



# EXTRAWELL PHARMACEUTICAL HOLDINGS LIMITED

## 精優藥業控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock code: 00858)

### PROXY FORM

#### FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE SPECIAL GENERAL MEETING TO BE CONVENED AT 3:00 P.M. ON WEDNESDAY, 3 JANUARY 2007

I/We (*note a*) \_\_\_\_\_ of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ (*note b*) shares of HK\$0.01 each of  
**EXTRAWELL PHARMACEUTICAL HOLDINGS LIMITED** (“**Company**”) hereby appoint the Chairman of the special  
general meeting (“**Meeting**”) of the Company or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (*note c*) at the Meeting to be held at 3:00 p.m. on Wednesday, 3 January 2007 at Suites 4701-4, 47th  
Floor, Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong and at any adjournment thereof and to  
vote on my/our behalf as directed below, or, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (*note d*).

	RESOLUTIONS	FOR	AGAINST
1.	To consider and approve the SP Agreement (as defined in the Company’s circular dated 18 December 2006 (“ <b>Circular</b> ”)) and all the transactions contemplated thereby		
2.	To consider and approve the Cooperation Agreement (as defined in the Circular) and all the transactions contemplated thereby		

Date: \_\_\_\_\_ Shareholder’s signature \_\_\_\_\_ (*notes e, f, g and h*)

*Notes:*

- (a) Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- (b) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (c) A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the special general meeting (“**Meeting**”) of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- (d) If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting or any adjourned meeting.
- (e) In the case of joint holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (f) The form of proxy must be signed by a shareholder, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- (g) To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- (h) Any alteration made to this form should be initialled by the person who signs the form.

\* For identification purpose only