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**FAR EAST PHARMACEUTICAL TECHNOLOGY COMPANY LIMITED
(PROVISIONAL LIQUIDATORS APPOINTED)**

遠東生物制藥科技有限公司

(已委任臨時清盤人)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 399)

**COMPLETION OF ALL CONDITIONS
SET OUT IN THE DECISION LETTER**

Financial advisor to the Company



ASIAN CAPITAL
(CORPORATE FINANCE) LIMITED

卓亞(企業融資)有限公司

The Directors are pleased to announce that as at 9 July 2008 all the conditions set out in the Decision Letter have been fully complied with.

The new share certificates for the New Shares will be despatched to those entitled thereto by ordinary post at the shareholders' own risk on 11 July 2008.

At the court hearing on 8 July 2008, the Hong Kong Court made an order for, *inter alia*, the dismissal of the winding up petition against the Company and the discharge of the Provisional Liquidators is expected to take place on 11 July 2008.

The Company has established an audit committee and a remuneration committee pursuant to the Listing Rules.

Mr. Chan Sek Kwan Rays and Mr. Chan Tak Hung were appointed as the company secretary and the qualified accountant of the Company respectively with effect from 30 June 2008.

Shares of the Company are expected to be resumed for trading on the Stock Exchange on 18 July 2008 after the completion of the Placing Down and the discharge of the Provisional Liquidators.

Reference is made to the circular jointly issued by the Company and the Investor dated 28 May 2008 (the “Circular”) and the announcements issued by the Company dated 13 June 2008, 20 June 2008 and 24 June 2008 respectively in relation to the revised timetable for the share trading arrangement and the resumption of trading in the shares of the Company on the Stock Exchange, the results of the EGM and the results of the Cayman Islands court hearing for the Capital Reduction and the Escrow Agreement (the “Announcements”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Announcements.

COMPLETION OF THE CONDITIONS SET OUT IN THE DECISION LETTER

Trading in the Shares on the Stock Exchange was suspended on 17 June 2004 at the direction of the Stock Exchange. On 17 October 2005, the Stock Exchange placed the Company into the third stage of the delisting procedures pursuant to Practice Note 17 to the Listing Rules, under which, if the Company did not put forward a valid resumption proposal by 16 April 2006, the Company would be delisted.

After considering the Resumption Proposal submitted by Asian Capital on behalf of the Company, the Listing Appeals Committee of the Stock Exchange issued the Decision Letter on 10 October 2007 to Asian Capital. The Decision Letter sets out the conditions upon which the Listing Appeals Committee of the Stock Exchange has decided to allow the Company to proceed with the Resumption Proposal, which shall have to be complied with to the satisfaction of the Listing Division within six months from the date of the Decision Letter, i.e., 9 April 2008, which was subsequently extended to 31 July 2008. Details of all these conditions were set out in the Circular.

The Directors are pleased to announce that as at 9 July 2008, all the conditions set out in the Decision Letter have been fully complied with. Details of the fulfillment of all the conditions set out in the Decision Letter are set out below.

1. The re-performed audit of the Company’s consolidated financial statements for the year ended 30 June 2007 has been duly completed and the consolidated financial statements were published on 8 April 2008.
2. (a) The Restructuring Agreement, the Restructuring Supplemental Agreement, the Subscription Agreement, the ADM Subscription Agreement and the Placing Agreement were entered into by the relevant parties. Details of these agreements were set out in the Circular. All the relevant resolutions proposed at the EGM were duly passed by the Shareholders at the EGM held on 20 June 2008. The Stock Exchange granted, on a conditional basis, the listing of and the permission to deal in the Subscription Shares, the ADM Subscription Shares, the Placing Shares and the New Shares on 9 July 2008.

(b) As stated in the Circular, the letter from ADM Capital to the Investor dated 22 August 2007 (the “ADM Letter”) contains, *inter alia*: (a) certain pre-emptive rights in respect of the sale of shares of the Company by the Investor, including,

among others, a right of first refusal, drag-along and tag-along rights; (b) a call option pursuant to which the Investor will be entitled to require ADM Capital to transfer to the Investor the shares of the Company to be acquired by ADM Capital; and (c) a put option pursuant to which ADM Capital will be entitled to require the Investor to purchase from ADM Capital the shares of the Company to be acquired by ADM Capital. The abovementioned pre-emptive rights, put option and call option have been documented in the Option Deed. Prior to execution of the Option Deed, changes to the terms contained in the ADM Letter have been agreed between ADM Capital and the Investor and such changes have been reflected in the Option Deed.

In respect of conditions 2 and 5 set out in the Option Deed, it has been subsequently clarified and accepted that ADM Capital would use its flagship fund, ADM, to take up the subscription to the ADM Subscription.

Save and except the arrangement described in the ADM Letter, the Subscription, the ADM Subscription and the Placing are not subject to any conditions, such as buyback provisions, that will compromise the subscription of genuine equity risk capital.

(c) As announced in the announcement of the Company dated 24 June 2008, the Company, the Investor, ADM, Partners Capital and The Hongkong and Shanghai Banking Corporation Limited (the “Escrow Agent”) entered into an escrow agreement on 24 June 2008, pursuant to which the proceeds of approximately HK\$150 million in aggregate from the issue of the Subscription Shares, the ADM Subscription Shares and the Placing Shares were deposited into the escrow account held by the Escrow Agent in escrow in favour of the Company by 30 June 2008.

3. The Scheme was duly approved at the Scheme Meeting held on 22 February 2008 by the Scheme Creditors of the Company and was sanctioned by the Hong Kong Court on 8 April 2008. On 27 June 2008, the Hong Kong Court order sanctioning the Scheme was filed with the Registrar of Companies of Hong Kong for registration.

At the court hearing held on 20 June 2008 (Cayman Islands time), the Capital Reduction was sanctioned by the Cayman Islands Court. The Capital Reduction became effective on 27 June 2008 upon the registration with the Registrar of Companies in the Cayman Islands of a copy of the aforesaid court order and of a minute approved by the Cayman Islands Court.

4. Upon completion of the Scheme, the Group’s liabilities are estimated at approximately HK\$45 million. Details of the indebtedness of the Group after the Restructuring were set out in Appendix III, “Unaudited Pro Forma Statement of Assets and Liabilities of the Restructured Group” to the Circular.

5. As set out below section headed “SHAREHOLDING STRUCTURE OF THE COMPANY”, the percentage shareholding of the existing public shareholders of the Company has fallen to no less than 2.1 percent of the share capital of the Company, excluding the 1.5 percent shareholding held by Mr. Cai, Mr. Chen Ching Ken and their related parties.
6. Asian Capital were appointed as the compliance advisor (as defined in the Listing Rules) on 24 June 2008 by the Company for the period commencing on a date prior to resumption of trading and ending on the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the second full financial year commencing after the resumption.
7. All the outstanding listing fees were fully paid on 25 June 2008.
8. The Company has appointed Li, Tang, Chen & Co., Certified Public Accountants in Hong Kong, to act as the Independent Professional Accounting Firm to produce a written confirmation that all of the conditions set out in the Decision Letter have been complied with. The Stock Exchange has no objection to such appointment.

On 9 July 2008, Li, Tang, Chen & Co. in writing confirmed to the Stock Exchange that all of the conditions set out in the Decision Letter had been complied with.

DISCHARGE OF THE PROVISIONAL LIQUIDATORS

At the court hearing on 8 July 2008, the Hong Kong Court made an order for, *inter alia*, the dismissal of the winding-up petition against the Company and the discharge of the Provisional Liquidators with effect from the business day immediately following the day on which the Provisional Liquidators issue a written notice that the documents upon which the closing of the restructuring of the Company is conditional have been received or waived pursuant to the terms of the Restructuring Agreement. The Provisional Liquidators issued the said notice on 10 July 2008. Pursuant to the abovementioned order, the dismissal of the winding up petition against the Company and the discharge of the Provisional Liquidators of the Company will take place one business day after the Closing Date as defined in the Scheme (i.e. on 11 July 2008).

PLACING DOWN

As public Shareholders will hold 794,497,317 New Shares, representing approximately 13.06% of the share capital of the Company after the Capital Restructuring as enlarged by the issue of the Subscription Shares, the ADM Subscription Shares and the Placing Shares, the Investor has arranged a private placement to place down 726,240,000 Subscription Shares to public investors, who are Independent Third Parties and not the Concert Parties of the Investor (including ADM), to be effected after Completion and before resumption of trading in the shares of the Company on the Stock Exchange to ensure that there will be a sufficient Public Float in accordance with the Listing Rules. Further announcement will be made by the Company before the resumption of trading in

the shares of the Company on the Stock Exchange.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company after completion of the proposed Capital Restructuring, the Subscription, the ADM Subscription, the Placing, the Placing Down and assuming the completion of the full exercise of the Put Option or Call Option.

Name of Shareholders	Existing shareholding structure		After the Capital Restructuring, the Subscription, the ADM Subscription and the Placing		After the Capital Restructuring, the Subscription, the ADM Subscription, the Placing and the Placing Down		After the Capital Restructuring, the Subscription, the ADM Subscription, the Placing Down and assuming the completion of full exercise of the Call Option and Put Option (Note 2)	
	No. of Shares	% (approx.)	No. of Shares	% (approx.)	No. of Shares	% (approx.)	No. of Shares	% (approx.)
The Investor and its Concert Parties:								
The Investor	-	-	4,133,910,560	67.97	3,407,670,560	56.03	4,561,516,714	75.00
ADM	-	-	1,153,846,154	18.97	1,153,846,154	18.97	-	-
Subtotal:	-	-	5,287,756,714	86.94	4,561,516,714	75.00	4,561,516,714	75.00
The public:								
Mr. Cai and Mr. Chen Ching Ken (Note 1)	883,400,000	40.60	88,340,000	1.45	88,340,000	1.45	88,340,000	1.45
Public Placees	-	-	576,923,077	9.49	1,303,163,077	21.43	1,303,163,077	21.43
Others existing public Shareholders	1,292,342,400	59.40	129,234,240	2.12	129,234,240	2.12	129,234,240	2.12
Total:	2,175,742,400	100.00	6,082,254,031	100.00	6,082,254,031	100.00	6,082,254,031	100.00

Note:

1. These Shares were held by Great Wall Investment Group Limited as the trustee of the Great Wall Unit Trust, a unit trust of which all of the units in issue are owned by Ansbacher (BVI) Limited in its capacity as the trustee of The C&C Trust, a discretionary family trust of which the objects include Mr. Cai and his spouse and the family member of Mr. Chen Ching Ken, the then Director. Accordingly, Mr. Chen Ching Ken, as founder of The C&C Trust, and Mr. Cai, as one of the discretionary objects of The C&C Trust, are deemed to be interested in the shares owned by Great Wall Investment Group Limited in its capacity as the trustee of the Great Wall Unit Trust under Part XV of the SFO.
2. Pursuant to the Option Deed, assuming the Put Option or Call Option is fully exercised by the Investor or ADM respectively, the Investor will hold 4,561,516,714 New Shares, representing 75.00% of the share capital of the Company after the Capital restructuring as enlarged by the issue of the Subscription Shares, the ADM Subscription Shares, the Placing Shares and the Placing Down. As the shareholding of the Investor will exceed 50% of the voting rights of the Company, the Investor and its Concert Parties may increase their holding without incurring any further obligation under Rule 26 of the Takeovers Code to make a general offer.

APPOINTMENT OF NEW DIRECTORS

With effect from Completion, i.e. 9 July 2008, Ms. Choi Suk Ching has become an executive Director and Dr. Leung Wai Cheung has become an independent non-executive Director. Relevant resolutions in relation to such appointments were passed by the Shareholders at the EGM, results of which were announced by the Company on 20 June 2008. Particulars of these two newly appointed Directors are set out below.

Choi Suk Ching, aged 35, has good experience in corporate operations and management, with skills specializing in the area of public relations and media management. Ms. Choi worked for over 10 years in public relationship and media management in several international corporations (such as Dentsu, Young & Rubicomb, Ogilvy & Mather, AC Nielsen, Turner International Asia Pacific Ltd.) during which Ms. Choi facilitated press conferences, public announcements, interviews with reporters, market researches and corporate image enhancement campaigns.

Ms. Choi has not held any directorship in any other listed companies in the last three years. It is proposed that Ms. Choi will be entitled to a fixed sum of HK\$30,000 for each month as ordinary remuneration in respect of her capacity as a member of the Board. Ms. Choi is the wife of Mr. Tai Kai Hing, another executive director of the Company. Apart from the directorship in the Company and being the spouse of Mr. Tai Kai Hing, she does not have any personal relationship with any other directors, senior management or any substantial or controlling shareholder of the Company.

As at the date of this announcement, Ms. Choi is not interested in any share of the Company. There is no other information relating to Ms. Choi that is required to be disclosed pursuant to Rule 13.51 (2) of the Listing Rules, and there are no other matters that need to be brought to the attention of holders of securities of the Company.

Dr. Leung Wai Cheung, aged 43, is currently the chief financial officer of FlexSystem Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange and an independent non-executive director of Wing Hing International (Holdings) Limited, Mobicon Group Limited, Sino Prosper Holdings Ltd and China Metal Resources Holdings Limited which are companies listed on the main board of the Stock Exchange. Dr. Leung is a qualified accountant and a chartered secretary with over 20 years of experience in accounting, auditing and financial management. He graduated from Curtin University of Technology, in Perth of Australia with a Bachelor of Commerce degree majoring in accounting and subsequently obtained a postgraduate diploma in corporate administration, Master of Professional Accounting from the Hong Kong Polytechnic University, Doctor of Philosophy degree in Management from the Empressial University of Costa Rica and Doctor of Education in education management from Bulacan State University of Philippines. He is an associate member of each of the Hong Kong Institute of Certified Public Accountants, CPA Australia, the Institute of Chartered Secretaries and Administrators, the Hong Kong Institute of Chartered

Secretaries and the Taxation Institute of Hong Kong and a fellow member of the Association of Chartered Certified Accountants.

Dr. Leung is also a visiting lecturer of the Open University of Hong Kong (LiPACE) and Hong Kong University (SPACE). Dr. Leung is also a professor with the European University. Dr. Leung has not held any directorship in any other listed companies in the last three years. It is proposed that Dr. Leung will be entitled to a fixed sum of HK\$15,000 for each month as ordinary remuneration in respect of his capacity as a member of the Board. Apart from the directorship in the Company, Dr. Leung does not have any personal relationship with any other directors, senior management or any substantial or controlling shareholder of the Company.

As at the date of this announcement, Dr. Leung is not interested in any share of the Company. There is no other information relating to Dr. Leung that is required to be disclosed pursuant to Rule 13.51 (2) of the Listing Rules, and there are no other matters that need to be brought to the attention of the holders of securities of the Company.

APPOINTMENT OF COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

Mr. Chan Sek Kwan Rays, who fulfils the requirements of Rule 8.17 of the Listing Rules, was appointed as the company secretary of the Company with effect from 30 June 2008. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Chan Tak Hung, who fulfils the requirements of Rule 3.24 of the Listing Rules, was appointed as the qualified accountant and the senior financial manager of the Company with effect from 30 June 2008 pursuant to Rule 3.24 of the Listing Rules. Mr. Chan, aged 35, holds a bachelor degree in Accounting at Charles Sturt University, Australia. He is a member of Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. Mr. Chan has over 10 years of audit and tax experience in Hong Kong and the PRC.

ESTABLISHMENT OF THE AUDIT COMMITTEE AND THE REMUNERATION COMMITTEE

The Company has established an audit committee pursuant to Rule 3.21 of the Listing Rules and a remuneration committee. The audit committee has three members comprising all the independent non-executive Directors, namely Mr. Chung Wai Man, Mr. Chiu Koon Shou, Victor and Dr. Leung Wai Cheung. The remuneration committee has 3 members comprising one executive Director, namely, Mr. Tai Kai Hing and two independent non-executive Directors, namely, Mr. Chung Wai Man and Mr. Chiu Koon Shou, Victor.

DESPATCH OF NEW SHARE CERTIFICATES FOR NEW SHARES

The existing share certificates (green in colour) cease to be documents of title on 11 July

2008. The new share certificates (yellow in colour) for the New Shares will be despatched to the shareholders of the Company at the expense of the Company by ordinary mail at the shareholders' own risk on 11 July 2008 (instead of 10 July 2008 as stated in the Company's announcement dated 13 June 2008).

CHANGE IN BOARD LOT SIZE

The board lot size of the shares of the Company for trading on the Stock Exchange will be changed from 4,000 shares to 20,000 shares. No fractional New Shares will be issued and any fractional entitlement to New Shares will be aggregated, sold and retained for the benefits of the Company.

ARRANGEMENT FOR MATCHING SERVICE FOR ODD LOTS

The Company has procured Phillip Securities (HK) Limited to stand in the market to provide matching services for the odd lots of the New Shares on a best effort basis, during the period from Friday, 18 July 2008 to Friday, 1 August 2008 (both dates inclusive). Holders of the New Shares in odd lots (i.e. board lots which are not in integral multiples of 20,000 New Shares) who wish to take advantage of this matching facility either to dispose of their odd lots of New Shares or to top up to board lots of 20,000 New Shares, please contact Mr. Aric Au of Phillip Securities (HK) Limited at 11/F, United Centre, Queensway, Hong Kong at (852) 2277 6869 / 2277 6683 during office hours.

Holders of New Shares in odd lots should note that successful matching of the sale and purchase of odd lots of New Shares is not guaranteed. Shareholders are advised to consult their professional advisors if they are in doubt about the above arrangement.

RESUMPTION OF TRADING IN THE SHARES OF THE COMPANY

Trading in the Shares on the Stock Exchange was suspended on 17 June 2004 at the direction of the Stock Exchange. Shares of the Company are expected to be resumed for trading on the Stock Exchange on 18 July 2008 after the completion of the Placing Down and the discharge of the Provisional Liquidators.

By Order of the Board
**Far East Pharmaceutical Technology
Company Limited (Provisional
Liquidators Appointed)**
Tai Kai Hing
Director

For and on behalf of
**Far East Pharmaceutical Technology
Company Limited
(Provisional Liquidators Appointed)**
Lai Kar Yan Derek / Darach E. Haughey
Joint and Several Provisional Liquidators

Hong Kong, 10 July 2008

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Tai Kai Hing and Ms. Choi Suk Ching, and three independent non-executive

Directors, namely Mr. Chiu Koon Shou, Victor, Mr. Chung Wai Man and Dr. Leung Wai Cheung.

The Directors and the Provisional Liquidators jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement, have been arrived at after due and careful consideration, and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Please also refer to the published version of this announcement on the Company's website: <http://www.feptcl-399.info/>.