

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Members of Long Far Pharmaceutical Holdings Limited (the "Company") will be held at Chater Room I, Level B1, The Ritz-Carlton Hong Kong Hotel, 3 Connaught Road, Central, Hong Kong on Friday, 22 August 2003 at 9:00 a.m. for the following purposes:

1. To receive and adopt the Audited Consolidated Financial Statements of the Company and the reports of the directors and of the auditors for the year ended 31 March 2003;
2. To ratify and confirm the payment of an interim dividend of HK1 cent per share for the period ended 30 September 2002 which was paid to the shareholders of the Company on 20 January 2003;
3. To declare a final dividend of HK0.33 cent per share for the year ended 31 March 2003;
4. To elect the directors and to authorise the board of directors to fix the directors' remuneration;
5. To re-appoint auditors and to authorise the board of directors to fix auditors' remuneration;
6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT

- (a) subject to paragraph (b), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares (including shares of HK\$0.05 each) on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with the applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company authorised to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) 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 applicable laws to be held.”;
- 7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws applicable to the Company, or the requirements of The Stock Exchange of Hong Kong Limited or any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) 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 and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, the aggregate nominal amount of additional shares to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and

(b) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and
- (iii) 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 applicable laws to be held."; and

8. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT conditional upon the passing of the ordinary resolutions nos. 6 and 7 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company (the "Directors") pursuant to the ordinary resolution no. 7 as set out in the notice convening this meeting to exercise the powers of the Company to allot, issue and deal with the additional shares of the Company and to make or grant offers, agreements and options pursuant to the resolution no. 7 be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the powers of the Company to repurchase such shares since the granting of the general mandate referred to in the ordinary resolution no. 6 as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution."

By order of the Board
CHIU Ka Leung
Chairman

Hong Kong, 11 July 2003

Notice of Annual General Meeting (Continued)

Notes:

- (a) The Register of Members of the Company will be closed from Wednesday, 20 August 2003 to Friday, 22 August 2003 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend for the year ended 31 March 2003 and for attending this meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 19 August 2003.
- (b) A shareholder of the Company, who is the holder of two or more shares of the Company and entitled to attend and vote at this meeting is entitled to appoint more than one proxy to attend and vote on his behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding this meeting or any adjournment thereof.