
NOTICE OF ANNUAL GENERAL MEETING

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VENTUREPHARM LABORATORIES LIMITED

萬全科技藥業有限公司*

(incorporated in the Cayman Islands with limited Liability)

(Stock Code: 8225)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the shareholders of Venturepharm Laboratories Limited (the “Company”) will be held at Venturepharm Tower, No. 3 Jinzhuang, Si Ji Qing, Haidian District, Beijing, the PRC at 2 p.m. on Wednesday, 23 November 2011 for the following purposes:

Ordinary business:

1. To receive and adopt the audited financial statements and the reports of the directors and the auditors for the year ended 31 December 2010;
2. To consider and, if thought fit, approve that no final dividend is declared for 2010;
3. To re-elect all retiring directors (each as a separate resolution) and to authorize the board of directors of the Company (the “Board”) to fix the directors’ remuneration;
4. To re-appoint auditors and to authorize the Board to fix their remuneration;
5. To consider and approve the new share option scheme, that is, outside of the existed share option scheme, the new share option increase no more than 10% of the existed total equity.
6. To consider and approve increased exemption amount of related party transaction to HKD30,000,000.

Special business:

To consider and, if thought fit, pass with or without amendments the following resolution numbered 7 and 8 as Ordinary Resolution:

7. “**That:**

- (a) subject to paragraph (c) of this resolution the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot,

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issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

** For identification purpose only*

(b) the approval in paragraph (a) of this resolution shall authorize the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (where pursuant to options or otherwise) by the Board pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option schemes of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the memorandum and articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any other applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for share open for a period fixed by the Board to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to overseas shareholders or fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong

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Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

8. “**THAT**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of HK\$0.1 each in the capital of the Company to be issued pursuant to the exercise of options which may be granted under the share option scheme adopted by the Company on 23 May, 2003 (“Existing Share Option Scheme”), the refreshment of the general limit in respect of the grant of options to subscribe for shares of the Company under the Existing Share Option Scheme be and is hereby approved provided that

(i) the total number of shares in respect of which options may be granted under the Existing Share Option Scheme shall not exceed 10% of the total number of shares in issue as at the date of passing this resolution; and

(ii) options previously granted under the Existing Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the terms of the Existing Share Option Scheme or exercised options) will not be counted for the purpose of calculating the 10% refreshed limit and that the Directors of the Company be and are hereby authorized to offer or grant options pursuant to the Existing Share Option Scheme subject to the 10% refreshed limit and to exercise all powers of the Company to allot and issue shares upon the exercise of such options.”

By Order of the Board

Venturepharm Laboratories Limited

William Xia GUO

Chairman

19 October 2011

Beijing, PRC

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his, her or its behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company.

2. Where there are joint registered holders of any share of 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

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the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof..

3. To be valid, a form of proxy and, if such form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of such power of attorney or authority must be deposited with the Company's Registrar, Tricor Standard Limited at 28th Floor, Three Pacific Place, 1 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or at any adjournment thereof.

4. A circular containing, inter alia, details of the proposed general mandate to issue shares of the Company, information of the retiring Directors who are proposed to be re-elected at the AGM, and the proposed refreshment of the Scheme Mandate Limit of the Existing Share Option Scheme of the Company, will be dispatched to the shareholders of the Company.

5. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.

The Board as at the date hereof comprises:

Executive Director:

Mr. William Xia Guo

Dr. Maria Xue Mei Song

Non-executive Director:

Mr. Feng Tao

Mr. Wu Xin

Dr. Nathan Xin Zhang

Independent Non-executive Director:

Mr. Wang Hong Bo

Mr. Paul Contomichalos

Mr. Wu Ming Yu

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