



香港藥業

HONG KONG PHARMACEUTICAL HOLDINGS LIMITED

香港藥業集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock code: 182)

NOTICE OF SPECIAL GENERAL MEETING(1)

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM(1)**”) of Hong Kong Pharmaceutical Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on 30 July 2007, Monday, at Units 4306-7, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for the purpose of considering and, if though fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

(1) “THAT:

- (a) the sale and purchase agreement dated 29 April 2007 (the “**S&P Agreement**”), entered into by the Company and China Wind Power Investment Limited (the “**Vendor**”) pursuant to which the Vendor has agreed to sell and the Company has agreed to acquire entire issued share capital of China Wind Power Holdings Limited, details of the S&P Agreement are set out in the circular of the Company dated 13 July 2007 (the “**Circular**”) (a copy of the S&P Agreement and the Circular having been produced to the meeting marked “**A**” and “**B**” respectively and initiated for the purposes of identification by the chairman of the meeting) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Conversion Shares (as defined below), the directors of the Company be and are hereby generally and unconditionally authorised to issue and allot such number of new shares (the “**Conversion Shares**”) of HK\$0.01 each in the capital of the Company, credited as fully paid, to the holder(s) of the convertible notes (or its/their nominee), which will be issued as consideration under the S&P Agreement, upon conversion of the convertible notes (in part or in full) and that the Conversion Shares, when issued and allotted, shall rank *pari passu* in all respects with all other shares of HK\$0.01 each in the capital of the Company in issue as at the date of such issue and allotment; and
- (c) any one director of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorised representative of the director or the secretary of the

Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the S&P Agreement.”

2. “**THAT** the authorised ordinary share capital of the Company be increased from HK\$60,000,000, divided into 6,000,000,000 shares of par value HK\$0.01 each, to HK\$100,000,000, dividing into 10,000,000,000 shares of par value HK\$0.01 each, by the addition of HK\$40,000,000, dividing into 4,000,000,000 new shares of par value HK\$0.01 each.”
3. “**THAT** to re-elect Mr. Liu Shunxing as an Executive Director of the Company.”

By order of the Board
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 13 July 2007

Notes:

1. A member of the Company entitled to attend and vote at the SGM(1) is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead in accordance with the bye-laws of the Company. A proxy need not be a member of the Company.
2. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified true copy of that power or attorney of authority must be deposited at the Company’s branch share registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding SGM(1) or any adjournment thereof.
3. In the case of joint holders, the vote of the senior who tenders a vote 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.
4. All resolutions will be voted on a show of hands unless a poll is properly demanded.
5. As at the date hereof the Board comprises Mr. Ko Chun Shun, Johnson, Mr. Liu Shunxing, Mr. Tsoi Tong Hoo, Tony, Mr. Chan Kam Kwan, Jason, Mr. Wong Fan, Frank and Mr. Yeung Heung Yeung (who are executive Directors), Mr. Kelvin Edward Flynn (who is a non-executive Director), and Mr. Ho Tak Man, Billy, Mr. Yap Fat Suan and Dr. Wong Yau Kar, David (who are independent non-executive Directors).

* *for identification purposes only*