



FAR EAST PHARMACEUTICAL TECHNOLOGY COMPANY LIMITED

(Provisional Liquidators Appointed)

遠東生物制藥科技有限公司

(已委任臨時清盤人)

(Incorporated in the Cayman Islands with Limited Liability)

(stock code: 399)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Far East Pharmaceutical Technology Company Limited (Provisional Liquidators Appointed) (the “Company”) will be held at Room 704, 3 Lockhart Road, Wanchai, Hong Kong on 20 June 2008 at 9:45 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of the Company:–

ORDINARY RESOLUTIONS

1. To resolve to treat the AGM as annual general meeting of the Company for the year 2007;
2. To receive and consider the audited financial statements and the reports of the directors and the independent auditor’s report for the year ended 30 June 2007;
3. To fix the maximum number of directors and to authorize the board of directors to appoint additional directors up to the maximum number determined;
- 4(a). To re-elect Mr. Chiu Koon Shou, Victor, who is retiring by rotation in accordance with Article 87 of the Company’s articles of association, as a director of the Company; and
- 4(b). To re-elect other directors of the Company and to authorize the board of directors to fix directors’ remuneration;
5. To appoint auditors of the Company and to authorize the board of directors to fix auditor’s remuneration;

SPECIAL RESOLUTIONS

Resolutions relating to amendment of articles of association of the Company

6. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT**, the articles of association of the Company be and hereby amended in the following manner:

Article 2

1. By inserting the following new definition of “associate” before the definition “Auditor”:

“associate” the meaning attributed to it in the rules of the Designated Stock Exchange.”
2. By deleting the existing definition of “clearing house” in its entirety and replacing therewith the following:

“a recognized clearing house within the meaning of Part 1 Schedule 1 of the Securities and Futures Ordinance of Hong Kong or a clearing house recognized by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.”
3. By deleting the existing definition of “Subsidiary and Holding Company” in its entirety and replacing therewith the following:

“the meanings attributed to them in the rules of the Designated Stock Exchange and any amendments thereto for the time being in force.”

Article 66

4. By deleting the existing Article 66 in its entirety and replacing therewith the following:

“Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands every member present in person (or being a corporation, is present by its duly authorised representative) or by proxy shall have one vote and on a poll every Member present in person (or, in case of a Member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purpose as paid up on the share. On a poll, a Member entitled to more than one vote need not use all his votes or cast all this votes the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member

which is clearing house (or its nominee), each such proxy shall have one vote on a show of hands. A resolution put to the vote of any 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 or otherwise required under the rules of any Designated Stock Exchange:

- (a) by the chairman of such meeting; or
- (b) by at least five Members present in person (or, in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Member or Members present in person (or, in the case of a Member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) by a Member or Members present in person (or, in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up 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 member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member.

Article 76

5. by renumbering Article 76 to Article 76(1) and by inserting the following as new Article 76(2):

“Where any Member is under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”

Article 86(5)

6. By deleting the existing Article 86(5) in its entirety and replacing therewith the following:

“Subject to any provision to the contrary in these Articles the Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”

Article 87

7. By deleting the existing Article 87 in its entirety and replacing therewith the following:

“(1) Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one third) shall retire from office by rotation, provided every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Company at the general meeting at which a Director retires may fill the vacated office.

(2) A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Directors who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.”

Article 88

8. By deleting the existing Article 88 in its entirety and replacing therewith the following:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless during the period commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than 7 days prior to the date of such meeting, there shall have been lodged at the Office or at the head office a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected, provided that the minimum length of the period during which such Notices to the Company may be given will be at least 7 days.”

Article 103

9. By deleting the existing Article 103 in its entirety and replacing therewith the following:

“(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or an other proposal in which he or any of his associate(s) is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder other than a company in which the Director and/or his associate(s) is/are beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of any of his associates is derived); or
- (vi) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded to the class of persons to which such scheme or fund relates.

- (2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent, or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) is/are the holder(s) of or beneficially interested in five (5) per cent or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.
- (3) Where a company in which Director and/or his associate(s) holds five (5) per cent or more is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.
- (4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”

Article 159

10. By deleting the existing Article 159 in its entirety and replacing therewith the following:

“Any Notice or document from the Company to a Member shall be given in writing or by cable, telex or facsimile transmission message and to the extent permitted by the rules of the Designated Stock Exchange and the Law from time to time and subject to this Article, such Notice or document may be contained in an electronic communication. Except where expressly stated, any such Notice and (where appropriate) any other document may be served or delivered by the Company on or to any Member pursuant to this Article (including any corporate communication within the meaning ascribed thereto by the rules of the Designated Stock Exchange) either personally or by sending it through the post in a prepaid envelope

addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders. Without limiting the generality of the foregoing but subject to the Law and the rules of the Designated Stock Exchange, a Notice or document may be served or delivered by the Company to any Member by electronic means to such electronic address as may from time to time be authorised by the Member concerned or by publishing it on a computer network and notifying the Member concerted in such manner as he may from time to time authorised, that it has been so published.”

Article 160

11. By deleting the “and” at the end of Article 160(a) and by renumbering the existing Article 160(b) to Article 160(c) and to insert the following new Article 160(b):

“if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Member concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a computer network shall be deemed to have been served or delivered on the day it was so published; and”

Article 161

12. By renumbering the existing Article 161(2) to Article 161(3), Article 161(3) to Article 161(4) and by inserting the following new Article 161(2):

“Any Notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such office at the head office or Office. The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board.”

By Order of the Board
**Far East Pharmaceutical Technology
Company Limited (Provisional
Liquidators Appointed)**
Tai Kai Hing
Director

For and on behalf of
**Far East Pharmaceutical Technology
Company Limited (Provisional
Liquidators Appointed)**
Lai Kar Yan Derek/Darach E. Haughey
Joint and Several Provisional Liquidators

Hong Kong, 28 May 2008

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY 1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

35/F One Pacific Place
88 Queensway
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) of the meeting and vote in its stead.
2. A form of proxy for use in connection with the AGM is enclosed with this circular. To be valid, the form of 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 that power of attorney or authority must be deposited at the branch share registrars of the Company in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Center, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. No shareholders of the Company have material interests in the transactions contemplated and nobody is required to abstain from voting on resolutions.

As at the date of this announcement, the board of directors of the Company comprises:

Executive Director

Mr. Tai Kai Hing

Independent Non-Executive Directors

Mr. Chiu Koon Shou, Victor
Mr. Chung Wai Man