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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Lee's Pharmaceutical Holdings Limited** (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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李 氏 大 藥 廠

## **Lee's Pharmaceutical Holdings Limited**

**李 氏 大 藥 廠 控 股 有 限 公 司 \***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 950)**

### **GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the "AGM") of the Company to be held at Unit 102, Bio-Informatics Centre, No. 2 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Monday, 11 May 2015 at 3:00 p.m. is set out on pages 13 to 17 of this circular.

A proxy form for use at the AGM is also enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

\* *For identification purpose only*

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Unit 102, Bio-Informatics Centre, No. 2 Science Park West Avenue, Hong Kong Science Park, Shatin, Hong Kong on Monday, 11 May 2015 at 3:00 p.m., or any adjournment thereof and the notice of which is set out on pages 13 to 17 of this circular
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Lee’s Pharmaceutical Holdings Limited (李氏大藥廠控股有限公司), a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	a person or company who or which is, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, independent of and not connected with the Company and its connected persons
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares and securities convertible into Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“Latest Practicable Date”	27 March 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macao and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase the fully paid-up Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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李 氏 大 藥 廠

### Lee's Pharmaceutical Holdings Limited

李 氏 大 藥 廠 控 股 有 限 公 司 \*

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 950)**

*Executive Directors:*

Ms. Lee Siu Fong (*Chairman*)

Ms. Leelalertsuphakun Wanee

Dr. Li Xiaoyi

*Registered Office:*

P.O. Box 309 GT, Uglad House  
South Church Street, George Town  
Grand Cayman, Cayman Islands

*Non-executive Director:*

Dr. Marco Maria Brughera

*Principal Place of Business in Hong Kong:*

Units 110-111, Bio-Informatics Centre  
No. 2 Science Park West Avenue  
Hong Kong Science Park  
Shatin, New Territories  
Hong Kong

*Independent Non-executive Directors:*

Dr. Chan Yau Ching, Bob

Mr. Lam Yat Cheong

Dr. Tsim Wah Keung, Karl

2 April 2015

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding, among other things, (1) the grant of the Repurchase Mandate; (2) the grant of the Issue Mandate; (3) the extension of the Issue Mandate by the addition of the number of Shares repurchased pursuant to the Repurchase Mandate; and (4) the re-election of Directors, and to give the Shareholders the notice of the AGM.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### REPURCHASE MANDATE

At the last annual general meeting of the Company held on 12 May 2014, a general mandate was granted to the Directors to exercise the power of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution approving the Repurchase Mandate at the AGM. An explanatory statement as required under the Listing Rules to provide further information of the Repurchase Mandate is set out in Appendix I to this circular.

### ISSUE MANDATE AND EXTENSION OF THE ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate in order to ensure flexibility to the Directors to issue new Shares. As at the Latest Practicable Date, a total of 554,425,843 Shares were in issue. Subject to the passing of the proposed ordinary resolution approving the Issue Mandate and on the basis that there is no further change to the issued share capital of the Company from the Latest Practicable Date and up to the date of the AGM, the exercise of the Issue Mandate in full would result in issuing up to a maximum of 110,885,168 Shares, representing 20% of the total number of Shares in issue as at the date of passing of the resolution in relation to the Issue Mandate at the AGM (assuming no Share is issued between the Latest Practicable Date and the date of the AGM). In addition, an ordinary resolution will also be proposed to extend the Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

In accordance with Articles 95 and 112 of the Articles of Association, Dr. Li Xiaoyi, being an executive Director, Dr. Marco Maria Brughera, being a non-executive Director, Dr. Chan Yau Ching, Bob and Dr. Tsim Wah Keung, Karl, being independent non-executive Directors, will retire and, being eligible, will offer themselves for re-election at the AGM. The biographical details of these Directors are set out in Appendix II to this circular.

### THE AGM

A notice convening the AGM to be held at Unit 102, Bio-Informatics Centre, No. 2 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories on Monday, 11 May 2015 at 3:00 p.m. is set out on pages 13 to 17 of this circular. A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes will be taken by way of poll.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that (1) the grant of the Repurchase Mandate; (2) the grant of the Issue Mandate; (3) the extension of the Issue Mandate by the addition of the number of Shares repurchased pursuant to the Repurchase Mandate; (4) the re-election of Directors are in the interests of the Group and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**Lee's Pharmaceutical Holdings Limited**  
**Lee Siu Fong**  
*Chairman*

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*This Appendix serves as an explanatory statement as required under the Listing Rules, to provide further information to you for consideration of the Repurchase Mandate.*

### **SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 554,425,843 Shares in issue or an issued share capital of HK\$27,721,292.15. Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that there is no further change to the issued share capital of the Company from the Latest Practicable Date to the date of the AGM, the exercise of the Repurchase Mandate in full would result in up to a maximum of 55,442,584 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM (assuming no Share is issued between the Latest Practicable Date and the date of the AGM).

### **REASONS FOR SHARES REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase 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 per Share and/or earnings per Share and/or dividend per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **FUNDING OF SHARE REPURCHASES**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

On the basis of the financial position of the Company as at 31 December 2014, being the date to which the latest published audited accounts of the Company were made up, the Directors consider that if the Repurchase Mandate was to be exercised in full, it might have a material adverse impact on the working capital position and gearing level of the Group. The Directors will not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the Group's working capital or the gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Company.



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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2014</b>		
March	9.07	7.71
April	9.16	7.21
May	8.99	8.30
June	10.20	8.82
July	10.58	9.80
August	11.04	9.88
September	10.80	10.10
October	10.66	9.55
November	13.20	10.28
December	12.10	10.38
<b>2015</b>		
January	12.18	10.50
February	12.38	10.06
March (Up to the Latest Practicable Date)	11.90	10.62

**UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the memorandum of association of the Company and the Articles of Association.

To the best of the Directors' knowledge having made all reasonable enquiries, none of the Directors nor any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company nor have undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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### **IMPLICATIONS UNDER THE TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT**

If, as a result of any Shares repurchase made by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of the Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholders' interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the group of Shareholders acting in concert in the Company including Huby Technology Limited, the beneficial owners of Huby Technology Limited, namely, Ms. Lee Siu Fong and Ms. Lee alertsuphakun Wanee, Dr. Li Xiaoyi, High Knowledge Investments Limited, the beneficial owner of High Knowledge Investments Limited, namely, Ms Lue Shuk Ping, Vicky (collectively the "Concert Group") were interested in 176,357,001 Shares, representing approximately 31.81% of the existing issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholdings of the Concert Group would be increased to approximately 35.34% of the issued share capital of the Company as reduced by the Shares repurchased pursuant to the Repurchase Mandate (taking no account of any Shares that may be issued upon exercise of share options that may be granted under the share option schemes of the Company adopted on 26 June 2002 and 10 May 2012 or any other scheme as may be adopted by the Company). Accordingly, the exercise of the Repurchase Mandate in full would give rise to an obligation to make a general offer to Shareholders under Rules 26 and 32 of the Code by the Concert Group.

The Directors have no present intention to exercise the Repurchase Mandate to the extent that would give rise to an obligation to make a general offer to Shareholders under Rules 26 and 32 of the Code by any Shareholders.

In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25% of the total number of Shares in issue. In any event, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

### **SHARES REPURCHASES MADE BY THE COMPANY**

The Company did not repurchase Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The following Directors are proposed for re-election in accordance with the Company's Articles of Association. All the Directors are appointed for a specific term but are subject to retirement by rotation at least once in every three years pursuant to the Articles of Association.*

**Dr. Li Xiaoyi (李小羿博士)**

*Executive Director, chief executive officer & chief technical officer of the Company, aged 52, PhD*

Dr. Li Xiaoyi (“**Dr. Li**”) holds a Ph.D. of Pharmacology from the University of Illinois at Chicago and was a postdoctoral fellow with Warner-Lambert, a major pharmaceutical company. He is the founder of the Group and has been responsible for the daily operation and research and development of the Group since 1994. Dr. Li is the brother of Ms. Lee Siu Fong and Ms. Leelalertsuphakun Wanee, both of them are executive Directors. Dr. Li Xiaoyi has a service contract with the Company since his appointment as Director on 1 September 2003 and the contract has been renewed by a number of supplemental agreements previously entered into between Dr. Li and the Company, which has a term of three years from 1 September 2013.

In accordance with the supplemental agreement dated 1 January 2012, Dr. Li is also entitled to annual bonus and retirement benefits as listed below:

- (a) Annual management bonus 1.5% to 3.5% (determined based on the growth in net profits of the Group) on the net profit of the Group for the preceding financial year. Such sum of the management bonus will be shared between all the executive Directors in such proportion with reference to their monthly salary in the final month of the complete financial year;
- (b) The annual salary increment which shall be equal to official inflation rate if the growth in net profits of the Group is equal to or less than 15%; or should the growth exceeded 15%, the sum of the official inflation rate and half of the positive difference between the growth in net profits and the 15%;
- (c) Lump sum payment upon retirement and monthly pension payment after retirement if he has engaged in continuous service with the Company for certain years.

On 1 January 2015, the monthly salary and allowance have been revised to HK\$394,895.

Both parties shall be entitled to terminate the contract by giving three months' prior written notice. If both of the substantial shareholders, namely Ms. Lee Siu Fong and Ms. Leelalertsuphakun Wanee, and Dr. Li in aggregate holding less than 30% of the issued share capital of the Company, Dr. Li shall in his absolute discretion terminate the contract and shall be entitled to the payment equivalent to the aggregate of his monthly salary for the remaining term as compensation or damages for or in respect of such termination. In the opinion of the Directors, such arrangement is fair and reasonable and in the interests of the Company and its shareholders as a whole with reference to Dr. Li's expertise in the pharmaceutical field.

Except for being a Director, Dr. Li is also a director of certain Group members. Save as disclosed above, Dr. Li does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company, and has no previous experience including other directorships held in other listed company in the last three years.

As at the Latest Practicable Date, Dr. Li was directly interested in 38,213,501 Shares. In addition, by virtue of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”), he is deemed to be interested in 16,000,000 Shares held by his spouse, Ms. Lue Shuk Ping, Vicky, who held those Shares through High Knowledge Investments Limited, a company wholly-owned by Ms. Lue Shuk Ping, Vicky. Save as disclosed above, he did not have any interests nor deemed to be interested in any shares, underlying shares or debentures of the Company and its associated corporation within the meanings of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the holders of securities of the Company or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (w) of the Listing Rules.

**Dr. Marco Maria Brughera**

*Non-executive Director, aged 59, PhD*

Dr. Marco Maria Brughera (“**Dr. Brughera**”) joined the Board on 29 December 2014. He has more than 30 years of business and management experience within the pharmaceutical industry. He is currently the Global Head of the Sigma-Tau Rare Disease Business Unit., a position he has held since October 2012. He is also President of Sigma-Tau Pharmaceuticals Inc., President of Sigma-Tau Research Switzerland S.A. and Chief Executive Officer of Sigma-Tau Pharma Ltd. Before that, he has served as Global Head of Research and Development (“**R&D**”) within Sigma-Tau. Previously he held leadership R&D positions with Farmitalia Carlo Erba S.p.A., Pharmacia Corporation, Pfizer, Inc. and Nerviano Medical Sciences S.r.l. both in Europe and the United States of America. Dr. Brughera earned his degree in veterinary medicine from the University of Milan and is a European Registered Toxicologist.

From October 2013 he serves on the Board of Director of Soligenix, Inc., a company listed on the United States OTC Markets. From December 2011 through January 2014, Dr. Brughera served on the Board of Directors of Gentium S.p.A., a then publicly traded biopharmaceutical company on the United States Nasdaq exchange. Save as disclosed above, as at the Latest Practicable Date, Dr. Brughera did not hold any other directorships in listed public companies during the past three years nor did he hold any other positions with the Company or its subsidiaries.

Dr. Brughera has a three-year service contract with the Company from 29 December 2014. Director’s fee is HK\$96,000 per annum and bonus will not be paid. Director’s fee is determined by the remuneration committee of the Company and the Board with reference to his duties and responsibilities within the Company. The term of Dr. Brughera’s appointment is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Dr. Brughera did not have any other interest in the securities of the Company within the meaning of Part XV of the SFO nor any relationship with any other director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company.

Save as disclosed above, as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the holders of securities of the Company or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (w) of the Listing Rules.

**Dr. Chan Yau Ching, Bob, (陳友正博士)**

*Independent non-executive Director, chairman of audit committee & member of remuneration committee, aged 52, PhD, MBA, BBA, CFA, MHKSI*

Dr. Chan Yau Ching, Bob (“**Dr. Chan**”) joined the independent Board on 14 January 2002. Dr. Chan has extensive experience in corporate development and financial management of high-growth companies. Dr. Chan had been a finance professor, researcher and consultant. He had also served directorship at various listed and privately held companies in Hong Kong and in the United States, and he was an executive director of Celestial Asia Securities Holdings Limited from October 2012 to August 2013. Currently Dr. Chan is the Managing Director of KBR Capital Limited, a company engaged in advising clients on management and investment activities in China and Hong Kong. Save as disclosed above, as at the Latest Practicable Date, Dr. Chan did not hold any other directorships in listed public companies during the past three years nor did he hold any other positions with the Company or its subsidiaries.

Dr. Chan has a three-year service contract with the Company from 12 October 2013. Director’s fee is HK\$96,000 per annum and bonus will not be paid. Director’s fee is determined by the Board with reference to the market rate. The term of Dr. Chan’s appointment is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Dr. Chan was interested in 1,040,000 Shares. Save as disclosed, Dr. Chan did not have any other interest in the securities of the Company within the meaning of Part XV of the SFO nor any relationship with any other director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company.

Save as disclosed above, as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the holders of securities of the Company or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (w) of the Listing Rules.

**Dr. Tsim Wah Keung, Karl (詹華強博士)**

*Independent non-executive director, chairman of remuneration committee & member of audit committee, aged 56, PhD, MPhil, BSc.*

Dr. Tsim Wah Keung, Karl (“**Dr. Tsim**”), joined the independent Board on 20 September 2004. Dr. Tsim currently serves as Chair Professor of Life Science at the Hong Kong University of Science and Technology. He holds a Bachelor of Science degree and a Master degree in Biochemistry from the Chinese University of Hong Kong, and a Doctorate in Molecular Neurobiology from the University of Cambridge. Dr. Tsim has published numerous articles in biological sciences and traditional Chinese medicines. He also serves in several local committee in advising the development of traditional Chinese medicine as health food products. Save as disclosed above, as at the Latest Practicable Date, Dr. Tsim did not hold any other directorships in listed public companies during the past three years nor did he hold any other positions with the Company or its subsidiaries.

Dr. Tsim has a three-year service contract with the Company from 20 September 2013. Director’s fee is HK\$96,000 per annum and bonus will not be paid. Director’s fee is determined by the Board with reference to the market rate. The term of Dr. Tsim’s appointment is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Dr. Chan was interested in 300,000 Shares. Save as disclosed, Dr. Tsim did not have any other interest in the securities of the Company within the meaning of Part XV of the SFO nor any relationship with any other director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company.

Save as disclosed above, as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the holders of securities of the Company or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (w) of the Listing Rules.

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## NOTICE OF THE AGM

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李 氏 大 藥 廠

### Lee's Pharmaceutical Holdings Limited

李 氏 大 藥 廠 控 股 有 限 公 司 \*

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 950)

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of Lee’s Pharmaceutical Holdings Limited (“Company”) will be held at Unit 102, Bio-Informatics Centre, No. 2 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Monday, 11 May 2015 at 3:00 p.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To consider and approve the audited financial statements and the report of the directors and the report of the auditors of the Company for the year ended 31 December 2014.
2. To declare the final dividend for the year ended 31 December 2014.
3. To re-elect Dr. Li Xiaoyi as the executive director of the Company.
4. To re-elect Dr. Marco Maria Brughera as the non-executive director of the Company.
5. To re-elect Dr. Chan Yau Ching, Bob as the independent non-executive director of the Company.
6. To re-elect Dr. Tsim Wah Keung, Karl as the independent non-executive director of the Company.
7. To consider and authorise the board (the “Board”) of the directors of the Company (or, if so delegated by the Board, its remuneration committee) to determine the remuneration of the directors.
8. To consider and approve the re-appointment of HLM CPA Limited as Auditors and to authorise the Board to determine the remuneration of the Auditors.

\* For identification purpose only

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## NOTICE OF THE AGM

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As **Special Business**, to consider and, if thought fit, pass with or without amendments, the following resolutions numbered 9, 10 and 11 as ordinary resolutions:

9. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares (**“Shares”**) in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities (the **“Listing Rules”**) on The Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which are authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten (10) per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of 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 date of 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; or
  - (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

10. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (**“Shares”**) in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;



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## NOTICE OF THE AGM

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- (b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any share option scheme or similar arrangement of the Company for the grant or issue of Shares or rights to acquire Shares; or (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued or to be issued by the Company or any securities which are convertible into 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 from time to time, shall not exceed twenty (20) per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of 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; or
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

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11. “**THAT** conditional upon the passing of the Resolutions numbered 9 and 10 above, the general mandate granted to the Directors to allot, issue and deal with additional shares (“**Shares**”) in the capital of the Company or securities into Shares, or options, warrants or similar right to subscribe for Shares or such convertible securities pursuant to the Resolution numbered 10 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to the Resolution numbered 9 above, provided that such amount shall not exceed ten (10) per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution.”

By Order of the Board  
**Lee’s Pharmaceutical Holdings Limited**  
**Lee Siu Fong**  
*Chairman*

Hong Kong, 2 April 2015

*Registered Office:*  
P.O. Box 309 GT, Ugland House  
South Church Street, George Town  
Grand Cayman, Cayman Islands

*Principal Place of Business in Hong Kong:*  
Units 110-111, Bio-Informatics Centre  
No. 2 Science Park West Avenue  
Hong Kong Science Park  
Shatin, New Territories  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from Thursday, 7 May 2015 to Monday, 11 May 2015 (both days inclusive), during which period no transfer of shares will be effected for determining the shareholders who are entitled to attend and vote at the AGM. In order to qualify for the right to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 6 May 2015.
2. The register of members of the Company will be closed from Tuesday, 19 May 2015 to Wednesday, 20 May 2015 (both days inclusive), during which period no transfer of shares will be effected for determining the shareholders who are entitled for the proposed final dividend for the year ended 31 December 2014. In order to qualify for the proposed final dividend for the year ended 31 December 2014, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 18 May 2015.
3. Every shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. In the case of a joint holding, any one of such persons may vote at the AGM, either in person or by proxy; but if more than one joint holders are present at the AGM in person or by proxy, the said person whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

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5. To be valid, a proxy form in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the AGM.
6. 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 4:00 p.m. on Monday, 11 May 2015, an announcement will be made in such event to notify the Shareholders of any alternative date for the AGM.
7. The circular of the Company dated 2 April 2015 and the accompanying proxy form have been sent to the shareholders of the Company together with the 2014 Annual Report of the Company.

*As at the date of this notice, Ms. Lee Siu Fong (Chairman), Ms. Leelalertsuphakun Wanee and Dr. Li Xiaoyi are executive directors of the Company; Dr. Marco Maria Brughera is a non-executive Director of the Company, Dr. Chan Yau Ching, Bob, Mr. Lam Yat Cheong and Dr. Tsim Wah Keung, Karl are independent non-executive directors of the Company.*