



## CHINA SHINEWAY PHARMACEUTICAL GROUP LIMITED

中國神威藥業集團有限公司

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

(Stock Code: 2877)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the China Shineway Pharmaceutical Group Limited (the “Company”) will be held at Gloucester Room, 2nd Floor, Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on 12 May 2005 at 11:00 a.m. (or immediately after the annual general meeting of the Company convened on the same date and place shall have been concluded or adjourned) or any adjournment thereof for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT** the equity interest transfer agreement ( 股權轉讓協議 ) dated 30 March 2005 entered into between Yuan Da International Limited ( 遠大國際有限公司 ) (“Yuan Da”), being a wholly-owned subsidiary of the Company, as purchaser, and 神威醫藥科技(廊坊)有限公司 (Shineway Medical Science & Technology (Lang Fang) Co., Ltd.) (“Shineway Lang Fang”) as vendor (the “Equity Interest Transfer Agreement”, a copy of which is produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) in respect of the acquisition of 20% of the equity interest in 神威藥業營銷有限公司 (Shineway Pharmaceutical Sales Co., Ltd.) by Yuan Da from Shineway Lang Fang and the consideration for such acquisition under the Equity Interest Transfer Agreement and all transactions contemplated under the Equity Interest Transfer Agreement as well as the terms and conditions thereof be and are hereby approved, ratified and confirmed, and that the directors of the Company be and are hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters, and things as they may in their discretion consider necessary or desirable and expedient to implement and/or to give effect to the Equity Interest Transfer Agreement and the transactions thereby contemplated.”

By Order of the Board  
**Li Zhenjiang**  
*Chairman*

Hong Kong, 19 April, 2005

*Registered office:*  
Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681 GT  
George Town  
Grand Cayman  
British West Indies

*Principal Place of Business in Hong Kong*  
Suite 5201  
52nd Floor, Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong.

**Notes:**

1. The ordinary resolution to be considered at the meeting will be decided by poll. On voting by poll, every member of the Company shall have one vote for every fully paid share of the Company of which he is the holder.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. 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 certified copy thereof, must be lodged with the principal place of business of the Company at Suite 5201, 52nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude any member from attending and voting at the meeting if the member so wishes.
4. As at the date of this notice, the board of directors of the Company comprises five executive directors, namely, Mr. Li Zhenjiang, Ms. Wang Zhihua, Ms. Xin Yunxia, Mr. Hou Jiangtao and Mr. Li Huimin, and three independent non-executive directors, namely, Mr. Li Kung Man, Dr. Wang Jianping and Professor Zhou Chaofan.