
NOTICE OF ANNUAL GENERAL MEETING

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YiChang HEC ChangJiang Pharmaceutical Co., Ltd. 宜昌東陽光長江藥業股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01558)

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NOTICE IS HEREBY GIVEN that the 2015 annual general meeting (the “**AGM**”) of YiChang HEC ChangJiang Pharmaceutical Co., Ltd. (the “**Company**”) will be held at Conference Room, 4/F, Administration Building, Dongyangguang Scientific Park, No. 5 Shangsha Industrial Zone, Chang’an County, Dongguan, Guangdong Province, the PRC at 9:30 a.m. on Monday, 6 June 2016 to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. To review and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2015.
2. To review and approve the report of the supervisory committee of the Company for the year ended 31 December 2015.
3. To review and approve the consolidated financial statements of the Company for the year ended 31 December 2015.*
4. To review and approve the 2015 annual report of the Company.
5. To review and approve the profit distribution plan and the declaration of the distribution of final dividends for the year ended 31 December 2015.
6. To review and approve the re-appointment of KPMG as auditor of the Company for a term until the conclusion of the next AGM, and authorize the Board to determine its remuneration.

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SPECIAL RESOLUTION

7. To consider and approve the following:

“THAT:

- (1) the Board be granted an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not exceed beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed:
 - (i) 20 per cent of the aggregate number of Domestic Shares of the Company in issue as of the passing date of this resolution; and/or
 - (ii) 20 per cent of the aggregate number of H Shares of the Company in issue as of the passing date of this resolution; and
 - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the People’s Republic of China (the “**PRC**”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

For the purpose of this resolution:

“Domestic Shares” means ordinary shares issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for in Renminbi (“**RMB**”);

“H Shares” means the overseas-listed foreign invested shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars;

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

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- (B) the expiration of the 12-month period following the passing of this resolution; or
 - (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorized to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreements);
 - (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and
 - (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”

By order of the Board
YiChang HEC ChangJiang Pharmaceutical Co., Ltd.
TANG Xinfu
Chairman

Hubei, the PRC, 21 April 2016

Notes:

- * For details of resolution no. 3, please refer to the consolidated financial statements set out on pages 76 to 134 of the 2015 annual report of the Company.
- 1. In order to determine the list of shareholders who will be entitled to attend and vote at the AGM, the registers of members of the Company will be closed from Friday, 6 May 2016 to Monday, 6 June 2016, both days inclusive, during which period no transfer of shares will be effected. Shareholders whose names appear on the registers of members of the Company on Friday, 6 May 2016 shall be entitled to attend and vote at the AGM. In order for the shareholders to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Board office at Securities Department, Dongyangguang Scientific Park, No. 5 Shangsha Industrial Zone, Chang’an County, Dongguan, Guangdong Province, the PRC for holders of domestic shares, or the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for holders of H shares no later than 4:30 p.m. on Thursday, 5 May 2016 for registration.
- 2. Shareholders intending to attend the AGM (or any adjournment thereof) should complete and return the reply slip for attending the AGM (or any adjournment thereof) personally, by facsimile or by post. The reply slip should be completed and returned to the Company’s Board office by facsimile (fax number: 0769-81768866)

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or by post to (or by depositing it at) Securities Department, Dongyangguang Scientific Park, No. 5 Shangsha Industrial Zone, Chang'an County, Dongguan, Guangdong Province, the PRC for holders of domestic shares; or to the Company's H share registrar by facsimile (fax number: 852-2865 0990) or by post to (or by depositing it at) Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for holders of H shares, such that the reply slip shall be received by the Company 20 days before the AGM (i.e. on or before Tuesday, 17 May 2016).

3. Shareholders may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the AGM (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.
4. Shareholders must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing ("**power of attorney**"). If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the AGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate shareholder of the Company or duly signed by its director or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of the Company.
5. To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note 4 above must be delivered to the Company's Board office at Securities Department, Dongyangguang Scientific Park, No. 5 Shangsha Industrial Zone, Chang'an County, Dongguan, Guangdong Province, the PRC for holders of domestic shares, or the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares not less than 24 hours before the time appointed for the AGM (or any adjournment thereof).
6. A shareholder of the Company or his proxy should produce proof of identity when attending the AGM (or any adjournment thereof). If a corporate shareholder's legal representative or any other person duly authorized by such corporate shareholder attends the AGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative or the valid authorization document (as the case may be).
7. The AGM (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the AGM (or any adjournment thereof) shall bear their own travelling, meal and accommodation expenses.
8. The Company's principal place of business in the PRC is situated at:

No. 38 Binjiang Road, Yidu, Yichang, Hubei Province, the PRC
Tel No.: 0769-81768886
Fax No.: 0769-81768866

The address of the Company's H shares registrar, Computershare Hong Kong Investor Services Limited is:

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Tel No.: (852) 2862 8555
Fax No.: (852) 2865 0990

9. Pursuant to rule 13.39(4) of the Listing Rules and article 81 of the articles of association of the Company, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

As at the date of this notice, the executive directors of the Company are Mr. JIANG Juncai, Mr. WANG Danjin and Mr. CHEN Yangui; the non-executive directors are Mr. TANG Xinfu, Mr. ZHU Yingwei and Mr. MO Kit; and the independent non-executive directors are Mr. TANG Jianxin, Mr. FU Hailiang and Mr. LEE Chi Ming.