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## **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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of Lee's Pharmaceutical Holdings Limited (the "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, 21 January 2013 at 3:00 p.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as an ordinary resolution of the Company:

**"THAT**

- (a) the renewal of the term of the existing distribution agreement entered into between Sigma-Tau Industrie Farmaceutiche Riunite SpA and the Company dated 24 November 2009, as amended by an amendment agreement dated 4 July 2012, in relation to the supply of products for three years from 1 January 2013 to 31 December 2015 (the "**Renewal**", a copy of the existing distribution agreement and the amendment agreement are tabled at the meeting and marked "A" and signed by the chairman of the meeting for identification purpose") and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the maximum aggregate annual value arising from the Renewal for each of the three years ending 31 December 2013, 2014 and 2015, which is estimated to be EUR15,439,521 (approximately HK\$154,395,210), EUR20,283,378 (approximately HK\$202,833,780) and EUR39,101,029 (approximately HK\$391,010,290), respectively (the "**Annual Caps**"), be and are hereby approved, confirmed and ratified; and

- (c) any one of the directors of the Company be and are hereby authorised to execute all such documents, instruments and agreements, including under seal where applicable, and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in, completion of and/or give effect to the Renewal, the Annual Caps and the transactions contemplated thereunder.”

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

Hong Kong, 20 December 2012

*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) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) A form of proxy is enclosed. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof. In the case of a joint share holding, the form of proxy may be signed by any one joint holder.
- (3) Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjournment thereof if he so desires. If a member attends the meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.

*As at the date of hereof, Ms. Lee Siu Fong, Ms. Leelalertsuphakun Wanee and Dr. Li Xiaoyi are executive Directors; Mr. Mauro Bove is non-executive Director; Dr. Chan Yau Ching, Bob, Mr. Lam Yat Cheong and Dr. Tsim Wah Keung, Karl are independent non-executive Directors.*