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If you are in any doubt as to any aspect of 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 Lijun International Pharmaceutical (Holding) Co., Ltd. (the "Company"), you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission.

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利君國際醫藥(控股)有限公司

Lijun International Pharmaceutical (Holding) Co., Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2005)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting ("AGM") of the Company to be held at 2:00 p.m. on 15 May 2015 at Rooms 4902-03, 49th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages 15 to 19 of this circular. A form of proxy for the AGM is also enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

15 April 2015

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 2:00 p.m. on 15 May 2015 at Rooms 4902-03, 49th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong
“AGM Notice”	the notice convening the AGM as set out on pages 15 to 19 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Lijun International Pharmaceutical (Holding) Co., Ltd. (利君國際醫藥(控股)有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Change of Company Name”	the proposed change of name of the Company from “Lijun International Pharmaceutical (Holding) Co., Ltd. 利君國際醫藥(控股)有限公司” to “SSY Group Limited 石四藥集團有限公司”
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	10 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases

LETTER FROM THE BOARD



利君國際醫藥(控股)有限公司

Lijun International Pharmaceutical (Holding) Co., Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2005)

Executive Directors:

Mr. Qu Jiguang (*Chairman*)

Mr. Wang Xianjun

Mr. Su Xuejun

Registered Office:

Cricket Square

Hutchins Drive, P.O. Box 2681 GT

Grand Cayman KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Wang Yibing

Mr. Leung Chong Shun

Mr. Chow Kwok Wai

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

Room 4902-03, 49th Floor,

Central Plaza,

18 Harbour Road, Wanchai

Hong Kong

15 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to (i) the re-election of Directors; (ii) the grant of general mandates to the Directors for the issue and the repurchase of the Shares up to 20% and 10% respectively of aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolutions, and the extension of the general mandate to the Directors to issue Shares to include aggregate nominal amount of such Shares repurchased under the Repurchase Mandate; and (iii) the proposed Change of Company Name.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of 6 Directors, namely Mr. Qu Jiguang, Mr. Wang Xianjun, Mr. Su Xuejun, Mr. Wang Yibing, Mr. Leung Chong Shun and Mr. Chow Kwok Wai.

Pursuant to Article 87 of the Articles of Association, Mr. Wang Xianjun will retire from his office by rotation at the AGM, and, being eligible, offer himself for re-election at the AGM.

Pursuant to Article 86(3) of the Articles of Association, Mr. Su Xuejun will retire from his office at the AGM, and, being eligible, offer himself for re-election at the AGM.

Biographical details of the Directors to be re-elected are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Company proposes to obtain shareholders' approval as ordinary resolutions at the AGM, to grant to the Directors a general mandate to allot, issue and deal with the Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing of the resolution as set out in Resolution 5A of the AGM Notice and a general mandate to repurchase Shares up to a maximum of 10% ("Repurchase Mandate") of the aggregate number of Shares in issue as at the date of passing of the resolution as set out in Resolution 5B of the AGM Notice ("Issue Mandate"). Subject to the passing of the proposed ordinary resolution approving the Issue Mandate and assuming no further Shares will be issued or allotted by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in the issue of up to a maximum of 593,705,477 Shares, representing 20% of the total number of Shares in issue as at the date of passing of the resolution. In addition, the resolution authorising the extension of the Issue Mandate to the Directors to issue Shares to include the aggregate number of such Shares (if any) repurchased under the Repurchase Mandate (up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing the resolution) as set out in Resolution 5C of the AGM Notice will be proposed at the AGM.

With respect to Resolution 5A of the AGM Notice regarding the Issue Mandate, the Directors wish to state that they have no immediate plans to issue and allot any new Shares. Approval is being sought from the Shareholders as a general mandate for the purposes of the Listing Rules.

With respect to the Resolution 5B of the AGM Notice regarding the Repurchase Mandate, the Directors wish to state that they have no immediate plans to repurchase any existing Shares.

LETTER FROM THE BOARD

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against Resolution 5B to be proposed at the AGM in relation to the proposed Repurchase Mandate is set out in Appendix II to this circular.

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 27 March 2015 that it will put forward a proposal to the Shareholders at the AGM that the name of the Company be changed from “Lijun International Pharmaceutical (Holding) Co., Ltd. 利君國際醫藥(控股)有限公司” to “SSY Group Limited 石四藥集團有限公司”, subject to the conditions set out below being fulfilled.

Conditions for the Change of Company Name

The Change of Company Name is subject to the following conditions:

1. the approval by the Shareholders by way of special resolution at the AGM; and
2. the Registrar of Companies in the Cayman Islands granting approval for the use of the proposed new English and Chinese names by the Company.

Assuming all the above conditions having been fulfilled, the Change of Company Name will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

In addition, subject to confirmation by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becomes effective. Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and the change of English and Chinese stock short names.

Reason for the Change of Company Name

The Board considers that the Change of Company Name will align the name of the Company with the principal business operations of the Group. The proposed new company name will provide the Company with a better identification and strengthen the Company’s corporate image. The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Change of Company Name

The proposed Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation and its financial position. All existing share certificates in issue bearing the current name of the Company will, upon the Change of Company Name becoming effective, continue to be evidence of title to such Shares and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates for new certificates bearing the new English and Chinese names of the Company. After the Change of Company Name becomes effective, new share certificates of the Company will be issued in the new name.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 13 May 2015 to Friday, 15 May 2015, both dates inclusive, during which period, no transfer of Shares will be registered. In order to qualify to attend and vote at the forthcoming annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m., Tuesday, 12 May 2015.

AGM

The AGM Notice is set out on pages 15 to 19 of this circular. At the AGM, resolutions will be proposed to Shareholders to consider and, if thought fit, approve, among other things, the resolutions proposed in this circular.

A form of proxy for the AGM is also enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote at the AGM. The result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded or required and the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.lijun.com.hk).

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that: (i) the re-election of Directors; (ii) the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate and (iii) the proposed Change of Company Name are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

Yours faithfully,

For and on behalf of the Board

Lijun International Pharmaceutical (Holding) Co., Ltd.

Qu Jiguang

Chairman

LIST OF DIRECTORS FOR RE-ELECTION

The biographical and other details of the Directors standing for re-election at the AGM are set out below.

Mr. Wang Xianjun (王憲軍), aged 52, an executive director. Mr. Wang has nearly 30 years' experience in the pharmaceutical industry and is responsible for investor relations and public relations affairs of the Group. Mr. Wang joined Shijiazhuang Pharmaceutical Group in 1987 and became the deputy chief engineer in 1989 and a director in 1993. Mr. Wang was the executive director and vice-chairman of China Pharmaceutical Group Limited, a company whose shares are listed on the Main Board of the Stock Exchange, from May 1994 to December 2002. Mr. Wang was also an independent non-executive director of Greater China Holding Limited from July 2002 to August 2005, a company whose shares are listed on the Main Board of the Stock Exchange. Mr. Wang graduated from Beijing Chemical Engineering College with a Master's degree in Engineering in 1987. He joined the Group in July 2004 and was the deputy general manager of Xi'an Lijun from July 2004 to December 2004. He was appointed as general manager of the Company in December 2004.

Save as disclosed above, Mr. Wang did not have any interests in the securities of the Company within the meaning of Part XV of the SFO, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the Latest Practicable Date. He entered into an appointment agreement with the Company for a term of three years commencing from 25 September 2012 and his current basic annual salary is HK\$1,800,000. His emoluments are determined by the Board with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities within the Group and his contribution to the Group. Mr. Wang has not held directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Wang is not aware of any matters that need to be brought to the attention of the holders of securities of the Company.

Mr. Su Xuejun (蘇學軍), aged 46, an executive director. Mr. Su is currently the executive director, deputy chairman and deputy general manager of Shijiazhuang No.4 Pharmaceutical Co., Ltd. (the wholly owned subsidiary of the Company), responsible for the company's overall marketing and management. Mr. Su joined Shijiazhuang City No.1 Pharmaceutical Factory as assistant to factory manager in 1990. And afterwards he served as deputy general manager of a subsidiary of the Shijiazhuang Pharmaceutical Group selling preparations. Since January 2002, Mr. Su acts as deputy general manager of Shijiazhuang No.4 Pharmaceutical Co., Ltd. Since January 2007, Mr. Su acts as executive director of Shijiazhuang No.4 Pharmaceutical Co., Ltd. and New Orient Investments Pharmaceutical Holding (Hong Kong) Limited. Since July 2013, Mr. Su acts as deputy chairman of Shijiazhuang No.4 Pharmaceutical Co., Ltd. Su focuses in the pharmaceutical market development, operations and management. He has extensive understanding and experience in the marketing and the policy in the related industries. Mr. Su graduated from Hebei Normal University, majoring in biology, with a bachelor's degree.

Save as disclosed above, Mr. Su did not have any interests in the securities of the Company within the meaning of Part XV of the SFO, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the Latest Practicable Date. He entered into an appointment agreement with the Company for a term of three years commencing from 15 December 2014 and his current basic annual salary is HK\$750,000. His emoluments are determined by the Board with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities within the Group and his contribution to the Group. Mr. Su has not held directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Su is not aware of any matters that need to be brought to the attention of the holders of securities of the Company.

For all of the above Directors, save as disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the Company had 2,968,527,385 Shares in issue. Subject to the passing of the resolution granting the proposed mandate to repurchase its Shares and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 296,852,738 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES OF THE COMPANY

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

Any repurchase of Shares of the Company made pursuant to the proposed Repurchase Mandate would be made out of funds which are legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Under the law of the Cayman Islands, repurchases by the Company may only be made out of the funds of the Company which are legally available for such purpose or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the statutory test of solvency, out of capital. The premium, if any, payable on the repurchase, shall be provided for out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the statutory test of solvency, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders and in circumstances where they consider that the Shares can be repurchased on terms favourable to the Company. The Directors do not propose to exercise the mandate to repurchase Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICE

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous 12 months prior to the Latest Practicable Date:

	Price Per Share	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2014		
April	3.48	3.02
May	3.25	2.84
June	3.23	2.87
July	3.79	2.97
August	3.97	3.41
September	4.20	3.65
October	4.35	3.61
November	4.07	3.53
December	3.65	3.01
2015		
January	3.73	3.07
February	3.69	3.06
March	3.68	3.21
April (up to the Latest Practicable Date)	4.05	3.35

GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their associates currently intend to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM. The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the proposed Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

No connected persons of the Company, as defined in the Listing Rules, has notified the Company that he has a present intention to sell Shares held by them to the Company, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders are interested in 5% or more of the issued Shares as recorded in the register of interests and short positions of the Company under section 336 of the SFO:

Name of Shareholder	Long/short position	Number of shares held	Approximate percentage of Shareholding as at the Latest Practicable Date
China Pharmaceutical Company Limited (<i>Note</i>)	Long	722,510,000	24.34%
Mr. Qu Jiguang	Long	880,102,000 (<i>Note</i>)	29.65%
UBS Group AG	Long Short	166,421,515 6,131,812	5.60% 0.21%

Note: Among the 880,102,000 shares, 722,510,000 shares were registered in the name of and beneficially owned by China Pharmaceutical Company Limited (“CPCL”). CPCL is held as to 72.93% by Mr. Qu Jiguang and as to 27.07% by 39 other shareholders. By virtue of Part XV of the SFO, Mr. Qu Jiguang is deemed to be interested in the shares held by CPCL.

In the event that the above Shareholders did not dispose of their Shares and if the Repurchase Mandate was exercised in full, Mr. Qu Jiguang’s shareholding would exceed 30% of the issued share capital of the Company and he would be required to make a general offer under the Takeovers Code. However, the Directors, including Mr. Qu Jiguang, have no present intention to exercise the mandate granted under the Repurchase Mandate to an extent as may result in any mandatory offer being made under the Takeovers Code (when Mr. Qu Jiguang’s shareholding reaches or exceeds 30% of the issued share capital of the Company) or may result in less than 25% of the issued share capital of the Company being held by the public.

**APPENDIX II EXPLANATORY STATEMENT FOR GENERAL
MANDATE TO REPURCHASE SHARES**

SHARE PURCHASE MADE BY THE COMPANY

During the previous six months from the Latest Practicable Date, the Company repurchased a total of 9,398,000 Shares at an aggregate consideration of HK\$34,767,400 on the Stock Exchange. Details of the repurchases of such Shares are as follows:

Date of the purchases	Total number of the ordinary shares purchased	Highest price paid per share (HK\$)	Lower price paid per share (HK\$)	Aggregate consideration (HK\$)
4 November 2014	3,998,000	3.72	3.64	14,816,600
25 November 2014	<u>5,400,000</u>	3.70	3.64	<u>19,950,800</u>
	<u>9,398,000</u>			<u>34,767,400</u>

Save as disclosed herein, there was no repurchase by the Company, or any of its Subsidiaries, of any listed securities of the Company during the last six months.

NOTICE OF ANNUAL GENERAL MEETING



利君國際醫藥(控股)有限公司

Lijun International Pharmaceutical (Holding) Co., Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2005)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of Lijun International Pharmaceutical (Holding) Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on 15 May 2015 at Rooms 4902-03, 49th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2014.
2.
 - A. To re-elect Mr. Wang Xianjun as an executive Director of the Company.
 - B. To re-elect Mr. Su Xuejun as an executive Director of the Company.
3. To authorise the board of Directors of the Company (the “**Directors**”) to fix the Directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditors and to authorise the board of Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:
 - A. “**THAT:**
 - (a) subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company (the “**Shares**”) or securities convertible into Shares, options, warrants

NOTICE OF ANNUAL GENERAL MEETING

or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company,

shall not exceed 20 per cent of the aggregate number of Shares in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose 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 to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand 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 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 applicable to the Company).”

B. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own Shares on the Stock Exchange subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate number of Shares in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
 - (c) for the purpose 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 to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.”
- C. “**THAT**, conditional upon the passing of the Resolutions 5A and 5B in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional Shares of the Company pursuant to Resolution 5A as set out in the notice convening the Meeting be and is hereby extended by the addition thereto an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to Resolution 5B as set out in the notice convening the Meeting provided that such amount shall not exceed 10 per cent of the aggregate number of Shares in issue as at the date of the passing of this Resolution.”
6. To approve and, if thought fit, pass the following special resolution of the Company:
- “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “Lijun International Pharmaceutical (Holding) Co., Ltd. 利君國際醫藥(控股)有限公司” to “SSY Group Limited 石四藥集團有限公司”, and the directors

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of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

By order of the Board
Chow Hing Yeung
Company Secretary

Hong Kong, 15 April 2015

Notes:

1. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Wednesday, 13 May 2015 to Friday, 15 May 2015, both dates inclusive, during which period, no transfer of Shares will be registered. In order to qualify to attend and vote at the forthcoming annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m., Tuesday, 12 May 2015.
4. Where there are joint holders of any Share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. Please refer to Appendix I to the circular of the Company dated 15 April 2015 for the details of the retiring Directors subject to re-election at the Meeting.
6. An explanatory statement regarding the general mandate of the repurchase of Shares sought in the above Resolution 5B is set out in Appendix II to the circular of the Company dated 15 April 2015.
7. As at the date of this notice, the executive Directors are Mr. Qu Jiguang, Mr. Wang Xianjun, Mr. Su Xuejun, and the independent non-executive Directors are Mr. Wang Yibing, Mr. Leung Chong Shun and Mr. Chow Kwok Wai.