



上海實業醫藥科技(集團)有限公司*

SIIC MEDICAL SCIENCE AND TECHNOLOGY (GROUP) LTD.

(Incorporated in the Cayman Islands with limited liability)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of SIIC Medical Science and Technology (Group) Limited (the “Company”) will be held at the Conference Room, 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Monday, 11th August 2003 at 11:00 a.m. (or as soon thereafter as the Court Meeting (as defined in the scheme of arrangement hereinafter mentioned) convened for the same day and place shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution:

SPECIAL RESOLUTION

“THAT:

- (A) the proposed scheme of arrangement (the “Scheme”) between the Company and the holders of the Scheme Shares (as defined in the Scheme) in the form of the print thereof which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, subject to any modifications, additions or conditions as may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved;
- (B) for the purposes of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
 - (i) the authorised and issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares;
 - (ii) the Company shall apply the credit arising in its books of account as a result of the reduction of capital referred to in sub-paragraph (i) to a reserve account in the books of account of SIIC MedTech; and
- (C) the directors of the Company be and are hereby authorised to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modifications of, or additions to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose;

(D) with effect from the date on which this resolution is passed, the Articles of Association of the Company be amended by the adoption and inclusion of the following new Article 182, immediately following the existing Article 181:

“This Article applies if:

- (1) a compromise or arrangement (a “Scheme”) is proposed between the Company and its shareholders or any class of them pursuant to Section 86 of the Companies Law (2003 Revision) of the Cayman Islands (the “Section”) whether or not such Scheme includes a reduction of the Company’s share capital, and
- (2) the Grand Court of the Cayman Islands directs a meeting or meetings of the Company’s shareholders or any class of them pursuant to the Section (“Court Meeting(s”).

If the Company issues any share(s) (or, where the proposed scheme is between the Company and any class of its shareholders, any share(s) in any such class) between the day of any such Court Meeting(s) and 5:00 p.m. on the day preceding the date upon which such Scheme shall become effective, then such share(s) shall be subject to the provisions of such Scheme. Provided that, any such new share shall only be subject to a reduction of the Company’s share capital that is part of such Scheme if such new share has been issued before 5:00 p.m. on the date on which such reduction of capital becomes effective.”

By Order of the Board
Wong Mei Ling, Marina
Company Secretary

Hong Kong, 18th July 2003.

Principal place of business in Hong Kong:

26th Floor, Harcourt House
39 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more proxies (who must be an individual) to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. In order to be valid, the white form of proxy together with any power of attorney or other authority (if any) under which it is signed, or notarially certified copy of such power of attorney, must be deposited at the principal place of business of the Company in Hong Kong, at 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding this meeting or any adjournment thereof.

3. Completion and return of the form of proxy shall not preclude a member from attending and voting in person at this meeting and, in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint holders of any share in the Company, any one of such joint holders may vote at this meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at this meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.

This announcement will remain on the GEM website on the “Latest Company Announcements” page for a minimum period of 7 days from the date of publication.

** For identification purpose only*