



CHINA GRAND PHARMACEUTICAL AND HEALTHCARE HOLDINGS LIMITED
遠大醫藥健康控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 512)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of China Grand Pharmaceutical and Healthcare Holdings Limited (the “Company”) will be held at 16th Floor, United Centre, 95 Queensway, Hong Kong on 28 November 2008 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY RESOLUTIONS

(1) “THAT:

- (a) the agreement (the “Acquisition Agreement”) dated 1 August 2008 entered into between 武漢東湖創新科技投資有限公司 (Wuhan Donghu Innovation and High Tech Investments Limited) (the “Vendor”) and 武漢遠大制藥集團有限公司 (Wuhan Grand Pharmaceutical Group Company Limited) relating to the sale and purchase of 52% equity interest in 武漢武大弘元股份有限公司 (Wuhan Wuda Hongyuan Company Limited) (“Wuda Hongyuan”), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (b) the directors of the Company (the “Directors”) be and are hereby authorised to do all acts and execute all documents they consider necessary or expedient to give effect to the transactions contemplated under the Acquisition Agreement.”
- (2) To re-elect Mr. Liu Chengwei as a director of the Company and to authorize the board of directors of the Company to fix his remuneration.
 - (3) To re-elect Mr. Hu Bo as a director of the Company and to authorize the board of directors of the Company to fix his remuneration.
 - (4) To re-elect Mr. Xin Dongsheng as a director of the Company and to authorize the board of directors of the Company to fix his remuneration.

By Order of the Board

China Grand Pharmaceutical and Healthcare Holdings Limited

Liu Chengwei

Chairman

Hong Kong, 13 November 2008

* For identification purpose only

Notes:

- (1) Any member entitled to attend and vote at the SGM of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member. A proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- (2) Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
- (3) A form of proxy for use at the SGM is enclosed herewith.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney must be lodged at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or adjourned meeting or not less than 24 hours before the time appointed for taking the poll subsequent to the date of the SGM or adjourned meeting thereof (as the case may be) and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the SGM or at any adjourned meeting (as the case may be) should they so wish.

As at the date of this announcement, the Board is composed of three executive directors – Mr. Liu Chengwei, Mr. Hu Bo and Mr. Shao Yan; and three independent non-executive directors – Ms. So Tosi Wan, Winnie, Mr. Lo Kai, Lawrence and Mr. Xin Dongsheng.