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盈天醫藥集團有限公司

WINTEAM PHARMACEUTICAL GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 570)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Winteam Pharmaceutical Group Limited (the “Company”) will be held at Boardroom V, Ground Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Monday, 29 March 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the equity transfer agreement dated 30 January 2010 entered into between 廣東環球製藥有限公司 (Guangdong Medi-world Pharmaceutical Co., Ltd.*) (the “**Purchaser**”) and Mr. HE Zhaojian (何兆堅先生) in relation to the proposed acquisition by the Purchaser of the capital contribution in the total amount of RMB21,715,300 in 佛山市安寧有限公司 (Foshan City An Ning Company Limited*) (the “**Target Company**”) (representing 93% equity interest in the Target Company) (the “**Acquisition Agreement**”) (copy of which is produced to the meeting marked “A” and initialed by the Chairman of the meeting for the purpose of identification) at a consideration of RMB116 million, upon the terms and subject to the conditions therein contained, and all the transactions contemplated thereunder be and are hereby approved, confirmed and/or ratified; and that the directors of the Company (the “**Directors**”) be and are hereby authorized, for and on behalf of the Company, to do all such acts and things and to sign, seal and execute and deliver all such documents and take all such steps which they may in their discretion consider necessary, desirable or expedient for the implementation of and giving effect to the Acquisition Agreement and the transactions contemplated thereunder as they may in their discretion consider to be desirable and in the interests of the Company.”
2. “**THAT**:
 - (i) the conditional subscription agreement (the “**Subscription Agreement**”) dated 30 January 2010 entered into among the Company as the issuer, Profit Channel Development Limited and Extra Benefit Corp. as the subscribers (the “**Subscribers**”) and Mr. Yang Bin and Mr. Xu Tiefeng as guarantors in relation to the subscription of the 155,000,000 new shares of the Company to be issued and allotted by the Company pursuant to the Subscription Agreement (the “**Subscription Shares**”) at HK\$0.85 per Subscription Share (a copy of which is produced to the meeting

marked “**B**” and initialed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and/or ratified; and that the Directors be and are hereby authorized, for and on behalf of the Company, to do all such acts and things and to sign, seal, execute and deliver all such documents and take all such steps which they may in their discretion consider necessary, desirable or expedient for the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder as they may in their discretion consider to be desirable and in the interests of the Company; and

- (ii) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement upon the terms and subject to the conditions therein contained be and is hereby approved; and that the Directors be and are hereby authorized, for and on behalf of the Company, to do all such acts and things and to sign, seal and execute and deliver all such documents and take all such steps which they may in their discretion consider necessary, desirable or expedient for the implementation of and giving effect to the allotment and issue of the Subscription Shares in accordance with the terms of the Subscription Agreement as they may in their discretion consider to be desirable and in the interests of the Company.”
3. “**THAT** subject to the Executive (as defined in the circular of the Company dated 11 March 2010 (the “**Circular**”)) granting to the Subscribers the Whitewash Waiver (as defined in the Circular) and the satisfaction of all the conditions attached to the Whitewash Waiver imposed by the Executive, any obligations which may arise under Rule 26 of the Hong Kong Code on Takeovers and Mergers and which would require the Subscribers and parties acting in concert with any of them, to make a mandatory general offer to the shareholders of the Company for all the issued shares of the Company other than those shares already owned or agreed to be acquired by the Subscribers, Sureplan Limited, Mr. Yang Bin, Mr. Xu Tiefeng and parties acting in concert with any of them as a result of the allotment and issue of the Subscription Shares to the Subscribers pursuant to the Subscription Agreement be and are hereby waived; and that the Directors be and are hereby authorized, for and on behalf of the Company, to do all such acts and things and to sign, seal, execute and deliver all such documents and take all such steps which they may in their discretion consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the waiver of such obligations as they may in their discretion consider to be desirable and in the interests of the Company.”

By Order of the Board
Winteam Pharmaceutical Group Limited
DU Richeng
Chairman

Hong Kong, 11 March 2010

* *For identification purpose only*

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (2) 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 or authority must be deposited at the registered office of the Company at Rooms 2801-2805, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- (3) Pursuant to Rule 2.9 of the Takeovers Code and Rule 13.39(4) of the Listing Rules, the votes at the meeting will be taken by poll.

As at the date of this notice, the Board comprises nine Directors, of which Mr. DU Richeng is a non-executive Director; Mr. YANG Bin, Mr. XU Tiefeng, Mr. SITU Min and Mr. LI Songquan are executive Directors; and Mr. LO Wing Yat, Mr. PANG Fu Keung, Mr. WANG Bo and Mr. ZHANG Jianhui are independent non-executive Directors.