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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Lijun International Pharmaceutical (Holding) Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Friday, 10 October 2014 at Rooms 2101-02, 21st Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution:

#### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the agreement (the “**Disposal Agreement**”, a copy of which is marked “A” and produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) dated 29 August 2014 entered into between United Investments Group Limited (聯合投資集團有限公司) (“**Purchaser**”), a company incorporated in Samoa the equity interest of which two previous directors of the Company are indirectly interested as described in the Company’s circular dated 22 September 2014 to its shareholders, and the Company, pursuant to which the Company conditionally agreed to dispose of and the Purchaser conditionally agreed to acquire the entire equity interest of 西安利君製藥有限責任公司 (Xi’an Lijun Pharmaceutical Co., Ltd.), a foreign-invested company incorporated in the PRC with limited liability currently wholly-owned by the Company, at a consideration of HK\$772,000,000 (“**Disposal**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any one director of the Company be and is/are hereby authorised to do all such acts and things, to sign and execute all such documents, deeds, acts, matters and things, as the case may be in his discretion consider necessary, desirable or expedient to carry out and implement the Disposal Agreement and all the transactions contemplated thereunder into full effect; and

- (c) conditional upon the completion of the Disposal Agreement, an amount that is equivalent to not less than 50% of the proceeds received from the Disposal be declared and paid by the Company as a special dividend out of the share premium account of the Company or other distributable reserves of the Company to shareholders of the Company whose names appear on the register of members of the Company on a record date to be fixed by the directors of the Company for determining the entitlements to such special dividend and that the directors of the Company be and are hereby authorised to determine, during the first half of 2015, the amount of and to implement the payment of such special dividend.”

By Order of the Board  
**Lijun International Pharmaceutical (Holding) Co., Ltd.**  
**Chan Ka Kit**  
*Company Secretary*

Hong Kong, 22 September 2014

*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 but must be present in person to represent the shareholder.
2. 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.
3. 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.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. If a "black" rainstorm warning signal or a tropical cyclone warning signal number 8 or above is in force in Hong Kong at any time between 12:00 noon and 5:00 p.m. on Friday, 10 October 2014, the meeting will not be held on that day. An announcement will be made in such event.

*As at the date of this notice, the Board comprises Mr. Qu Jiguang, Mr. Wang Xianjun and Mr. Duan Wei as executive Directors, and Mr. Wang Yibing, Mr. Leung Chong Shun and Mr. Chow Kwok Wai as independent non-executive Directors.*