

Provisional Allotment Letter No.
暫定配額通知書編號

IMPORTANT
重要提示

Reference is made to the prospectus of Venturepharm Laboratories Limited (the "Company") dated 28 November 2014 (the "Prospectus") in relation to the Rights Issue. Terms defined in the Prospectus have the same meanings when used herein, unless the context requires otherwise.

茲謹將有關本公司(「本公司」)日期為2014年11月28日有關招股說明書之章程(「招股說明書」), 除次載有規定外, 招股說明書內之詞彙與本通知書所用者具相同涵義。

THIS LETTER IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS LETTER AND THE ACCOMPANYING PROSPECTUS EXPIRES AT 4:00 P.M. ON FRIDAY, 12 DECEMBER 2014.

本通知書具有價值及可予轉讓, 請即處理。本通知書及隨附招股說明書內所載之認購要約於2014年12月12日星期五下午四時正截止。

IF YOU ARE IN ANY DOUBT AS TO THE CONTENTS OF THIS LETTER OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER. IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR SHARES OF THE COMPANY, YOU SHOULD AT ONCE HAND THE PROSPECTUS AND THIS LETTER AND THE ACCOMPANYING EAF TO THE PURCHASER(S) OR THE TRANSFEREE(S) OR TO THE BANK, LICENSED SECURITIES DEALER OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER(S) OR THE TRANSFEREE(S).

閣下如對本通知書之內容或將予採取之行動有任何疑問, 應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。閣下如已將名下本公司所有股份出售或轉讓, 應立即將招股說明書及本通知書以及隨附之超額申請表格交予買主或承讓人, 或經手出售或轉讓之銀行、持牌證券交易商或其他代理人, 以便轉交買主或承讓人。

The Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this letter, make no representation as to the accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this letter.

香港交易及結算所有限公司、聯交所及香港結算對本通知書之內容概不負責, 對其準確性或完整性亦不發表任何聲明, 並明確表示概不就因本通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

倘未繳股款及繳足股款配股股份獲批准於聯交所上市及買賣, 以及遵守香港結算之股份收納規定後, 未繳股款及繳足股款配股股份將獲香港結算接納為合資格證券, 可由各自開始在聯交所買賣之日或香港結算釐定之其他日期起, 於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統內進行交收。中央結算系統所有活動均須受不時有效之中央結算系統一般規則及中央結算系統運作程序規則所限制。

A copy of each of the Prospectus Documents, having attached thereto the written consent referred to under the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix III to the Prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). Neither the Stock Exchange, the Securities and Futures Commission nor the Registrar of Companies in Hong Kong takes any responsibility as to the contents of any of these documents.

各份招股說明書檔連同其所附載招股說明書附錄三「送交公司註冊處處長的文件」一段所述之同意書, 已根據香港法例第32章公司(清盤及雜項條文)條例第342C條送呈香港公司註冊處處長登記。聯交所、香港證券及期貨事務監察委員會或香港公司註冊處處長對此等文件之內容概不負責。

If you wish to exercise your right to subscribe for all the Rights Shares specified in this letter, you should lodge this letter in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Share Registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Friday, 12 December 2014. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a bank in Hong Kong and made payable to "Venturepharm Laboratories Limited - PAL" and crossed "ACCOUNT PAYEE ONLY".

閣下如欲行使閣下之權利認購本通知書所列之所有配股股份, 則須依照其上印備之指示, 於2014年12月12日星期五下午四時正前將本通知書連同接納時應付之全數股款交回股份過戶登記處卓佳標準有限公司, 地址為香港皇后大道東183號合和中心22樓。所有股款必須以港幣支付。支票須由香港銀行之賬戶開出, 而銀行本票則須由香港銀行開立, 以「只准入抬頭人賬戶」方式劃線開出, 並註明抬頭人為「Venturepharm Laboratories Limited - PAL」。

Hong Kong branch share registrar and transfer office:
Tricor Standard Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處:
卓佳標準有限公司
香港
皇后大道東183號
合和中心22樓



VENTUREPHARM LABORATORIES LIMITED
萬全科技藥業有限公司
(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock code: 8225)
(股票代號: 8225)

RIGHTS ISSUE OF RIGHTS SHARES
AT THE SUBSCRIPTION PRICE OF HK\$0.10 EACH
ON THE BASIS OF
THREE RIGHTS SHARES FOR
EVERY TWO SHARES HELD
ON THE RECORD DATE
BY THE QUALIFYING SHAREHOLDERS
PAYABLE IN FULL ON APPLICATION
BY NO LATER THAN 4:00 P.M. ON FRIDAY, 12 DECEMBER 2014

以認購價格每股0.10港幣
按合格股東

於登記日期每持有
兩股股份獲發三股配股股份之基準
配股發行配股股份
股款最遲須

於2014年12月12日星期五下午四時正前提交申請時繳足

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Registered office:
Scotia Centre
Floor 4, Willow House
Cricket Square, P.O. Box 2804,
Grand Cayman, KY1-1112,
Cayman Islands

Head Office:
Venturepharm Commercial Centre
(HaiTong Commercial Centre)
No. 11, North, 3rd Ring Road
Haidian District
Beijing, PRC 100089

Principal place of
business in Hong Kong:
Unit B, 19/F
Times Media Centre
133 Wanchai Road
Wanchai
Hong Kong

28 November 2014

註冊辦事處:
Scotia Centre
Floor 4, Willow House
Cricket Square, P.O. Box 2804,
Grand Cayman, KY1-1112,
Cayman Islands

總辦事處:
Venturepharm Commercial Centre
(HaiTong Commercial Centre)
中國北京
海澱區
三環北路11號
郵編: 100089

香港主要辦事處:
香港
灣仔
灣仔道133號
卓凌中心
19樓B室

2014年11月28日

Name(s) and address(es) of the Qualifying Shareholder(s) 合格股東姓名及地址

Blank area for shareholder name and address.

Total number of Share(s) registered in your name(s) on Friday, 17 October 2014
於2014年10月17日星期五登記於閣下名下之股份總數

BOX A 甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. on Friday, 12 December 2014
暫定配發予閣下之配股股份數目, 惟最遲須於2014年12月12日星期五下午四時正接納時繳足股款方可作買賣

BOX B 乙欄

Total subscription monies payable
應繳認購款項總額

BOX C 丙欄 HK\$ 港幣

Contact telephone no:
聯絡電話號碼:

To take up your provisional allotment in full, you must lodge the whole of this PAL intact with the Share Registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C, so as to be received by the Share Registrar by no later than 4:00 p.m. on Friday, 12 December 2014. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a bank in Hong Kong and made payable to "Venturepharm Laboratories Limited - PAL" and crossed "ACCOUNT PAYEE ONLY". Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of this PAL and the Prospectus and subject to the articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Share Registrar at the above address.

The Underwriting Agreement contains provisions granting the Underwriter, by notice in writing to the Company, the right to terminate the Underwriting Agreement at any time prior to 6:00 p.m. on the Settlement Date or such later time as the Company and the Underwriter may agree on the occurrence of certain events which are set out below in this PAL under the heading "Termination of the Underwriting Agreement". If the Underwriting Agreement is terminated by the Underwriter prior to 6:00 p.m. on the Settlement Date or such later time as the Company and the Underwriter may agree or the conditions of the Rights Issue are not fulfilled or waived, as applicable, the Rights Issue will not proceed.

It should be noted that the existing Shares have been dealt in on an ex-rights basis on the Stock Exchange since Monday, 13 October 2014 and the dealings in the Rights Shares in their nil-paid form are expected to take place from Tuesday, 2 December 2014 to Tuesday, 9 December 2014 (both days inclusive). Any Shareholder or other person contemplating buying or selling Shares or Rights Shares in their nil-paid form, who is in any doubt about his/her/their position, is recommended to consult his/her/their own professional adviser(s).

This PAL is not for publication, release or distribution, directly or indirectly, in or into the United States or any other jurisdiction where to do so would be unlawful.

閣下如全數接納暫定配額, 須於2014年12月12日星期五下午四時正前, 將本暫定配額通知書整份連同內欄所載須於接納時繳足之股款, 送交股份過戶登記處卓佳標準有限公司, 地址為香港皇后大道東183號合和中心22樓。所有股款必須以港幣支付。支票須由香港銀行之賬戶開出, 而銀行本票則須由香港銀行開立, 以「只准入抬頭人賬戶」方式劃線開出, 並註明抬頭人為「Venturepharm Laboratories Limited - PAL」。支付有關款項後, 將表示根據本暫定配額通知書及招股說明書之條款, 並在本公司組織章程細則之規限下, 接納配股股份暫定配額。本公司概不會就股款發出收據。所有涉及本暫定配額通知書之查詢應向位於上述地址之股份過戶登記處提出。

包銷協定載有條文, 賦予包銷商權利於發生若干事件時透過向本公司發出書面通知於結算日期下午六時正前或本公司和包銷商可能同意的較後時間隨時終止包銷協定, 而該等若干事件列載於本暫定配額通知書「包銷協定的終止」一節內。倘包銷商於結算日期下午六時正前或本公司和包銷商可能同意的較後時間前終止包銷協定, 或配股之條件未能達成或獲豁免(如適用), 則配股將不會進行。

敬請注意, 現有股份已自2014年10月13日星期一起於聯交所以除權方式買賣, 而配股股份預期將自2014年12月2日星期二起至2014年12月9日星期二止期間(包括首尾兩天)以未繳股款形式買賣。擬買賣股份或未繳股款配股股份之任何股東或其他人士, 如對其情況有任何疑問, 建議諮詢其專業顧問。

本暫定配額通知書不得直接或間接在或向美國境內刊發、發佈或分發, 亦不得直接或間接在或向分發此通知書屬違法的任何其他司法權區內刊發、發佈或分發。



VENTUREPHARM LABORATORIES LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8225)

28 November 2014

Dear Qualifying Shareholder(s),

Reference is made to the Prospectus in relation to the Rights Issue. Terms defined in the Prospectus have the same meanings when used herein, unless the context otherwise requires. In accordance with the terms and subject to the conditions set out in the Prospectus, the Directors have provisionally allotted to you the number of Rights Shares on the basis of three Rights Shares for every two Shares held and registered in your name(s) in the register of members of the Company on the Record Date (i.e. Friday, 17 October 2014). Your holding of Shares on the Record Date is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B.

The Prospectus Documents have not been and will not be registered and/or filed under any applicable securities legislation on equivalent legislation of any jurisdiction other than Hong Kong. No action has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents or any other any documents issued in connection with the Rights Issue in any jurisdiction other than Hong Kong. No person receiving any Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to take up the Rights Shares or apply for excess Rights Shares, except in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of persons outside Hong Kong wishing to take up or make an application for the Rights Shares to satisfy themselves, before accepting any provisional allotment of Rights Shares or applying for excess Rights Shares, as to the observance of the laws and regulations of all relevant territories, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connection therewith without prejudice to the foregoing. The Company reserves the right to refuse to act on any acceptance of provisional allotment of the Rights Shares and to refuse to accept any application for excess Rights Shares where it believes that doing so would or may violate the applicable securities legislations or other laws or regulations of any jurisdiction.

This form is not for publication, release or distribution, directly or indirectly, in or into the United States or any other jurisdiction where to do so would be unlawful. The Rights Shares, in either their nil-paid or fully-paid forms, have not been registered under the U.S. Securities Act of 1933, as amended, or the laws of any state in the United States, and may not be offered or sold within the United States, absent registration or an exemption from the registration requirements of the U.S. Securities Act and applicable state laws. There is no intention to register any portion of the rights issue or any securities described herein in the United States or to conduct a public offering of securities in the United States.

No provisional allotment of Rights Shares has been or will be made to the Excluded Shareholders and no PAL or EAF will be sent to them. The Company will only despatch the Prospectus Documents to the Qualifying Shareholders. The Company will, to the extent practicable and as permitted by law, send the Prospectus (without this PAL and the EAF) to Excluded Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date for information purposes only. Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Excluded Shareholders in nil-paid form had they been Qualifying Shareholders, to be provisionally allotted but to the Underwriter in nil-paid form and, will be made available for excess application by the Qualifying Shareholders under the EAF(s).

The Shares are currently traded in board lots of 5,000 shares each. The board lot size of the Shares shall be changed to 20,000 on 19 December 2014. When allotted, issued and fully-paid, the Rights Shares will rank pari passu in all respects with the existing Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid after the date of allotment and issue of the fully-paid Rights Shares.

PROCEDURE FOR ACCEPTANCE

To take up your provisional allotment in full, you must lodge the whole of this PAL intact with the Share Registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C, so as to be received by the Share Registrar by no later than 4:00 p.m. on Friday, 12 December 2014. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a bank in Hong Kong and made payable to "Venturepharm Laboratories Limited — PAL" and crossed "ACCOUNT PAYEE ONLY". Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of this PAL and the Prospectus and subject to the articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Share Registrar at the above address.

It should be noted that unless this PAL, duly completed and together with the appropriate remittance for the amount shown in Box C, has been received as described above by no later than 4:00 p.m. on Friday, 12 December 2014, whether by the original allottee or any person to whom the rights have been validly transferred, this provisional allotment and all rights hereunder will be deemed to have been declined and will be cancelled. The Company is not obliged to treat but may at its absolute discretion treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if such PAL is not completed in accordance with the relevant instructions.

EXCESS RIGHTS SHARES

If you are a Qualifying Shareholder and wish to apply for any Rights Shares in addition to those provisionally allotted to you hereunder, you should complete and sign the accompanying EAF as indicated therein and lodge it, together with a separate remittance for the full amount payable on application in respect of the excess Rights Shares applied for, with the Share Registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong so as to be received by the Share Registrar by no later than 4:00 p.m. on Friday, 12 December 2014. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a bank in Hong Kong and made payable to "Venturepharm Laboratories Limited — EAF" and crossed "ACCOUNT PAYEE ONLY".

The Board will allocate the excess Rights Shares at its discretion on a fair and equitable basis and as far as practicable on the following principles:

- (1) subject to the availability of sufficient excess Rights Shares for all such application, preference will be given to applications for less than a board lot of Rights Shares where they appear to the Directors that such applications are made to top-up odd-lot holdings to whole-lot holdings and that such applications are not made with the intention to abuse this mechanism; and
- (2) subject to the availability of excess Rights Shares after allocation under principle (1) above, the excess Rights Shares will be allocated to Qualifying Shareholders based on a sliding scale with reference to the number of the excess Rights Shares applied for by them with flexibility to round up to whole board lots at the discretion of the Directors, i.e. Qualifying Shareholders applying for a smaller number of Rights Shares will be allocated a higher percentage of the excess Rights Shares they have applied for whereas Qualifying Shareholders applying for a larger number of Rights Shares will be allocated a lower percentage of the excess Rights Shares they have applied for (although they may still receive a greater number of Rights Shares than those applying for a smaller number).

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) and hand this PAL to the transferee(s) to or through whom you are transferring such rights hereunder. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C with the Share Registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Friday, 12 December 2014. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the acceptance by the transferee(s) of such rights.

SPLITTING

If you wish to accept only part of your provisional allotment and/or transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder to more than one person, this PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Thursday, 4 December 2014 with the Share Registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, who will cancel this original PAL and issue new PALs in the denominations required, which will be available for collection at the Share Registrar after 9:00 a.m. on the second business day after the surrender of this original PAL.

FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot and will not accept application for any fraction of Rights Shares and entitlements will be rounded down to the nearest whole number. All fractions of Rights Shares will be aggregated (rounded down to the nearest whole number) and all nil-paid Rights Shares arising from such aggregation will be sold in the market for the benefit of the Company if a premium (net of expenses) can be obtained. Any unsold fractions of Rights Shares will be available for excess application by the Qualifying Shareholders under the EAF(s).

TERMINATION OF THE UNDERWRITING AGREEMENT

It should be noted that the existing Shares have been dealt in on an ex-rights basis since Monday, 13 October 2014 and the dealings in the Rights Shares in their nil-paid form are expected to take place from Tuesday, 2 December 2014 to Tuesday, 9 December 2014 (both days inclusive). If the Underwriting Agreement is terminated by the Underwriter prior to 6:00 p.m. on the Settlement Date or such later time as the Company and the Underwriter may agree or the conditions of the Rights Issue are not fulfilled or waived (as applicable), the Rights Issue will not proceed. Any Shareholder or other person contemplating buying or selling of the Shares or Rights Shares in their nil-paid form, who is in any doubt about his/hers/its position, is recommended to consult his/hers/its own professional adviser(s).

The Rights Issue is conditional upon the fulfillment or waiver (as applicable) of the conditions set out in the sub-section headed "Conditions of the Underwriting Agreement" in the Prospectus.

The Underwriter may by notice in writing to the Company given served at any time prior to 6:00 p.m. on the Settlement Date or such later time as the Company and the Underwriter may agree, terminate the Underwriting Agreement if any of the following grounds of termination happens:

- (a) in the sole and absolute opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - (1) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the sole and absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Rights Issue; or
 - (2) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not *ejusdem generis* with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (b) any material breach of any of the representations, warranties or undertakings under the Underwriting Agreement comes to the knowledge of the Underwriter;
- (c) any adverse change in market conditions in Hong Kong or the PRC (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the sole and absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (d) there is any change in the circumstances of the Company or any member of the Group which in the sole and absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
- (e) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (f) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not *ejusdem generis* with any of the foregoing; or
- (g) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the reasonable opinion of the Underwriter, a material omission in the context of the Rights Issue.

The risks in dealing in the Shares and the Rights Shares are disclosed in the section headed "Warning of the risks of dealing in Shares and Rights Shares in nil-paid form" of the Prospectus. In the event the Underwriter exercise its rights to terminate the Underwriting Agreement prior to the 6:00 p.m. on the Settlement Date or such later time as the Company and the Underwriter may agree all obligations of the Underwriter under the Underwriting Agreement shall cease and determine and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement provided that the Company shall remain liable to pay to the Underwriter such fees as may then be agreed by the parties hereto.

If the Underwriter exercise such rights, the Rights Issue will not proceed. Further announcement(s) will be made if the Underwriting Agreement is terminated by Winsland Agents Limited.

Details of the terms of the termination of the Underwriting Agreement are also set out in the Prospectus.

CHEQUES OR CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. Any PAL in respect of which the accompanying cheque or cashier's order is not honoured on first presentation is liable to be rejected, and in that event the provisional allotment and all rights given pursuant to it will be deemed to have been declined and will be cancelled. Completion and return of this PAL together with a cheque or cashier's order in payment for the Rights Shares provisionally allotted hereunder will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honoured on first presentation.

SHARE CERTIFICATES

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be despatched to you by the Share Registrar by ordinary post at your own risk on or before Monday, 22 December 2014.

You will receive one share certificate for all the Rights Shares issued to you.

EFFECT OF BAD WEATHER

If there is a "black" rainstorm warning signal or a tropical cyclone warning signal number 8 or above in force in Hong Kong ("Bad Weather") at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 12 December 2014, the latest time for acceptance of and payment for the Rights Shares and for the application for excess Rights Shares will be extended to 5:00 p.m. on the same business day. If there is Bad Weather in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 12 December 2014, the latest time for acceptance of and payment for the Rights Shares and for application for excess Rights Shares will be rescheduled to 4:00 p.m. on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

GENERAL

Completion and return of this PAL will constitute a warranty and representation from you to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with this PAL and any acceptance of it have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation.

Lodgment of this PAL with, where relevant, the form of transfer and nomination (Form B) purporting to have been signed by the person(s) in whose favour this PAL has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split PALs and/or certificates for Rights Shares.

This PAL and any acceptance of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong.

Further copies of the Prospectus giving details of the Rights Issue are available from the Share Registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong during normal business hours from Friday, 28 November 2014 to Friday, 12 December 2014.

By completing signing and submitting the forms accompanying this Provisional Allotment Letter, you agree to disclose to the Company, the Share Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Share Registrar have the right to charge a reasonable fee for the processing of any data request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary or (as the case may be) the Share Registrar at its address set out above.

Yours faithfully,
For and on behalf of the Board of
Venturepharm Laboratories Limited
William Xia Guo
Chairman


萬全
Venturepharm
萬全科技藥業有限公司
(於開曼群島註冊成立之有限公司)
(股票代碼：8225)

敬啟者：

茲提述有關配股之招股說明書。除文義另有規定外，招股說明書所界定之詞彙在本通知書使用時具相同涵義。根據招股說明書所載之條款及受其條件規限下，董事已向閣下暫定配發之配股股份數目以於登記日期(即2014年10月17日星期五)在本公司之股東名冊上以閣下名義持有及登記之每股股份獲發三股配股股份為基準。閣下於登記日期持有之股份數目載於甲欄，而閣下獲暫定配發之配股股份數目載於乙欄。

招股說明書並無及將不會在香港以外的司法管轄區按照適用的證券法例註冊及/或存檔。本公司並無採取任何行動，以獲准在香港以外任何司法管轄區呈發招股說明書或派發招股說明書或刊登有關配股的任何其他文件。於香港以外任何地區獲接任何招股說明書之人士，概不應視之為接納配股股份或申請超額配股股份之要約或邀請，除非有關要約或邀請可在有關地區毋須進行任何登記或遵守其他法律及監管規定之情況下合法進行，則作別論。任何於香港以外地區之人士如有意接納或申請配股股份，在不損害前述條文之情況下，於接納任何配股股份之暫定配額或申請超額配股股份前，有責任自行全面遵守所有有關地區之法例及規例，包括取得任何政府或其他方面之同意及就此繳付任何有關地區規定須繳付之任何稅項及徵費。倘本公司相信接納配股股份之暫定配額及接納任何超額配股股份之申請會或可能會違反任何司法管轄區之適用證券法例或其他法例或規例，則會保留權利拒絕接納有關申請。

本表格不會直接或間接在或向美國刊發、發佈或分發，亦不會於刊發、發佈或分發屬違法之任何其他司法管轄區刊發、發佈或分發。未繳股款及繳足股款的配股股份並無根據經修訂的1933年美國證券法或美國任何州份之法律註冊，且在未有遵照美國證券法及適用州份法律登記或獲豁免登記之規定前，不得在美國境內提呈發售或出售。本公司無意於美國登記配股或本文件內所述任何證券之任何部份或於美國進行證券公開發售。

排除在外的股東並未亦不會獲暫定配發配股股份，且不會獲寄暫定配額通知書或額外申請表格。本公司將僅向合格股東寄發招股說明書。本公司將會在可行範圍內及法律允許之情況下，寄發招股說明書(不包括本暫定配額通知書及額外申請表格)予在登記日期營業結束時名列本公司股東名冊的排除在外的股東，僅供參考。本公司將作出安排，將原應暫定配發予排除在外的股東(倘彼等能成為合格股東)之任何未繳股款配股股份暫定配發予包銷商，將可供合格股東以額外申請表格額外申請認購。

股份交易目前每手股數為5,000股。股份之每手交易股數於2014年12月19日改為20,000股。繳足股款之配股股份經發行及配發後，將在各方面與現有已發行股份享有同等權益。繳足股款配股股份持有人將有權收取於配發及發行繳足股款配股股份日期後所宣派、作出或派付之一切股息及分派。

接納手續

閣下如全數接納暫定配額，須於2014年12月12日星期五下午四時正前，將本暫定配額通知書整份連同丙欄所載須於接納時繳足之股款，送交股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款必須以港幣支付。支票須由香港銀行之賬戶開出，以「只准入抬頭人賬戶」方式劃線開出，並註明抬頭人為「Venturepharm Laboratories Limited — PAL」。支付有關款項後，將表示根據本暫定配額通知書及招股說明書之條款，並在本公司組織章程細則之規限下，接納配股股份暫定配額。本公司概不會就股款發出收據，所有涉及本暫定配額通知書之查詢應向位於上述地址之股份過戶登記處提出。

敬請注意，除非如上文所述於2014年12月12日星期五下午四時正前接獲原配人或已獲有效轉讓有關權利之任何人士所遞交經填妥之本暫定配額通知書連同丙欄所示金額之適當股款，否則是否項暫定配額及其項下一切權利將被視作已遭放棄而將予註銷。即使暫定配額通知書並未根據有關指示填妥，本公司亦毋須但可全權酌情視暫定配額通知書為有效及對親身或由代表遞交之人士具有約束力。

超額配股股份

倘閣下為合格股東，且有意申請閣下據此獲暫定配發以外之任何配股股份，則應按附錄之額外申請表格所填妥及簽署表格，並於2014年12月12日星期五下午四時正前將該表格連同就申請超額配股股份於申請時應獨立支付之全數股款送交股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款必須以港幣支付。支票須由香港銀行之賬戶開出，而銀行本票則須由香港銀行開立，以「只准入抬頭人賬戶」方式劃線開出，並註明抬頭人為「Venturepharm Laboratories Limited — EAF」。

董事會將根據以下原則，按公平公正標準及在切實可行的情況下酌情分配超額配股股份：

- (1) 倘有足夠的超額配股股份可供所有有關申請認購，則申請認購少於一手配股股份買賣單位，而董事認為有關申請乃用以補足所持碎股至完整買賣單位，且有有關申請並非旨在濫用此機制者，將獲優先考慮；及
- (2) 倘根據上文第(1)項原則配發後，有超額配股股份可供認購，則將參考合格股東所申請認購超額配股股份之數目(董事可酌情靈活調整至完整買賣單位)，按清淨法向合格股東分配超額配股股份，即申請認購較少數目配股股份之合格股東將獲發較高百分比之申請超額配股股份，而申請認購較多數目配股股份之合格股東將獲發較低百分比之申請超額配股股份(雖然彼等仍可能比申請較少數目者獲取較多配股股份數目)。

轉讓

閣下如欲轉讓本通知書所述認購閣下獲暫定配發之配股股份全部權利，必須填妥及簽署轉讓及提名表格(表格乙)，並將本暫定配額通知書送交承讓人或據此經手轉讓閣下權利之人士。其後，承讓人須填妥及簽署登記申請表格(表格丙)，並於2014年12月12日星期五下午四時正前將本暫定配額通知書連同丙欄所載須於接納時繳足之全部股款送交股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東183號合和中心22樓。敬請注意，轉讓閣下認購有關配股股份之權利及承讓人接納該等權利時，須繳付香港印花稅。

分析

閣下僅擬接納部分暫定配額及/或轉讓閣下據此獲暫定配發配股股份之部分認購權利，或將閣下據此獲暫定配發配股股份可認購之部分權利轉讓予超過一名人士，則本暫定配額通知書必須於2014年12月4日星期四下午四時正前提交及送交股份過戶登記處卓佳標準有限公司(地址為香港皇后大道東183號合和中心22樓)以供註銷，而股份過戶登記處將註銷此暫定配額通知書正本，並按所需金額發出新暫定配額通知書，而新發出之暫定配額通知書將於提交此暫定配額通知書正本後第二個營業日上午九時正後在股份過戶登記處可供領取。

碎股

本公司不會暫定配發任何配股股份碎股，亦不接納任何有關申請，而配額將向下調整至最接近的整數。倘扣除開支後可取得溢價，配股股份之所有碎股將予棄置然後調低至最接近整數，而棄置所產生所有未繳股款配股股份將於市場出售，收益歸本公司所有。任何未售出配股股份碎股將可供合格股東以額外申請表格額外申請認購。

終止包銷協定

敬請注意，現有股份已自2014年10月13日星期一起以除權方式買賣，而配股股份預期將自2014年12月2日星期二起至2014年12月9日星期二止期間(包括首尾兩天)以未繳股款形式買賣。倘包銷商於結算日期下午六時正前或本公司和包銷商可能同意的較後時間前終止包銷協定，或配股之條件未能達成或獲豁免(如適用)，則配股將不會進行。擬買賣未繳股款之股份或配股股份之任何股東或其他人士，如對其情況有任何疑問，建議諮詢其專業顧問。配額須待招股說明書「包銷協定的條件」分節所載條件達成或獲豁免(如適用)後，方可作實。

如出現任何以下終止理由，則包銷商可在結算日期下午六時正前或本公司和包銷商可能同意的較後時間，向本公司書面通知終止包銷協定：

- (a) 包銷商全權和絕對認為，下述不利因素將嚴重影響配股成功：
 - (1) 頒佈任何新的法律或法規，或現有法律或法規(或其司法解釋)有任何改變，或發生任何事件使包銷商全權和絕對認為其將對整個集團業務、財務、貿易狀況或前景產生重大不利影響，或對配股產生重大不利影響；或
 - (2) 任何本地、全國或國際政治、軍事、金融、經濟或其他性質(不論是否與前述任何一項同類)的事件或變化(無論是否屬於本通知書日期前和/或後一連串事件或變化的其中部分)，或在任何本地、國家或國際爆發敵對或武裝衝突升級，或影響當地的證券市場的事件，包銷商合理認為將對整個集團業務、財務、貿易狀況或前景產生重大不利影響或對配股的成功有重大不利影響，或不適宜或不建議繼續進行配股；或
- (b) 包銷商得知任何嚴重違反包銷協定項下聲明、保證或承諾的情況；
- (c) 任何香港或中國市場環境的不利變化(包括但不限於任何財政或貨幣政策或外匯或外匯市場的變化、證券買賣暫停或受到嚴重限制)，包銷商全權和絕對認為有可能對配股的成功有重大不利影響，或不適宜或不建議繼續進行配股；或
- (d) 本公司或本集團任何成員公司的狀況出現任何變動導致包銷商全權和絕對認為將嚴重影響公司前景，包括但不限於(在不限制上述條文的一般性的原則下)通過清盤或破產清算或類似事件提交呈請或通過決議案，或集團的資產遭到重大破壞；或
- (e) 任何不可抗力事件，包括但不限於(在不限制其一般性的原則下)任何天然、戰爭、暴亂、擾亂公共秩序、民眾騷亂、火災、水災、爆炸、疫症、恐怖主義活動、罷工或停工；或
- (f) 本集團的整體業務或財務或貿易狀況或前景產生的重大不利變化(不論是否與前述任何一項同類)；或
- (g) 任何緊接招股說明書日期前已發生或發現，且未在招股說明書中披露的事件，而包銷商合理認為構成配股內容重大遺漏。

有關買賣股份及未繳股款配股股份之風險於招股說明書「有關買賣股份及未繳股款配股股份之風險」分節披露。倘包銷商於結算日期下午六時正前或本公司和包銷商可能同意的較後時間前行使其權利終止包銷協定，在包銷協定下包銷商的所有義務應當停止並終止，而除本公司應向包銷商支付雙方約定的費用外，任何一方不得因包銷協定或與之相關的任何事項或事宜，向另一方索賠。

倘包銷商行使有關權利，則配股將不會進行。

有關終止包銷協定條款之詳情亦載於供啟章程。

支票或銀行本票

所有支票及銀行本票將於收訖後隨即兌現，而有未繳股款所賺取一切利息將就本公司利益撥歸本公司所有。任何暫定配額通知書隨附之支票或現金本票於首次過戶時不獲兌現，而有關暫定配額通知書可遭拒絕受理，而在此情況下，有關暫定配額及據此獲得之一切權利將被視作已遭放棄而將予註銷。填妥本暫定配額通知書並連同繳付據此獲暫定配發之配股股份之支票或銀行本票交回時，即表示申請人保證該支票或銀行本票將於首次過戶時獲得兌現。

股票

待配股發行之條件獲達成後，預期股份過戶登記處將於2014年12月22日星期一或之前以平郵將繳足股款配股股份之股票寄交閣下，郵誤風險概由閣下自行承擔。

閣下將就所有獲發之配股股份收取一張股票。

惡劣天氣之影響

倘於2014年12月12日星期五中午十二時正前任何本地時間在香港懸掛「黑色」暴雨警告信號或八號或以上熱帶氣旋警告信號(「惡劣天氣」)，並於當日中午十二時正後解除，則接納配股股份及繳付股款以及申請認購超額配股股份之最後期限將延至同一營業日下午五時正。倘於2014年12月12日星期五中午十二時正至下午四時正間任何本地時間在香港出現惡劣天氣，則接納配股股份及繳付股款以及申請認購超額配股股份之最後期限將順延至下一個營業日下午四時正，而該營業日上午九時正至下午四時正間任何時間應無懸掛有關信號。

一般事項

填妥及交回本暫定配額通知書，即表示閣下向本公司保證及聲明，閣下已經或將會妥為遵守所有相關司法管轄區內與本暫定配額通知書及其任何接納有關之一切登記、法律及監管要求。為免生疑問，香港結算或香港中央結算(代理人)有限公司將概不作出，或受任何上述該等保證及聲明限制。

遞交本暫定配額通知書及(在有關情況下)擬由獲發本暫定配額通知書之人士簽署之轉讓及提名表格(表格乙)，將為最終擁有權之證明，顯示遞交有關文件之人士有權處理有關文件及接收經分拆之暫定配額通知書及/或配股股份之股票。

本暫定配額通知書及接納其所載認購要約受香港法規管，並按此詮釋。

載有配股詳情之招股說明書之副本可於2014年11月28日星期五至2014年12月12日星期五期間內向股份過戶登記處卓佳標準有限公司(地址為香港皇后大道東183號合和中心22樓)索取。

填妥、簽署及交回本暫定配額通知書隨附之表格，即表示閣下同意向本公司股份過戶登記處及/或彼等各自主之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納暫定配發之供股股份人士之任何資料。(個人(私隱)條例)賦予證券持有人權利，可確定本公司或股份過戶登記處是否有彼等之個人資料，索取有關資料之副本及更正任何不準確之資料。根據(個人(私隱)條例)，本公司及股份過戶登記處有權就處理任何有關資料要求而收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往本公司主要於香港之營業地點或根據適用法律不時通知之地點並以公司秘書或(視情況而定)股份過戶登記處(於其上述地址)為收件人。

此致

列位合格股東 台照

代表董事會
萬全科技藥業有限公司
主席
郭夏
謹啟

2014年11月28日

IN THE EVENT OF A TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS LETTER, HONG KONG STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS LETTER.

在轉讓認購本通知書所示配股股份之權利時，每宗買賣雙方均須繳納香港印花稅。餽贈或轉讓（並非以出售方式）實益擁有之權益亦須繳納香港印花稅。在登記轉讓本通知書所示任何認購配股股份權利之前，須出示已繳納香港印花稅之證明。

FORM OF TRANSFER AND NOMINATION 轉讓及提名表格

FORM B
表格乙

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) comprised herein)
(僅供擬將其於本表格所涵蓋認購配股股份之權利全數轉讓之合格股東填寫及簽署)

To: The Directors,
Venturepharm Laboratories Limited
致：萬全科技藥業有限公司
列位董事 台照

Dear Sirs,
I/We hereby transfer all my/our right(s) to subscribe for the Rights Share(s) comprised in this letter to the person(s) accepting the same and signing the registration application form (Form C) below.
敬啟者：

本人/吾等茲將本通知書所涵蓋本人/吾等可認購配股股份之權利全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of Shareholder(s) (all joint Shareholders must sign)
股東簽署(所有聯名股東均須簽署)

Date : _____ 2014

日期：2014年_____月_____日

Note: Hong Kong stamp duty is payable in connection with the transfer of the right(s) to subscribe for the Rights Share(s).

附註：轉讓可認購配股股份之權利須繳納香港印花稅。

REGISTRATION APPLICATION FORM 登記申請表格

FORM C
表格丙

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Share(s) are being transferred)
(僅供承讓認購配股股份權利之人士填寫及簽署)

To: The Directors,
Venturepharm Laboratories Limited
致：萬全科技藥業有限公司
列位董事 台照

Dear Sirs,
I/We request you to register the number of Rights Share(s) mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same on the terms embodied in this letter and the Prospectus and subject to the articles of association of the Company.

敬啟者：
本人/吾等謹請閣下將表格甲內乙欄所述配股股份數目以本人/吾等名義登記，本人/吾等同意按照本通知書及招股說明書所載之條款，並在貴公司之組織章程細則規限下接納該等股份。

Existing Shareholder(s)
Please mark "X" in this box
現有股東請在欄內填上「X」號

To be completed in block letters in **ENGLISH**. Joint applicants should give the address of the first-named applicant only.
請用英文大楷填寫。聯名申請人僅須填報排名首位之申請人地址。

Name in English 英文姓名/名稱	Family name or Company name 姓氏或公司名稱	Other name(s) 名字	Name in Chinese 中文姓名/名稱
Name continuation and/or name(s) of joint applicants (if applicable) 姓名(續)及/或聯名申請人姓名/名稱(如適用)			
Address in English 英文地址 (Joint applicants should give one address only) (聯名申請人僅須填寫一個地址)			
Occupation 職業			Telephone no. 電話號碼
Dividend instructions 派息指示			
Name and address of bank 銀行名稱及地址	Account type 賬戶類別		Bank account no. 銀行戶口號碼
			For office use only 公司專用

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicants must sign)
申請人簽署(所有聯名申請人均須簽署)

Date : _____ 2014

日期：2014年_____月_____日

Note: Hong Kong stamp duty is payable in connection with the acceptance of the transfer of the right(s) to subscribe for the Rights Share(s).

附註：接納轉讓可認購配股股份之權利須繳納香港印花稅。