

*The Stock Exchange of Hong Kong Limited takes no responsibilities for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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 : 8221)

## **NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Lee's Pharmaceutical Holdings Limited (the "Company") will be held on Friday, 11 March 2005 at 11:30 a.m. at Room 1905, Grand Millennium Plaza (Lower Block), 181 Queen's Road Central, Hong Kong for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. **"THAT:**

- (a) the issue of Warrants to Defiante Farmaceutica, Lda, the form of the instrument by way of deed poll (the "Warrant Instrument") subject to and with the benefit of which the Warrants will be issued (a copy of which has been produced to this meeting and marked "A" and signed by the Chairperson of this meeting for the purpose of identification), and the terms and conditions of the Warrants (the "Conditions"), forming part of the Warrant Instrument, to be endorsed on the Warrant certificates, be and are hereby unconditionally approved;
- (b) two Directors be and are hereby generally and unconditionally authorized to affix and witness the affixing of the seal of the Company to the Warrant Instrument together with the Conditions forming part thereof, with such amendments, alterations or modifications as they consider expedient and desirable, on behalf of the Company and to do such act or execute such documents as they might in their discretion deem fit; and

\* For identification purposes only

- (c) the Directors be and are hereby generally and unconditionally authorised to allot and issue the Warrants, execute and deliver the Warrant certificates relating thereto with the Conditions endorsed thereon, and allot and issue the shares in the capital of the Company falling to be allotted and issued upon exercise of the Subscription Rights (as defined in the Warrant Instrument) attaching to the Warrants during the Exercise Period (as defined in the Warrant Instrument);
- (d) the transactions contemplated by the Subscription Agreement and the Warrant Instrument be and are hereby generally and unconditionally approved and that the Directors be and are hereby authorised in the best interest of the Company to do such act or execute such documents for and on behalf of the Company by hand or, in case of execution of documents under seal, to do so jointly with either the secretary of the Company, a second director of the Company or such other person appointed by the Directors for such purpose, as they considered necessary, appropriate, desirable or expedient for the implementation and completion of the Subscription Agreement and the transactions contemplated by the Subscription Agreement and the Warrant Instrument.”

2. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the GEM Listing Rules, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any option under the share option scheme of the Company; or (iii) 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 in force from time to time, shall not exceed the aggregate of 20% of the aggregate issued Shares of the Company at the date of the passing of this Resolution;

- (d) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution) and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (e) That conditional upon above Ordinary Resolution 2(a), (b), (c) and (d) being passed, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Ordinary Resolution 2(d) above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to Ordinary Resolution 2(c), provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Ordinary Resolution.
- (f) for the purposes of this Resolution, “Relevant Period” means the period from the date of the 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; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution; and

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

3. **“THAT** subject to the passing of Ordinary Resolution 2 above, the authority given to the directors of the Company to exercise all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the Resolution 4 passed at the annual general meeting of the Company held on 18 May 2004 be and the same is hereby unconditionally revoked and cancelled.”
4. **“THAT** the authorized share capital of the Company be and is hereby increased from HK\$25,000,000 divided into 500,000,000 Shares of HK\$0.05 each to HK\$50,000,000 divided into 1,000,000,000 Shares of HK\$0.05 each by the creation of additional 500,000,000 Shares of HK\$0.05 each.”
5. **“THAT:**
- (a) the carrying on of the continuing connected transactions between the Company and/or its subsidiaries and Defiante Farmaceutica, Lda, Sigma-Tau Industrie Farmaceutiche Riunite SpA (“Sigma-Tau Industrie”) and/or Sigma-Tau Finanziaria SpA and its subsidiaries in accordance with the terms of a distribution agreement dated 1 October 2004 (the “Distribution Agreement”) (the “Continuing Connected Transactions”) be and are hereby approved and confirmed;
  - (b) the terms and conditions of the Distribution Agreement to be entered into between the Company and Sigma-Tau Industrie (a copy of which has been produced to this meeting and marked “B” and signed by the Chairperson in this meeting for the purpose of identification), be and are hereby approved, confirmed and ratified; and
  - (c) the maximum aggregate annual value arising from the Continuing Connected Transactions under the Distribution Agreement for each of the two years ending 31 December 2005 and 2006, which is estimated to be US\$1,514,500 (approximately HK\$11,813,100) and US\$2,099,500 (approximately HK\$16,376,100) respectively (the “Caps”), be and are hereby approved and confirmed; and

- (d) any Director be and is hereby authorized to take such actions and execute such documents for and on behalf of the Company and in case of execution of documents under seal, to do so in the manner as stipulated in the memorandum and articles of association of the Company and for such purpose as the Directors see fit or consider necessary, desirable or expedient in relation to the Continuing Connected Transactions and the Distribution Agreement.”

By order of the Board of  
**Lee’s Pharmaceutical Holdings Limited**  
**Lee Siu Fong**  
*Chairperson*

Hong Kong, 24 February 2005

*Registered office:*

PO Box 309 GT,  
Ugland House  
South Church Street  
Grand Cayman  
Cayman Islands

*Head office and principal place  
of business in Hong Kong :*

Room 1905  
Grand Millennium Plaza  
Lower Block  
181 Queen’s Road Central  
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 for use at the above meeting 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 Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the 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 accompanying form of proxy will not preclude a member of the Company from attending and voting in person at the above meeting or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
4. Where there are joint holders of any share in the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he were solely entitled thereto; but if more than one such joint holders be present at the meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof in person or by proxy (as the case may be).

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

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.leespharm.com](http://www.leespharm.com).*