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THE UNITED LABORATORIES INTERNATIONAL HOLDINGS LIMITED

聯邦制藥國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3933)

ADJUSTMENT TO CONVERSION PRICE OF THE CONVERTIBLE BONDS

Reference is made to the announcement of The United Laboratories International Holdings Limited (the “**Company**”) dated 7 November 2011 in relation to its issuance of RMB denominated 7.5% convertible bonds due 2016 of a principal amount of RMB790,000,000 (the “**CB Announcement**”) and the announcement of the Company dated 29 March 2012 in relation to the proposed rights issue on the basis of one Rights Share for every four existing Shares held by the Shareholders on the Record Date at the Subscription Price of HK\$2.21 per Rights Share (the “**Rights Issue Announcement**”). Capitalised terms used herein shall, unless otherwise defined herein, have the same meanings as adopted in the CB Announcement and the Rights Issue Announcement.

As set out in the CB Announcement, the initial Conversion Price is HK\$7.20, which is subject to adjustment for, amongst other things, rights issues of Shares at less than 95% of the then current market price. As provided under Condition 6 of the Terms and Conditions of the Convertible Bonds, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before rights issue by the following fraction:

$$\frac{(A + B)}{(A + C)}$$

where:

A is the number of Shares in issue immediately before the Rights Issue Announcement;

B is the number of Shares which the aggregate amount payable for the Shares issued by way of rights would subscribe, purchase or otherwise acquire at such Current Market Price per Share;

C is the aggregate number of Shares to be issued in the Rights Issue; and

“Current Market Price” means the arithmetic average of the closing prices for one Share (being a Share carrying a full entitlement to dividends) for the 20 consecutive trading days ending on (but excluding) the date of the Rights Issue Announcement.

Such adjustment shall become effective on the date of issue of the Rights Shares or where a record date is set, the first day on which the Shares are traded ex-rights.

Based on a total of 1,301,500,000 issued Shares as at the Record Date, the Company will issue 325,375,000 Rights Shares upon completion of the Rights Issue. Having regard to the terms of the Rights Issue and the Subscription Price, in accordance with the Terms and Conditions of the Convertible Bonds, the initial Conversion Price shall be adjusted from HK\$7.20 per Share to HK\$6.40 per Share (the “**Adjusted Conversion Price**”). The adjustment to the Conversion Price shall, upon the Rights Issue becoming unconditional (which is expected to be on 4 May 2012), take effect retroactively from 3 April 2012, being the first day of dealings in the Shares on an ex-rights basis.

Save for the adjustment to the Conversion Price as set out in this announcement, the other terms of the Convertible Bonds shall remain unchanged. As at the date of this announcement, the total outstanding principal amount of the Convertible Bonds is RMB790,000,000. The maximum number of Shares that will be issued upon conversion of all the outstanding Convertible Bonds at the Adjusted Conversion Price is 151,699,029 Shares.

Any holder of the Convertible Bonds who is in doubt as to the action to be taken should consult his/her stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

By order of the Board of
**THE UNITED LABORATORIES
INTERNATIONAL HOLDINGS LIMITED**
Choy Kam Lok
Chairman and Executive Director

Hong Kong, 12 April 2012

As at the date of this announcement, the Board comprises Mr Choy Kam Lok (Chairman), Ms Peng Wei, Mr Leung Wing Hon, Mr Tsoi Hoi Shan, Ms Zou Xian Hong, Ms Zhu Su Yan and Mr Fang Yu Ping as executive directors; Ms Choy Siu Chit as non-executive director; and Mr Chong Peng Oon, Mr Huang Bao Guang and Mr Song Ming as independent non-executive directors.