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CHINA ANIMAL HEALTHCARE
CHINA ANIMAL HEALTHCARE LTD.

中國動物保健品有限公司*

(Incorporated in Bermuda with limited liability)

(Company Registration No. 28986)

(Hong Kong Stock Code: 0940)

(Singapore Stock Code: EP4)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twelfth Annual General Meeting of **China Animal Healthcare Ltd.** (the “**Company**”) will be held at M Hotel Singapore, Anson III, Level 2, 81 Anson Road, Singapore 079908 on Tuesday, 24 April 2012 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the directors’ report and audited accounts for the year ended 31 December 2011 together with the auditors report thereon.

(Resolution 1)
2. To declare a final dividend of RMB3.0 cents per ordinary share in respect of the financial year ended 31 December 2011.

(Resolution 2)
3. To re-elect Mr. Sun Jinguo, a director retiring pursuant to Bye-law 86(1) of the Bye-laws of the Company as an Executive Director of the Company.

(Resolution 3)
4. To re-elect Mdm. Feng Jinglan, a director retiring pursuant to Bye-law 86(1) of the Bye-laws of the Company as an Independent Non-executive Director of the Company.
See Explanatory note (i)

(Resolution 4)
5. To approve directors’ fee of S\$258,000.00 for the financial year ending 31 December 2012 and the payment thereof on a quarterly basis. 2011: S\$258,000

(Resolution 5)

* *For identification purpose only*

6. To appoint auditors and to fix their remuneration. A special notice has been received from a shareholder, pursuant to Bye-law 152(2) of the Bye-laws of the Company, of his intention to propose the following resolution as an ordinary resolution:

“That Deloitte Touche Tohmatsu be and are hereby appointed as auditors of the Company, in place of the retiring auditors, Moore Stephens LLP, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors to fix their remuneration.”

See Explanatory note (ii)

(Resolution 6)

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as Ordinary Resolution, with or without modifications:

7. General Mandate to authorise the Directors to issue shares or convertible securities

“That authority be and is hereby given to the Directors of the Company to:

- (a) (1) issue shares in the capital of the Company (“shares”) whether by way of rights (including renounceable and non-renounceable rights), bonus or otherwise; and/or
- (2) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“SGX-ST”)) for the purpose of determining the aggregate number of shares that may be issued under sub-

paragraph (1) above, the total number of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:

- (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue or consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”
- See Explanatory note (iii)

(Resolution 7)

8. To transact any other business that may be transacted at an Annual General Meeting.

By Order of the Board
Mr. Goh Kay Seng Edwin
Ms. Yeoh Kar Choo Sharon
Joint Company Secretaries
Singapore, 21 March 2012

Explanatory Notes:

- (i) Mdm. Feng Jinglan, if re-elected, will remain as a member of the Company's Audit Committee, Nomination Committee and Remuneration Committee and will be considered as an independent non-executive director of the Company. Mdm. Feng Jinglan will continue to be the Chairman of the Nomination Committee.
- (ii) Please refer to the Annex Letter from the Board of Directors regarding information on the change of Auditors.
- (iii) (a) Resolution 7, if passed, will empower the directors to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, from the date of the above Meeting until the date of the next Annual General Meeting.
- (b) The number of shares which the Directors may issue under Resolution 7 will not exceed 50 per cent of the issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20 per cent for issues other than on a pro rata basis.

- (c) For the purpose of determining the aggregate number of shares which may be issued, the total number of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this ordinary resolution is passed, after adjusting for:
- (i) new shares arising from the conversion or exercise of any convertible instruments or share options or vesting of share awards which are outstanding at the time this ordinary resolution is passed; and
 - (ii) any subsequent bonus issue or consolidation or subdivision of shares. For the avoidance of doubt, shareholders' approval will be required for any consolidation or subdivision of shares.

IMPORTANT: Notwithstanding the grant of the Issuing Mandate, the Company shall from time to time comply with the relevant requirements under the Hong Kong Listing Rules in relation to issuance of securities, in particular Rules 7.19(6) and 13.36 thereof.

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. If a member with Shares registered in his name in the Register of Members is unable to attend the Annual General Meeting and wishes to appoint a proxy to attend and vote at the Annual General Meeting in his stead, then he should complete and sign the relevant Member Proxy Form and deposit the duly completed Member Proxy Form to the Company's Singapore Share Transfer Agent, M & C Services Private Limited, 138 Robinson Road #17-00 The Corporate Office, Singapore 068906 (for Singapore Shareholders), or to the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 26, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Shareholders) not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. A depositor holding Shares through The Central Depository (Pte) Limited ("**Depositor**") who/which is (i) an individual but is unable to attend the Annual General Meeting personally and wishes to appoint a nominee to attend and vote; or (ii) a corporation, must complete, sign and return the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Company's Singapore Share Transfer Agent, M & C Services Private Limited at 138 Robinson Road #17-00, The Corporate Office, Singapore 068906 not less than forty-eight (48) hours before the time appointed for holding the meeting.
4. If a Depositor who has Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members is unable to attend the Annual General Meeting and wishes to appoint a proxy, he should use the Depositor Proxy Form and the Member Proxy Form for, respectively, the Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members.
5. A Depositor who is an individual and who wishes to attend the Annual General Meeting in person need not take any further action and can attend and vote at the Annual General Meeting as The Central Depository (Pte) Limited's proxy without the lodgement of any proxy form.
6. If the member or Depositor is a corporation, the proxy form must be executed under seal or the hand of its duly authorised officer or attorney.
7. All proxy forms must be deposited at the office of the Company's Singapore Share Transfer Agent, M & C Services Private Limited, 138 Robinson Road #17-00 The Corporate Office, Singapore 068906 (for Singapore Shareholders), or to the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 26, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Shareholders) not less than forth-eight (48) hours before the time appointed for holding the meeting.

As at the date of this notice, the executive Directors of the Company are Mr. Wang Yangang and Mr. Sun Jinguo; the non-executive Director is Mr. Fu Shan and the independent non-executive Directors are Mr. Ong Kian Guan, Mdm. Feng Jinglan and Mr. Wong Gang.