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China Grand Pharmaceutical and Healthcare Holdings Limited

遠大醫藥健康控股有限公司*
(incorporated in Bermuda with limited liability)
(Stock Code: 00512)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 19 FEBRUARY 2013 AND CHANGE OF AUDITORS

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the SGM held on 19 February 2013.

The Board further announces that HLB Hodgson Impey Cheng Limited has been appointed as the auditors of the Company with effect from the conclusion of the SGM until the conclusion of the next annual general meeting of the Company.

Reference is made to the circular (the “**Circular**”) of China Grand Pharmaceutical and Healthcare Holdings Limited (the “**Company**”) dated 28 January 2013 and all resolutions proposed in the notice of special general meeting (the “**Notice of SGM**”) contained therein. Unless stated otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company announces that all the resolutions proposed were duly passed by way of poll at the special general meeting of the Company held on 19 February 2013 (the “**SGM**”).

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

As at the date of the SGM, the total number of issued shares in the Company was 1,962,040,888 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against all the resolutions at the SGM. As disclosed in the Circular, Mr Hu, Outwit and their respective associates, who in aggregate held 1,228,275,094 Shares were required to and had abstained from voting at the SGM in respect of the resolutions for approving the CCT Agreements. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolutions for approving the CCT Agreements at the SGM was 733,765,794 Shares. Save as disclosed above, no other Shareholder was required to abstain from voting in favour of the resolutions at the SGM, and

* *For identification purpose only*

there was no Share only entitled the holders thereof to attend and vote only against the resolutions at the SGM. No person had indicated in the Circular of his intention to vote against or to abstain from voting on any of the resolutions at the SGM.

The poll results in respect of all the resolutions proposed at the SGM were as follows:

ORDINARY RESOLUTIONS		Number of Shares represented by votes cast (and the approximate percentage (%) of total number of Shares represented by votes cast)	
		For	Against
1.	To approve the Grand Pharm R&D Agreement I and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.	1,140,000 (100%)	0 (0%)
2.	To approve the Grand Pharm R&D Agreement II and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.	1,140,000 (100%)	0 (0%)
3.	To approve the Grand Pharm R&D Agreement III and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.	1,140,000 (100%)	0 (0%)
4.	To approve the Grand Pharm Supply Agreement and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.	1,140,000 (100%)	0 (0%)
5.	To approve the Xianle Purchase Agreement I and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.	1,140,000 (100%)	0 (0%)
6.	To approve the Xianle Purchase Agreement II and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.	1,140,000 (100%)	0 (0%)

7.	To approve the Xianle Purchase Agreement III and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.	1,140,000 (100%)	0 (0%)
8.	To approve the resignation of SHINEWING (HK) CPA Limited and the appointment of HLB Hodgson Impey Cheng Limited as auditors of the Company and its subsidiaries.	1,140,000 (100%)	0 (0%)

Note: Full text of the resolutions are set out in the Notice of SGM.

As more than 50% of the votes were cast in favour of all the proposed resolutions, these resolutions were duly passed as ordinary resolutions by way of poll at the SGM.

CHANGE OF AUDITORS

This announcement is made pursuant to Rule 13.51(4) of the Listing Rules.

As disclosed in the Circular, SHINEWING (HK) CPA LIMITED had resigned as the auditors of the Company with effect from 13 December 2012. The Board is pleased to announce that HLB Hodgson Impey Cheng Limited has been appointed as the auditors of the Company with effect from the conclusion of the SGM until the conclusion of the next annual general meeting of the Company.

By order of the Board
**China Grand Pharmaceutical and
Healthcare Holdings Limited**
Liu Chengwei
Chairman

Hong Kong, 19 February 2013

As at the date of this announcement, the Board comprises four executive directors, namely, Mr Liu Chengwei, Mr Hu Bo, Dr Shao Yan and Dr Zhang Ji and three independent non-executive directors, namely, Ms So Tosi Wan, Winnie, Mr Lo Kai Lawrence and Dr Pei Geng.