
IMPORTANT

If you are in doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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



BROAD INTELLIGENCE INTERNATIONAL PHARMACEUTICAL HOLDINGS LIMITED

博智國際藥業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1149)

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

Resolutions will be proposed at the annual general meeting (the “AGM”) of the Company to be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 20 May 2005 at 10:00 a.m. to approve the matters referred to in this circular. The notice convening the AGM is set out in the 2004 Annual Report. If you are unable to attend the AGM in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

22 April 2005

CONTENTS

Page

Definitions	1
 Letter from the Chairman	
1. Introduction	3
2. General Mandate to Repurchase Shares	4
3. General Mandate to Issue Shares.....	4
4. Extend General Mandate to Issue Shares.....	4
5. Re-elections of Retiring Directors	5
6. Annual General Meeting	7
7. Procedures by which a Poll may be demanded	7
8. Recommendation.....	8
9. General Information	8
 Explanatory Statement of the Share Repurchase Mandate	9
 Notice of Annual General Meeting	12

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meaning:

“2004 Annual Report”	the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors of the Company for the year ended 31 December 2004;
“AGM”	the annual general meeting of the Company to be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 20 May 2005 at 10:00 a.m. at which the 2004 Annual Report will be adopted;
“Articles”	the existing articles of association of the Company;
“Board”	the board of Directors;
“Commission”	the Securities and Futures Commission;
“Company”	Broad Intelligence International Pharmaceutical Holdings Limited;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“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 the Issue Mandate;
“Latest Practicable Date”	18 April 2005, being the latest practicable date prior to the printing of this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Model Code”	Model Code for Securities Transactions by Directors of Listed Companies;
“PRC”	The People’s Republic of China;

DEFINITIONS

“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 the resolution approving the Repurchase 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 HK\$0.10 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases approved by the Commission as amended from time to time.

LETTER FROM THE CHAIRMAN



BROAD INTELLIGENCE INTERNATIONAL PHARMACEUTICAL HOLDINGS LIMITED

博智國際藥業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1149)

Executive Directors:

Mr. ZHONG Houtai (*Chairman*)
Mr. ZHONG Houyao
Mr. CHONG Hoi Fung
Mr. SUN Daquan
Mr. CHAI Chung Wai

Registered Office:

P.O. Box 309GT
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands

Independent Non-executive Directors:

Mr. PEI Renjiu
Mr. LI Kai Ming
Mr. CHEUNG Chuen

Principal Office in Hong Kong:

Unit 1903
Allied Kajima Building
138 Gloucester Road
Wanchai
Hong Kong

22 April 2005

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

At the AGM, resolutions will be proposed to (i) grant to the Directors general mandates to repurchase and issue Shares; (ii) extend general mandate to issue Shares; and (iii) re-elect the retiring Directors. In compliance with the Listing Rules, this circular contains the explanatory statement and gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions approving the Company to repurchase and issue Shares and to re-elect the retiring Directors.

LETTER FROM THE CHAIRMAN

2. GENERAL MANDATE TO REPURCHASE SHARES

At the general meeting of the Company held on 25 May 2004, an ordinary resolution was passed by the then Shareholders granting the existing Repurchase Mandate to the Directors.

An ordinary resolution will be proposed at the AGM to revoke the existing Repurchase Mandate and 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 Listing Rules; 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 ISSUE SHARES

At the general meeting of the Company held on 25 May 2004, an ordinary resolution was passed by the then Shareholders granting the existing Issue Mandate to the Directors.

An ordinary resolution will be proposed at the AGM to revoke the existing Issue Mandate and 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, which means the maximum number of Shares be issued under this proposed Issue Mandate as at the Latest Practicable Date is 80,000,000 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 Listing Rules; 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.

4. EXTEND GENERAL 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

In relation to ordinary resolution number 2 in the notice of the AGM regarding the re-elections of Directors, Mr. Zhong Houyao (“Mr. Zhong”) and Mr. Chong Hoi Fung (“Mr. Chong”) shall retire at the AGM by rotation pursuant to article 112 of the Articles, and, being eligible, will offer themselves for re-elections. In accordance with article 95 of the Articles, Mr. Cheung Chuen (“Mr. Cheung”) will retire at the AGM and, being eligible, offer himself for re-election. Biographical details of the retired Directors are as follows:

Mr. Zhong, aged 51, is an executive Director and the general manager of the Company. Mr. Zhong qualified as a senior engineer by Fujian Province Title Reform Leadership Committee (福建省職稱改革領導小組) in 2000. Mr. Zhong graduated from Fujian Normal University in 1982, majoring in chemistry. He taught in Fujian Qiaoxing Light Industry School from 1982 to 1991 and was the leader of the Scientific Research Team and the head of the Food Industry Division there. During his service in the institute, Mr. Zhong coordinated the study on various topics including “alcohol extraction from cane juice” and “food preservation”. From 1992 to 1993, Mr. Zhong studied food chemistry in Australia. Currently Mr. Zhong is an executive of the Fujian Association of Pharmaceutical Profession (福建省醫藥行業協會). He joined the Group in 1996 and was one of the founders of the Group.

As at the Latest Practicable Date, other than Mr. Zhong is a brother of Mr. Zhong Houtai, the chairman of the Company, Mr. Zhong does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company or its associated corporations. Mr. Zhong did not hold any directorships in listed public companies in the past 3 years and he does not hold any positions with the Company or other members of the Group other than acting as executive director of the Company and director of subsidiary of the Group.

Mr. Zhong has 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, which notice shall not expire until after the fixed term. Mr. Zhong will be entitled to director’s emoluments of HK\$60,000 per annum, which is determined based on the prevailing market rate. Mr. Zhong will also be entitled with a discretionary bonus provided that the aggregate amount of the bonuses payable shall not exceed 5% of the audited net profit of the Company. As at the Latest Practicable Date, Mr. Zhong does not have any interests or short positions related to the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were notifiable to the Company and the Stock Exchange pursuant to Part XV of the SFO.

Mr. Chong, aged 34, is an executive Director. He graduated from Xiamen University in 1993 and obtained a bachelor degree in economics. Mr. Chong has accumulated 8 years of experience in finance and management in the PRC. He once worked as a deputy general manager of a real estate company in Fujian, the PRC for 4 years. He also held a senior position in another property development company in the PRC for 2 years. Mr. Chong joined the Group in April 2003.

LETTER FROM THE CHAIRMAN

As at the Latest Practicable Date, Mr. Chong does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company or its associated corporations. Mr. Chong is currently an independent non-executive director of Spread Prospects Holdings Limited, a company listed on the Stock Exchange. Save as aforesaid, Mr. Chong did not hold other directorships in any public listed companies in the past 3 years and he does not hold any positions with the Company or its subsidiaries other than acting as executive director of the Company. Mr. Chong does not have any interests or short positions related to the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were notifiable to the Company and the Stock Exchange pursuant to Part XV of the SFO.

Mr. Chong has 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, which notice shall not expire until after the fixed term. Mr. Chong will be entitled to director's emoluments of HK\$60,000 per annum, which is determined based on the prevailing market rate. Mr. Chong will also be entitled with a discretionary bonus provided that the aggregate amount of the bonuses payable shall not exceed 5% of the audited net profit of the Company. As at the Latest Practicable Date, Mr. Chong does not have any interests or short positions related to the shares, underlying shares and debentures of the Company or any its associated corporations (within the meaning of Part XV of the SFO), which were notifiable to the Company and the Stock Exchange pursuant to Part XV of the SFO.

Mr. Cheung, aged 31, is an independent non-executive Director. Mr. Cheung graduated from Hong Kong Shue Yan College in 1999 with majoring in accounting and obtained a master degree in accounting from the Hong Kong Polytechnic University in 2004. He is a member of the American Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Cheung has gained over 5 years extensive experience in accounting and auditing. Mr. Cheung is currently qualified to practice as a certified public accountant in the United States of America and Hong Kong.

Mr. Cheung is currently an independent non-executive director of Sinotronics Holdings Limited, a company listed on the Stock Exchange. Save as aforesaid, Mr. Cheung did not hold other directorships in any public listed companies in the past 3 years and he does not hold any positions with the Company or its subsidiaries other than acting as independent non-executive Director of the Company.

There is neither any services contract being executed between the Company and Mr. Cheung nor any specific length or proposed length of service with the Company in respect of Mr. Cheung's appointment. Mr. Cheung is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Cheung will be entitled to a director's emoluments of HK\$45,000 per annum, which is determined based on the prevailing market rate.

LETTER FROM THE CHAIRMAN

As at the Latest Practicable Date, Mr. Cheung does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company or its associated corporations. Mr. Cheung does not have any interests or short positions related to the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were notifiable to the Company and the Stock Exchange pursuant to Part XV of the SFO.

Saved as disclosed above, there is no other matter in relation to the afore-proposed re-elections that needed to be brought to the attention of the Stock Exchange or the Shareholders.

6. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 12 to 15 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and Issue Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-elections of retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkex.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, Standard Registrars Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, 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.

7. PROCEDURES BY WHICH A POLL MAY BE DEMANDED

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

- (a) by the chairman of such meeting; or
- (b) by at least five Shareholders present in person or by proxy and entitled to vote at the meeting; or
- (c) by any Shareholder(s) present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Shareholders having the right to attend and vote at the meeting; or

LETTER FROM THE CHAIRMAN

- (d) by any Shareholder(s) present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to attend and vote at the meeting on which there have been paid up sums in aggregate equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

A demand by a person as proxy for a Shareholder or in the case of a corporation, by its duly authorized representative shall be deemed to be the same as a demand by a Shareholder.

Pursuant to article 81 of the Articles, on poll, a Shareholder present in person (or, in the case of a Shareholder 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. On a poll a Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

To the best of the knowledge and belief of the Board having made due and careful enquiries, none of the Shareholders is required to abstain from voting at the forthcoming AGM under the Listing Rules.

8. RECOMMENDATION

The Directors consider that the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate and the re-elections of the retiring Directors are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the forthcoming AGM on pages 12 to 15 of this circular.

9. GENERAL INFORMATION

As at the date of this circular, the Board is comprised of eight Directors of which five are executive Directors, namely Mr. Zhong Houtai, Mr. Zhong Houyao, Mr. Chong Hoi Fung, Mr. Sun Daquan and Mr. Chai Chung Wai and three are independent non-executive Directors, namely Mr. Pei Renjiu, Mr. Li Kai Ming and Mr. Cheung Chuen.

Your attention is also drawn to the additional information set out in the Explanatory Statement to this circular.

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

EXPLANATORY STATEMENT OF THE SHARE REPURCHASE MANDATE

The following explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules to be given to all Shareholders relating to a resolution to be proposed at the forthcoming AGM authorising the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 400,000,000 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 40,000,000 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 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

As compared with the financial position of the Company as at 31 December 2004 (being the date of its latest published audited financial statements), the Directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

4. FUNDING OF REPURCHASE

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities derived from the distributable profits of the Company which would otherwise be available for dividend or other distributions which will be funds legally available for the purpose in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands.

Taking into account, as compared with the financial position of the Company as at 31 December 2004 (being the date of its latest published audited financial statements), the Directors consider that there might have a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed Repurchase Mandate

EXPLANATORY STATEMENT OF THE SHARE REPURCHASE MANDATE

were to be exercised in full during the proposed repurchase period. However, the Directors confirm that none of them have any intention to make any repurchase which would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company from time to time appropriate.

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she neither has a present intention to sell any Shares to the Company nor has he/she undertaken not to do so in the event that the Company is authorised to make repurchases of Shares.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the Articles.

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 52.93% 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 58.81% of the issued share capital of the Company and such increase may 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 by the Company.

EXPLANATORY STATEMENT OF THE SHARE REPURCHASE MANDATE

9. SHARE PRICES

During 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 HK\$	Lowest HK\$
2004		
April	0.730	0.650
May	0.700	0.500
June	0.670	0.480
July	0.560	0.400
August	0.400	0.330
September	0.460	0.360
October	0.410	0.350
November	0.600	0.340
December	0.580	0.410
2005		
January	0.465	0.390
February	0.480	0.400
March	0.500	0.320
April*	0.465	0.370

* The highest and lowest Share prices for April 2005 were recorded until the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



BROAD INTELLIGENCE INTERNATIONAL PHARMACEUTICAL HOLDINGS LIMITED

博智國際藥業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1149)

NOTICE 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 20 May 2005 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 2004;
2. to re-elect Directors and to authorise the Board to fix the Directors’ remunerations;
3. to re-appoint auditors and to authorise the Board to fix their remuneration; and
4. as special businesses, to consider, and if thought fit, pass the following ordinary and special resolutions:

ORDINARY RESOLUTIONS

A. “THAT

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

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

B. “THAT

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

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or an offer of warrants, options or other securities giving right to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

C. “THAT

Conditional upon Ordinary Resolution nos. 4A and 4B 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. 4A above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Ordinary Resolution no. 4B above.”

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

Hong Kong, 22 April 2005

NOTICE OF ANNUAL GENERAL MEETING

Principal Office:

Unit 1903

Allied Kajima Building

138 Gloucester Road

Wanchai

Hong Kong

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A member entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be completed and deposited at the Company's Hong Kong branch share registrar and transfer office, Standard Registrars Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the meeting if so wished.
- (2) The Register of Members of the Company will be closed from 13 May 2005 to 20 May 2005, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Standard Registrars Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 12 May 2005.