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## **LUYE PHARMA GROUP LTD.**

**绿叶制药集团有限公司**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 02186)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of Luye Pharma Group Ltd. (the “**Company**”) will be held at Executive Ballroom, Shanghai Marriott Hotel Hongqiao, No. 2270 Hongqiao Road, Shanghai, PR China on Friday, 16 January 2015 at 1:00 p.m. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

#### **ORDINARY RESOLUTION**

**“THAT:**

(a) the following agreements:

- (i) the First Tranche Agreement (as defined in the circular of the Company dated 31 December 2014 the (the “**Circular**”)) (a copy of which marked “A” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting);
- (ii) the Second Tranche Agreement (as defined in the Circular) (a copy of which marked “B” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting);
- (iii) the Third Tranche Agreement (as defined in the Circular) (a copy of which marked “C” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting); and
- (iv) the Remaining Equity Interest Agreements (as defined in the Circular) (copies of which marked “D” and signed by the chairman of the meeting for identification purpose have been tabled at the meeting) ((i) to (iv) collectively the “**Agreements**”),

and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;  
and

- (b) any one of the directors of the Company be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Agreements and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of such director, in the interests of the Company and its shareholders as a whole; and any such acts, things and actions conducted or taken by such director prior to the passing of this resolution be and are hereby approved, confirmed and ratified.”

By Order of the Board  
**LUYE PHARMA GROUP LTD.**  
**Liu Dian Bo**  
*Chairman*

Hong Kong, 31 December 2014

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Office in Hong Kong:*  
8th Floor, Gloucester Tower  
The Landmark  
15 Queen’s Road Central  
Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the Special General Meeting is entitled to appoint one or more separate proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, a form of proxy 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 thereof) must be deposited at the Company’s branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the Special General Meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Special General Meeting or any adjournment thereof should you so wish and in such event, the relevant form of proxy shall be deemed to be revoked.
4. The resolution as set out in this notice will be taken by poll.

*As at the date of this announcement, the Executive Directors of the Company are Mr. LIU Dian Bo, Mr. YUAN Hui Xian, Mr. YANG Rong Bing and Ms. ZHU Yuan Yuan; the Non-executive Directors are Mr. PAN Jian, Mr. LIU Dong and Ms. WANG Xin; and the Independent Non-executive Directors are Mr. ZHANG Hua Qiao, Professor LO Yuk Lam, Mr. LEUNG Man Kit and Mr. CHOY Sze Chung Jojo.*