



EXTRAWELL PHARMACEUTICAL HOLDINGS LIMITED

精優藥業控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 00858)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Extrawell Pharmaceutical Holdings Limited (the “**Company**”) will be held at Salon 5, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 20 September 2007 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the acquisition agreement (the “**Acquisition Agreement**”) dated 27 July 2007 (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into between Mr. Ong Cheng Heang as vendor (the “**Vendor**”) and Extrawell (BVI) Limited as purchaser in respect of the sale and purchase of 49% interest in the share capital of Smart Ascent Limited and the transactions contemplated thereby be and are hereby approved, and the directors of the Company be and they are hereby authorised to take such steps as they may consider necessary, appropriate, desirable or expedient to implement or give effect to the terms of the Acquisition Agreement or all transactions contemplated under the Acquisition Agreement; and
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in 300,000,000 ordinary shares of HK\$0.01 each in the share capital of the Company to be issued to the Vendor (“**Consideration Shares**”) under the Acquisition Agreement, the directors of the Company be and they are authorised to allot and issue the Consideration Shares to the Vendor in accordance with the terms of the Acquisition Agreement.”

By order of the Board
Extrawell Pharmaceutical Holdings Limited
Mao Yu Min
Chairman

Hong Kong, 22 August 2007

* *For identification purpose only*

Executive directors:

Dr. Mao Yu Min
Mr. Ho Chin Hou
Mr. Ho Yu Ling
Mr. Li Qiang
Dr. Xie Yi

Independent non-executive directors:

Mr. Fang Lin Hu
Mr. Xue Jing Lun
Ms. Jin Song

*Head office and principal place
of business in Hong Kong:*

Suite 4701–04, 47th Floor
Tower One, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice or any adjournment thereof is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.*
- (2) A form of proxy for use at the meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's Hong Kong branch registrar, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong no less than 48 hours before the time for holding the meeting or any adjournment thereof.*
- (3) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.*
- (4) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.*