



NOTICE IS HEREBY GIVEN that the annual general meeting of Wanji Pharmaceutical Holdings Limited (formerly known as ehealthcareasia Limited) (the “Company”) will be held at Room 401, Level 4, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Tuesday, 26th August 2003 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31st March 2003;
2. To re-elect directors and to authorise the board of directors to fix their remuneration;
3. To re-appoint auditors and to authorise the directors to fix their remuneration;
4. To consider and, if though fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(a) **“THAT**

- (i) subject to paragraph (a)(iii) of this resolution, the exercise by the directors during the Relevant Period (as defined in paragraph (a)(v) of the resolution) of all the powers of the Company to allot, issue or otherwise deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (a)(i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally, to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a)(i) of this resolution, otherwise than pursuant to:
 - (aa) a rights issue (as defined in paragraph (a)(v) of this resolution);
 - (bb) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares;
 - (cc) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares; and

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- (dd) 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 bye-laws of the Company;

shall not exceed 20% of the aggregate nominal amount of share capital of the Company in issue at the date of this resolution and the approval granted under paragraphs a(i) and a(ii) shall be limited accordingly;

- (iv) subject to the passing of each of the paragraphs a(i), (a)(ii) and (a)(iii) of this resolution, any prior approvals of the kind referred to in paragraphs (a)(i), (a)(ii) and (a)(iii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked; and
- (v) for the purpose of this resolution:

“Relevant Period” means the period from the passing of the resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“rights issue” means the allotment issue or grant of shares pursuant to an offer of shares open for a period fixed by the directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or to other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regards to any restrictions or obligations under the laws of or the requirements of any recognised body or any stock exchange in any territory applicable to the Company);



- (b) **“THAT**
- (i) subject to paragraph (b)(ii) of this resolution, the exercise by the directors during the Relevant Period (as defined in paragraph b(iv) of all powers of the Company to repurchase the shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or that of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (ii) the aggregate nominal amount of the shares repurchased by the Company pursuant to paragraph (b)(i) of the resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution, and the approval granted under paragraph (b)(i) of this resolution shall be limited accordingly;
 - (iii) subject to the passing of each of the paragraphs (b)(i) and (b)(ii) of this resolution, any prior approvals of the kind referred to in paragraphs (b)(i) and (b)(ii) of this resolution which have been granted to the directors and which are still in effect be and are hereby revoked; and
 - (iv) for the purpose of this resolution:

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

 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
 - (cc) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting”;
- (c) **“THAT** conditional upon the passing of resolutions 4(a) and 4(b) above, the general mandate granted to the directors to exercise the powers of the Company to allot, issue and otherwise deal with shares pursuant to resolution 4(a) above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 4(b) above provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution”; and



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- (d) **“THAT**
- (i) subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in the shares of the Company which may fall to be issued by the Company pursuant to the exercise of any options and upon the Bermuda Monetary Authority granting approval for the issue of shares to be issued pursuant to the exercise of any options granted under the new share option scheme, which shares shall not exceed 10 per cent. of the issued ordinary share capital of the Company for the time being, the new share option scheme (the terms of which are set out in the printed document marked “A” produced to this meeting and for the purpose of identification signed by the Chairman thereof) be and is hereby approved and adopted with effect from the close of this meeting; and **THAT** the board of directors of the Company be and is hereby authorised to do all such further acts and things and to take all such steps and actions and to execute all such documents on behalf of the Company as may be necessary, desirable or expedient in order to give full effect to the new share option scheme, including but without limitation, to issue and allot shares in the capital of the Company on terms therein mentioned; and
 - (ii) subject to and conditional upon the passing of resolution 4(d)(i) above and the new share option scheme taking effect in accordance with its terms, the existing share option scheme adopted on 24th September 1998 be and is hereby terminated with effect from the close of this meeting”; and

5. To consider and, if though fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

“THAT the provisions of the Bye-laws of the Company be amended as follows:

- (i) by inserting the following definitions amongst those set out in Bye-law 1 such that all the definitions therein are arranged in alphabetical order:

“address” shall have the ordinary meaning given by it and shall include any facsimile number, electronic mail address or website used for the purposes of communication pursuant to these Bye-laws;

“Companies Ordinance” shall mean Companies Ordinance (Chapter 32 of the Laws of Hong Kong);

“communication” shall mean any communication comprising of texts, sounds or images or any combination of any of the above including but not limited to any communication through which payment(s) is/are effected;

“Consenting Member” shall mean any member who has given the Company written confirmation that any notice or document to be served on him for the purpose of or pursuant to these Bye-laws should be sent by means of electronic communication;

“electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;

“electronic communication” shall mean any communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa) by means of a telecommunications system (as defined in the Telecommunications Ordinance (Chapter 106 of the Laws of Hong Kong)) including publication of communication or information on a website in whatever format for viewing or downloading or by other electronic means;

- (ii) by replacing the definition of “clearing house” as set out in Bye-law 1 with the following:

“clearing house” shall mean a recognized clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised share depository recognized by the laws of a Relevant Territory;

- (iii) by replacing the definition of “the Statutes” as set out in Bye-law 1 with the following:

“the Statutes” shall mean the Companies Act and every other act (as may from time to time be amended) for the time being in force in Bermuda applying to or affecting the Company, the Memorandum of Association and/or these presents and shall include the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;

- (iv) by replacing the definition of “writing” or “printing” as set out in Bye-law 1 with the following:

“writing” or “printing” shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Consenting Member’s election comply with all applicable Statutes, rules and regulations;



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(v) by replacing Bye-law 71 with the following:

“71 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days’ notice in writing and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen days’ notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-laws, entitled to receive such notices from the Company, provided that subject to the provisions of the Statutes, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-law be deemed to have been duly called if it is so agreed:

(A) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(B) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right”;

(vi) by replacing Bye-law 173(B) with the following Bye-laws:

“173(B) Every balance sheet of the Company shall be signed on behalf of Board by two Directors and a copy of every balance sheet (including every document required by the Statutes to be contained therein or attached or annexed thereto) and profit and loss account which is to be laid before the Company in general meeting, together with a copy of the Directors’ report and a copy of the Auditors’ report, shall not less than twenty-one days before the date of the meeting, be sent to every member (who is not a Consenting Member or by electronic communication to each Consenting Member or, if the member so chooses, and the law permits, by facsimile transmission to the facsimile number of the relevant member in the records of the Company) of, and every holder of debentures of, the Company and every person registered under Bye-law 48 and every other person entitled to receive notices of general meetings of the Company under the provisions of the Statutes or of these Bye-laws, provided that this Bye-law shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the registered office or the Registration Office. If all or any of the shares or debentures of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange, there shall be forwarded to the appropriate officer of such stock exchange such number of copies of such documents as may for the time being be required under its regulations or practice”;



“173(C) To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including but not limited to the rules of the stock exchange in the Relevant Territory, the requirements of Bye-law 173(B) are deemed to be satisfied by the Company in relation to the relevant member who has given the relevant confirmation by sending to each of those members in any manner not prohibited by the Statutes, rules and regulations not less than twenty-one days before the date of the general meeting, a summary financial report derived from the Company’s annual financial statements, the Auditor’s report, the Directors’ report and a notice informing the member the way to notify the Company that he/she elects to receive the annual financial statements, provided that the member who is otherwise entitled to the annual financial report of the Company and the Directors’ report thereon may, if he/she so requires, by notice in writing served on the Company, demand that the Company send to him/her within seven days of receipt of notice of his/her election to receive the annual financial report, in addition to a summary financial report, a completed printed copy of the Company’s annual financial report and the Directors’ report thereon.

For the purposes of Bye-law 173(C), “summary financial report” shall meet the requirements for “summary financial report” under the Companies Ordinance and the requirements for “summarized financial statements” under section 87A(3) of the Companies Act”;

(vii) by renumbering Bye-law 177 as 177(A) and replacing it with the following Bye-law:

“177(A) Any notice or document to be given or issued under these Bye-laws shall be in writing, and may be served by the Company on any member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register; or if the law permits by sending it through facsimile transmission; or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in English in a leading English language daily newspaper and (if the Relevant Territory is Hong Kong) in Chinese in a leading Chinese language daily newspaper circulating in the Relevant Territory or, in the case of Consenting Members, to the extent permitted by the Statutes and rules and regulations including any rules prescribed by the stock exchange in the Relevant Territory, by communicating it through electronic communication in such manner or to such address as may be authorised by the Consenting Members concerned from time to time. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holder”;

(viii) by inserting the following new Bye-law 177(B) immediately after Bye-law 177(A):

“177(B) Any notice or document referred to in Bye-law 177(A) may be served or delivered by the Company by reference to the register of members as it stands at any time not more than fifteen days before the date of service or delivery of such notice or document. Any changes to the register of members which take place after a notice or document is duly served or delivered in accordance with these Bye-laws shall not invalidate any such service or delivery or such notice or document. Where any notice or document is served on or delivered to any person as a member in accordance with these Bye-laws, any other person who has any title or interest derived from the shareholding of that member shall not be entitled to be served or delivered that notice or document”;



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(ix) by replacing Bye-law 179 with the following Bye-law:

“179 Any notice or document sent by post shall be deemed to have served on the day following that on which the envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and posted and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and posted shall be conclusive evidence thereof. Any notice or document delivered to or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it is so delivered or left. Any notice or document sent by facsimile transmission to a registered facsimile number in the records of the Company shall be deemed to have been served, if the law permits, upon transmission if the relevant facsimile machine generates a transmission report indicating that the transmission of the notice or document is successful. Any notice or document, if sent by means of electronic communication, shall be deemed to have been given on the day on which the electronic communication is made by or on behalf of the Company. Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates). Any notice or other document served or delivered by the Company by any other means as authorised in writing by the member concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document may be given to a member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”

By order of the Board

Tai Bik Yin
Company Secretary

Hong Kong, 23rd July 2003



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Notes:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- (b) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority, must be lodged with the Company's branch share registrar in Hong Kong, Tengis Limited, G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of the proxy will not preclude any member from attending and voting in person should they so wish.
- (c) In case of joint registered holders of any shares, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (d) Explanatory Statements in relation to ordinary resolutions 4(a)-4(d) are set out in appendices to a circular accompanying this notice.

