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KINGWORLD MEDICINES GROUP LIMITED

金活醫藥集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 01110)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Kingworld Medicines Group Limited (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 15 June 2016 (and any adjournment thereof), at 3rd Floor, Crowne Plaza Hotel & Suites Landmark Shenzhen, No. 3018 Nanhu Road, Luohu District, Shenzhen, the PRC, for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as ordinary resolution of the Company. Capitalised terms used herein without definition shall have the same meanings as in the circular issued by the Company on 30 May 2016 (the “**Circular**”), unless the context otherwise requires:

ORDINARY RESOLUTION

“THAT:

- (a) the Supplemental Deed dated 18 May 2016 entered into among the Company, the Subscriber and the Bondholders pursuant to which the Company, the Subscriber and the Bondholders agreed to amend certain terms and conditions of the Convertible Bond subject to the terms and conditions thereof, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Supplemental Deed, including the Amendment of Conditions and the grant of the Specific Mandate be and are hereby approved, confirmed and ratified, a copy of which is produced to the meeting marked “A” and initialled by the Chairman of the EGM for the purpose of identification;
- (b) subject to the Stock Exchange having approved the Amendment of Conditions pursuant to the Listing Rules and the Listing Committee granting approval for the listing of, and permission to deal in, the Conversion Shares on the Stock Exchange, the Board be and is hereby granted a Specific Mandate for the allotment and issue of the Conversion Shares to the Subscriber or its designated party(ies) or the Bondholders upon an exercise of the Conversion Rights; and

- (c) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (and in case of execution of documents under seal, to do so by any two directors of the Company or any two persons appointed by the board of directors of the Company for that purpose) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Supplemental Deed and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

By order of the board of
Kingworld Medicines Group Limited
Zhao Li Sheng
Chairman

Hong Kong, 30 May 2016

Notes:

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company but must be present in person to represent him.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s branch share registrar in Hong Kong, Tricor Investors Services Limited (“**Branch Registrar**”), at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint registered holders of a share in the Company, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

5. The register of members of the Company will be closed from Wednesday, 8 June 2016 to Wednesday, 15 June 2016 (both days inclusive) during which period no transfer of shares will be registered. To be qualified for attending and voting at the Meeting, all share transfer documents must be lodged with the Branch Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration on or before 4:30 p.m. on Tuesday, 7 June 2016.

As at the date of this notice, the executive Directors are Mr. Zhao Li Sheng, Ms. Chan Lok San and Mr. Zhou Xuhua, the non-executive Director is Mr. Zhang Yi, and the independent non-executive Directors are Mr. Duan Jidong, Mr. Zhang Jianbin and Mr. Wong Cheuk Lam.