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(Incorporated in Hong Kong with limited liability)
(Stock Code: 570)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Winteam Pharmaceutical Group Limited (the “**Company**”) will be held at Conference Room, 1st Floor, No. 2 Rong Gui Qiao Xi Road, Shunde District, Foshan City, Guangdong Province, the PRC on Wednesday, 3 July 2013 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (A) the subscription agreement dated 23 May 2013 (the “**Sinopharm Subscription Agreement**”) entered into between the Company and 華寶信託有限責任公司 (Hwabao Trust Co., Ltd*) (“**Sinopharm Fund Trustee**”), as the trustee of 上海國藥股權投資基金合夥企業(有限合夥) (Shanghai Sinopharm Equity Investment Fund Partnership (Limited Partnership)*) (“**Sinopharm Fund**”), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and is hereby approved, ratified and confirmed;
- (B) the directors of the Company be and are hereby authorised and granted a specific mandate (the “**Specific Mandate**”) to allot and issue to Sinopharm Fund Trustee, in its capacity as the trustee of Sinopharm Fund and for the benefit of Sinopharm Fund, 125,000,000 new shares of the Company at the issue price of HK\$3.10 each in the share capital of the Company in accordance with the terms and conditions of the Sinopharm Subscription Agreement; and

(C) the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the Specific Mandate and the Sinopharm Subscription Agreement and the transactions contemplated thereunder.”

By order of the Board
Winteam Pharmaceutical Group Limited
Yang Bin
Executive Director

Hong Kong, 14 June 2013

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
2. A form of proxy for the meeting is enclosed. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, shall be deposited at the Company's registered office at Rooms 2801-2805, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting.

As at the date of this notice, the Board comprises nine Directors, of which Mr. WU Xian and Mr. YANG Bin are executive Directors; Mr. SHE Lulin, Mr. LIU Cunzhou, Mr. DONG Zenghe and Mr. ZHAO Dongji are non-executive Directors; and Mr. ZHOU Bajun, Mr. XIE Rong and Mr. FANG Shuting are independent non-executive Directors.

* *For identification purpose only*