

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its 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 notice.*



**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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting (“SGM”) of the Members of China Animal Healthcare Ltd. (“Company”) will be held at M Hotel Singapore, Anson III, Level 2, 81 Anson Road, Singapore 079908 on 24 April 2012 at 10:30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolution:

### **ORDINARY RESOLUTION: SHARE PURCHASE MANDATE**

#### **That:**

- (a) for the purposes of the Bermuda Companies Act, the exercise by the Directors of all the powers of the Company to purchase Shares not exceeding in aggregate the Maximum Percentage, at such price or prices as may be determined by the Directors from time to time up to the Maximum Price, whether by way of:
- (i) Market Purchase(s) on SGX-ST and/or SEHK, through the ready markets, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
  - (ii) in Singapore, Off-Market Purchase(s) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Singapore Companies Act, and otherwise in accordance with all laws, regulations and rules of the SGX-ST as may for the time being be applicable,

be and is hereby authorised and approved generally and unconditionally;

\* *For identification purpose only*

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
- (i) the date of the next annual general meeting of the Company;
  - (ii) the date by which the next annual general meeting of the Company is required by law to be held;
  - (iii) the date on which the purchases of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
  - (iv) the time when the Share Purchase Mandate is revoked or varied by the Shareholders of the Company in general meeting.
- (c) in this Resolution:
- “**Maximum Percentage**” means the number of Shares representing 10% of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and
- “**Maximum Price**” in relation to a Share to be purchased, means the purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed:
- (i) in the case of a Market Purchase, 105% of the average closing market price. For this purpose, the average closing market price is the average of the closing market prices of the Shares transacted on the SGX-ST (if the Market Purchase is made on SGX-ST) or SEHK (if the Market Purchase is made on the SEHK) over the last five Market Days (on which transactions in the Shares are recorded) immediately preceding the date of the Market Purchase by the Company and deemed to be adjusted in accordance with the Singapore Listing Rules and HK Listing Rules for any corporate action which occurs after the relevant five day period; and
  - (ii) in the case of an Off-Market Purchase in Singapore, 120% of the highest price a Share is transacted on the SGX-ST on the Market Day (when transactions in the Shares are recorded) immediately preceding the date on which the Company announces an Off-Market Purchase offer stating the purchase price and the relevant terms of the equal access scheme; and
- (d) any Director be and is hereby authorised and empowered to complete and do all such acts and things (including executing such documents, agreements, deeds and arrangements and signing, filing and/or submitting any forms, returns and documents with the relevant regulatory authorities and agencies) as he/she may consider expedient, desirable, incidental or necessary to give effect to the transactions contemplated by this Resolution.

*Unless the context otherwise requires, all capitalized terms used herein shall have the meanings ascribed in the Company's shareholders' circular dated 21 March 2012.*

By Order of the Board of Directors  
**Edwin Goh Kay Seng**  
**Sharon Yeoh Kar Choo**  
*Joint Company Secretaries*  
Singapore  
21 March 2012

*Notes:*

1. A Member of the Company entitled to attend and vote at the above SGM may appoint more than one proxy to attend and vote instead of him. A proxy need not be a member and where there is more than one proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated.
2. The instrument appointing a proxy shall, in the case of an individual, be signed by the appointer or his attorney, and in the case of a corporation shall be either under the common seal or signed by its attorney or an officer on behalf of the corporation.
3. The instrument appointing a proxy must be deposited 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 (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 48 hours before the time for holding the SGM.

*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.*