advisers on Hong Kong laws and the Cayman Islands laws have confirmed that the proposed amendments comply with the requirements of the Listing Rules and laws of Cayman Islands. The Company also confirms that there is nothing unusual about the proposed amendments for a company incorporated under the laws of Cayman Islands and listed on the Stock Exchange.

A special resolution, full text of which is set out in the notice of the AGM, will be proposed to the Shareholders at the AGM for approving the proposed amendments to the Articles by way of adopting an amended and restated Articles. Apart from the proposed amendments, all existing provisions in the Articles shall remain the same. Full text of the proposed amendments to the Articles is set out in Appendix III and resolution no. 7 in the notice of the AGM as a special resolution.

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## LETTER FROM THE CHAIRMAN

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### 7. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 23 to 37 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-elections of retiring Directors and the proposed amendments to the Articles.

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](http://www.hkexnews.hk)) and the website of the Company ([www.broadintelligence.com.hk](http://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.

### 8. VOTING BY POLL

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

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. 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](http://www.hkexnews.hk)) and of the Company ([www.broadintelligence.com.hk](http://www.broadintelligence.com.hk)).

### 9. 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

**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 2008 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.
- Mr. Katsomalos Nikolaos holds 116,000,000 Shares representing approximately 25.01% 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. Katsomalos Nikolaos in the Company would be increased to approximately 27.78% 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 <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2008</b>		
April	1.01	0.84
May	0.85	0.75
June	0.79	0.56
July	0.88	0.62
August	0.76	0.67
September	0.77	0.42
October	0.50	0.33
November	0.50	0.34
December	0.52	0.38
<b>2009</b>		
January	0.60	0.50
February	0.53	0.42
March	0.46	0.40
April (up to the Latest Practicable Date)	0.42	0.33

*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 Houtai (鍾厚泰)**, aged 52, was appointed as an executive Director in April 2003. Mr. Zhong is also the Chairman of the Company. Mr. Zhong is responsible for the Group's overall strategic planning and the oversight of the Company's business and affairs. Mr. Zhong is a representative of the tenth provincial people's congress of Fujian. In June 2004, he was named as one of the "Top 100 Outstanding Entrepreneurs in China" by Wu Bangguo, chairman of the Standing Committee of the National People's Congress. Mr. Zhong was appointed as the deputy president of the Association of Sino-foreign Entrepreneurs of Fujian Province (福建省中外企業家聯誼會) and the Fujian Society of Pharmacy (福建省藥學會) in 2001 and 2002 respectively. In August 2003, he was appointed as the deputy president of the Fujian Association of Pharmaceutical Profession (福建省醫藥行業協會). Mr. Zhong was accredited as New Long March Pioneer (新長征突擊手) by the Fuzhou Committee of the Communist Youth League of China in 1983 and Model Labour of Fuzhou (福州市勞動模範) by the People's Government of Fuzhou City in 2001. Over the years, Mr. Zhong has participated in healthcare-related business and has accumulated experience in production management for more than 8 years. He had also been engaged in various sectors including cultivation, food and agriculture before he founded the Group in 1996. He is also a director of Long Master International Limited ("Long Master"), a wholly-owned subsidiary of the Company and Fujian Nanshaolin Pharmaceutical Company Ltd. ("Fujian Nanshaolin"), (formerly known as Fujian Fuqing Pharmaceutical Company Ltd.), a wholly-owned subsidiary of Long Master. Under the leadership of Mr. Zhong, Fujian Nanshaolin became the first enterprise in Fujian Province passing the national GMP certification in respect of its small volume parenteral solution workshop. Mr. Zhong Houtai is the brother of Mr. Zhong Houyao.

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 remuneration of HK\$600,000 per annum, which is determined based on duties and responsibilities for acting as an executive Director. 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 consolidated audited net profit of the Group for the relevant financial year and such amount has to be approved by the Remuneration Committee. Such emoluments are covered in his service agreement with the Company. Mr. Zhong's emoluments for the year ended 31 December 2008 were HK\$619,000.

As at the Latest Practicable Date, Mr. Zhong holds 211,720,000 Shares within the meaning of Part XV of the SFO, which he holds through Elite Achieve Limited, a substantial Shareholder.

**Mr. Pei Renjiu (裴仁九)**, aged 43, was appointed as independent non-executive Director in April 2003. Mr. Pei graduated from Bangfu Academy of Medical Sciences (蚌埠醫學院) in 1990, majoring in pharmacology. Mr. Pei has been granted various awards. In 1997, one of Mr. Pei's theses was accredited with a first honours award by the chief logistic department of the People's Liberation Army (中國人民解放軍總後勤部) and in 1994 and 1995, two of Mr. Pei's theses were accredited with a third honours award by the logistic department of the Nanjing military zone of the People's Liberation Army (中國人民解放軍南京軍區後勤部). He has been engaged in the field of pharmacy for more than 10 years. Mr. Pei was qualified as a deputy chief pharmacist by the Examination Board of Senior Technical Staff of Healthcare Professionals of the Nanjing military zone (南京軍區衛生系列高級專業技術職務評審委員會) in 1998.

Mr. Pei is not appointed for a specific term, but is subject to the requirements for retirement and re-election at the annual general meeting under the Articles. Mr. Pei is entitled to a fixed remuneration of HK\$60,000 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. Pei's emoluments for the year ended 31 December 2008 were HK\$30,000.

**Mr. Li Kai Ming (李開明)**, aged 65, was appointed as independent non-executive Director in July 2003. Mr. Li graduated from Jimei Light Industrial School in 1962, majoring in industry planning statistics. Mr. Li was the chief of Financial Bureau of Fuqing from 1996 to 2002 and was appointed as visiting professor at China Management Institute (中國管理學院) in 2003. Mr. Li was also a researcher at World Economic Research Centre (世界經濟研究中心) in 2002. Mr. Li was qualified as an economist by the Fuzhou City Title Reform Committee (福州市職稱改革領導小組) in 1992. One of his essays was awarded "First Class Award for Excellent Management Essay in the PRC" (首屆中國優秀領導管理藝術徵文一等獎) in 2000 and his another essay was awarded "Award for International Excellent Essay" (國際優秀論文獎) in 2001. Mr. Li was appointed as independent non-executive Director in July 2003.

Mr. Li is not appointed for a specific term, but is subject to the requirements for retirement and re-election at the annual general meeting under the Articles. Mr. Li is entitled to a fixed remuneration of HK\$60,000 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. Li's emoluments for the year ended 31 December 2008 were HK\$30,000.

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.

*A summary of all the proposed amendments to the Articles are set out below. We propose to effect these amendments by way of adopting an amended and restated Articles of Association.*

- (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.”
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- (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;”
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- (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;”
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- (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;

APPENDIX III

PROPOSED AMENDMENTS TO THE ARTICLES

(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 Transactions Law

“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.”

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## APPENDIX III                      PROPOSED AMENDMENTS TO THE ARTICLES

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(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.”



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## NOTICE OF ANNUAL GENERAL MEETING

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**BROAD INTELLIGENCE INTERNATIONAL PHARMACEUTICAL HOLDINGS LIMITED**

**博智國際藥業控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1149)**

### NOTICE OF 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.

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## NOTICE OF ANNUAL GENERAL MEETING

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“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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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.”
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- (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;”
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- (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)”;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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  
Transactions                      Electronic Transactions Law (2003 Revision) of the  
Law                                      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;”

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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(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).

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## NOTICE OF ANNUAL GENERAL MEETING

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(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

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## NOTICE OF ANNUAL GENERAL MEETING

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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.

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 4:30 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.