

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Extrawell Pharmaceutical Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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EXTRAWELL PHARMACEUTICAL HOLDINGS LIMITED

精優藥業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00858)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES
AND BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Extrawell Pharmaceutical Holdings Limited to be held at Forum Boardroom & Forum Room II, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 28 August 2026 at 11:00 a.m. is set out on pages AGM-1 to AGM-4 in this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish and in such event the relevant form of proxy will be deemed to be revoked.

* For identification purpose only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
Introduction	3
Issue Mandate	4
Buy-back Mandate and Extension Mandate	4
Re-election of Retiring Directors	4
Re-appointment of Auditor	6
Voting at the Annual General Meeting	6
Actions to be taken	6
Recommendation	6
Responsibility Statement	7
General Information	7
 APPENDIX I — EXPLANATORY STATEMENT ON SHARE BUY-BACK	 I-1
 APPENDIX II — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION .	 II-1
 NOTICE OF ANNUAL GENERAL MEETING	 AGM-1

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Forum Boardroom & Forum Room II, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 28 August 2026 at 11:00 a.m., the notice of which is set out on pages AGM-1 to AGM-4 of this circular
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Company”	Extrawell Pharmaceutical Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting

DEFINITIONS

“Latest Practicable Date”	27 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



EXTRAWELL PHARMACEUTICAL HOLDINGS LIMITED

精優藥業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00858)

Executive Directors:

Xie Yi (Chairman)

Guo Yi (Chief Executive Officer)

Cheng Yong (Deputy Chief Executive Officer)

Lou Yi

Wong Sau Kuen

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Jin Song

Zeng Li

Yang Xiaorong

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

Suites 2206–08, 22/F

FWD Tower, Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

31 July 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES
AND BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, *inter alia*, (i) the grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate; and (ii) the re-election of retiring Directors.

* For identification purpose only

LETTER FROM THE BOARD

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Issue Mandate be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, a total of 2,900,000,000 Shares were in issue, and the Company did not hold any treasury shares. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no further Shares are issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to allot, issue and deal with a maximum of 580,000,000 Shares.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

BUY-BACK MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution will also be proposed that the Buy-back Mandate be granted to the Directors to exercise all powers of the Company to buy back on the Stock Exchange or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution.

As required by the Listing Rules, an explanatory statement containing the information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Buy-back Mandate is set out in Appendix I to this circular.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting to extend the Issue Mandate by the addition of any Shares bought back by the Company under the Buy-back Mandate to the total number of Shares which may be allotted and issued under the Issue Mandate.

Subject to the passing of the relevant ordinary resolutions by the Shareholders at the Annual General Meeting, the Issue Mandate, the Buy-back Mandate and the Extension Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) at the end of the period within which the Company is required by its Bye-Laws or the applicable laws of Bermuda to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

RE-ELECTION OF RETIRING DIRECTORS

According to Bye-Law 111(A) of the Bye-Laws, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office by rotation provided that no Director holding office as chairman or deputy chairman under Bye-Law 135 or the office of managing director or joint managing director under Bye-Law 125 shall be subject to retirement by rotation or be taken into account in determining the number of Directors to retire. A retiring Director shall be eligible for re-election.

LETTER FROM THE BOARD

In accordance with Bye-Law 111 of the Bye-Laws, Dr. Lou Yi (“**Dr. Lou**”) and Dr. Guo Yi (“**Dr. Guo**”) will retire as Directors by rotation at the Annual General Meeting, and will be eligible for re-election. Dr. Lou has decided not to offer himself for re-election due to age and health considerations and will retire as Director at the conclusion of the Annual General Meeting. Dr. Guo, being eligible, will offer himself for re-election at the Annual General Meeting.

In accordance with Bye-Law 115 of the Bye-Laws, Ms. Yang Xiaorong (“**Ms. Yang**”) who was appointed as Director with effect from 20 January 2026, will hold office only until the Annual General Meeting, and being eligible, will offer herself for re-election as Director at the Annual General Meeting.

The nomination committee of the Company (“**Nomination Committee**”), chaired by the chairman of the Board and comprising a majority of independent non-executive Directors (“**INEDs**”), has reviewed and assessed the written confirmation of independence provided by each of the INEDs and is of the view that all of the INEDs are independent having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

In considering the nominations of Dr. Guo, an executive Director and Ms. Yang, an INED (collectively, the “**Retiring Directors**”) for re-election, the Nomination Committee has taken into account the structure, size and composition of the Board and reviewed the suitability of the Retiring Directors according to the assessment criteria set out in the Company’s nomination policy and Board diversity policy, including the contribution of each of the Retiring Directors towards the effectiveness of the Board, and the diversity aspects (including but not limited to, gender, age, cultural and educational background, professional experience, skills, and length of service) appropriate to the Board’s composition,

The Nomination Committee, having taken into account of the factors in the Company’s nomination policy with due regard to the diversity perspectives in the Board diversity policy, and the written confirmation of independence pursuant to Rule 3.13 of the Listing Rules as provided by Ms. Yang, has recommended to the Board on re-election of the Retiring Directors at the Annual General Meeting.

Ms. Yang, a Retiring Director and a member of the Nomination Committee, had abstained from voting at the meeting of the Nomination Committee when her own nomination was considered.

The Board is satisfied that Ms. Yang, who has extensive experience in private equity, specializing in risk management, governance frameworks and institutional process design, and is conversant with public-sector operations, regional economic development and enterprise services in the People’s Republic of China (the “**PRC**”), will contribute to diversity of the Board with her skill set, experience and perspectives.

In view of the above, the Board, having considered the recommendation of the Nomination Committee, has accepted the nominations of the Retiring Directors by the Nomination Committee.

The biographical details of the Retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular. The re-election of the Retiring Directors will be individually voted on by the Shareholders.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR

ZSZH (HK) Fuson CPA Limited (“**ZSZH**”, formerly known as SFAI (HK) CPA Limited) will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer itself for re-appointment. An ordinary resolution will be proposed at the Annual General Meeting to approve the re-appointment of ZSZH as the auditor of the Company and to authorise the Board to fix its remuneration.

The estimated audit fee payable to ZSZH for the audit of the consolidated financial statements of the Group for the year ended 31 March 2027 is expected to be in the range of approximately HK\$850,000 to HK\$900,000. The estimated audit fee which has been determined between the Company and ZSZH is based on, among other things, the complexity and scale of the Group’s business operations, the expected audit scope and timetable, and ZSZH’s required resources, and on the assumption that there will be no material change to the Group’s business operations during the financial year.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the Annual General Meeting will therefore put each of the resolutions as set out in the notice of Annual General Meeting to be voted by way of a poll pursuant to Bye-Law 73 of the Bye-Laws.

ACTIONS TO BE TAKEN

At the Annual General Meeting, resolutions will be proposed to approve, among other matters, the following: (i) the grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate; and (ii) the re-election of the Retiring Directors. A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting (or any adjournment thereof) should you so wish and in such event the relevant form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Board considers that the ordinary resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular or this circular misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
Extrawell Pharmaceutical Holdings Limited
Xie Yi
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to enable you to make an informed decision whether to vote for or against the resolution(s) to approve the grant of the Buy-back Mandate to the Directors.

1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions, amongst which the Listing Rules provide that the shares of a company with a primary listing on the Stock Exchange must be fully paid up and all buy-back of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of Buy-back Mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 2,900,000,000 fully paid Shares in issue and the Company did not hold any treasury shares. Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 290,000,000 Shares, representing 10% of the total number of issued Shares, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required to be held by the Bye-Laws or any applicable laws of Bermuda, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

The Company intends to cancel the Shares bought back following settlement of any such buy-back.

3. REASONS FOR THE BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to buy back the Shares on the Stock Exchange pursuant to the Buy-back Mandate. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

4. FUNDING OF BUY-BACK

Buy-back made pursuant to the Buy-back Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association and Bye-Laws and the applicable laws of Bermuda.

Buy-back of Shares may be funded out of the internal resources of the Group and/or banking facilities as the Directors consider desirable according to the then financial position of the Group.

There might be material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the latest published audited financial statements contained in the annual report of the Company for the year ended 31 March 2026, in the event that the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. The Directors, however, do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors wish to state that they have no immediate plan to buy back any Shares pursuant thereto.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
July 2025	0.149	0.073
August 2025	0.142	0.114
September 2025	0.135	0.102
October 2025	0.117	0.089
November 2025	0.098	0.075
December 2025	0.096	0.078
January 2026	0.115	0.076
February 2026	0.095	0.068
March 2026	0.095	0.069
April 2026	0.087	0.060
May 2026	0.083	0.066
June 2026	0.082	0.054
July 2026 (up to the Latest Practicable Date)	0.089	0.060

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to buy back Shares pursuant to the Buy-back Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholder, Starcoin Foundation held 350,000,000 Shares, representing approximately 12.07% of the total number of Shares in issue. Assuming that there will be no change in the issued share capital of the Company prior to the buy-back of Shares, and Starcoin Foundation did not dispose of its Shares nor acquire additional Shares prior to any buy-back of Shares, if the Buy-back Mandate, if so approved, were exercised in full, the percentage shareholding of Starcoin Foundation would be increased to approximately 13.41% of the then total number of Shares in issue. Starcoin Foundation would not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Buy-back Mandate were exercised in full.

The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any buy-backs pursuant to the Buy-back Mandate. An exercise of the Buy-back Mandate whether in whole or in part will not result in less than 25% of the Shares being held by the public.

Furthermore, the Directors do not intend to exercise the Buy-back Mandate to such an extent as would cause the public float to fall below 25% of the total number of Shares in issue, being the minimum requirement under the Listing Rules.

7. DISCLOSURE OF INTERESTS AND UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected person (as defined in the Listing Rules) that such a person has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda. Neither this explanatory statement nor the proposed share buy-back has any unusual features.

8. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares (whether on the Stock Exchange or otherwise) has been made by the Company during the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The particulars of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

DR. GUO YI (“DR. GUO”), EXECUTIVE DIRECTOR

Age : 45

Length of service : Dr. Guo was appointed as an independent non-executive Director on 14 April 2023, and was redesignated as an executive Director on 7 June 2024 for a term commencing from the date of redesignation until terminated by either party by giving not less than two months’ notice in advance, and is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with Bye-Law 111 of the Bye-Laws.

Dr. Guo will retire at the Annual General Meeting, at which he will be eligible for re-election pursuant to Bye-Law 111(A) of the Bye-Laws.

Qualification and experience : Dr. Guo obtained a bachelor’s degree in science (with a major in biology) and a doctorate degree in science (with a major in genetics) from the School of Life Sciences of Fudan University in 2003 and 2011 respectively. Dr. Guo has extensive experience in the fields of genetics, health care management, and investment management and development for venture in biomedicine. Dr. Guo was a non-executive director (from 8 June 2011 to 26 April 2012) and an executive director (from 27 April 2012 to 13 December 2015) of United Gene High-Tech Group Limited (now known as Starcoin Group Limited) whose shares are listed on the Main Board of the Stock Exchange. Dr. Guo has been committing his time and working in investment management and project development in the fields of biomedicine, medical devices and diagnostic services since August 2015. He is currently the managing partner of Shanghai Rui Jian Venture Capital Management Co., Ltd.* (上海睿筭創業投資管理有限公司), a company established in the PRC.

Dr. Guo was appointed as the chief executive officer of the Company with effect from 1 January 2026.

Dr. Guo is also a director of certain subsidiaries of the Group.

Dr. Guo did not hold any directorship in other listed companies in the last three years.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Relationship with other Directors, senior management, substantial or controlling shareholders : Dr. Guo does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in shares : As at the Latest Practicable Date, Dr. Guo is entitled to 25,500,000 share options granted by Company pursuant to the Company's share option scheme adopted on 2 September 2022, representing approximately 0.88% of the Company's shares in issue.

Save as disclosed, Dr. Guo did not have, and was not deemed to have, any interest or short position in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Amount of emoluments : There is no service contract entered into between the Company and Dr. Guo. Under his letter of appointment with the Company, Dr. Guo is currently entitled to a monthly salary of HK\$60,000 and a year-end bonus of an amount equivalent to his one month's salary, and a director's fee in the amount of HK\$70,000 per annum, which was approved by the Board pursuant to the recommendation by the remuneration committee of the Company, with reference to his qualification and experience, his roles and responsibilities within the Company and the prevailing market conditions.

Save for the said salary and director's fee, Dr. Guo is not entitled to any other emolument for holding his office as an executive Director and any other positions in the Group.

MS. YANG XIAORONG ("MS YANG"), INDEPENDENT NON-EXECUTIVE DIRECTOR

Age : 54

Length of service : Ms. Yang was appointed as an independent non-executive Director on 20 January 2026. There is no fixed term for Ms. Yang's appointment. Ms. Yang will hold office until the Annual General Meeting, at which she will be eligible for re-election pursuant to Bye-Law 115 of the Bye-Laws.

Thereafter, Ms. Yang will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with Bye-Law 111 of the Bye-Laws.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Qualification and experience	: Ms. Yang obtained a Master of Business Administration degree from China Europe International Business School (“CEIBS”) in 2014; and a bachelor’s degree in Administration & Political Science from Fudan University, School of Continuing Education in 2005. Ms. Yang also participated in the board secretary training programme organised by the Shanghai Stock Exchange and obtained a qualification certificate for board secretary in 2016. Ms. Yang has extensive experience in private equity, specialising in risk management, governance frameworks and institutional process design, and has experience within government-affiliated organisations in the PRC, conversant with public-sector operations, regional economic development, and enterprise services. Ms. Yang has been the partner of Shanghai Ruishi Private Equity Fund Management Co., Ltd. since January 2016, mainly in charge for fundraising, risk control, compliance, and overall enterprise management. Ms. Yang served as the general manager in East Malu Industrial Development Zone, Jiading District, Shanghai, from January 2006 to December 2015 and as a director of Foreign Investment Office, Malu Town, Jiading District, Shanghai, from January 2003 to December 2005. Ms. Yang has also been the secretary general of CEIBS Jiading Alumni Association since April 2012. Ms. Yang does not hold any office in the Group other than as an independent non-executive Director and a member of the audit, remuneration and nomination committees of the Company. Ms. Yang did not hold any directorship in other listed companies in the last three years.
Relationship with other Directors, senior management, substantial or controlling shareholders	: Ms. Yang does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.
Interests in shares	: As at the Latest Practicable Date, Ms. Yang did not have, and was not deemed to have, any interest or short position in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Amount of emoluments : There is no service contract between the Company and Ms. Yang. Under her letter of appointment with the Company, Ms. Yang is entitled to a director's fee in the amount of HK\$70,000 per annum, which was approved by the Board pursuant to the recommendation by the remuneration committee of the Company, with reference to her qualification and experience, her roles and responsibilities within the Company and the prevailing market conditions.

Save for the said director's fee, Ms. Yang is not entitled to any other emolument for holding her office as an independent non-executive Director and as a member of the audit, remuneration and nomination committees of the Company.

Save as disclosed above, each of Dr. Guo and Ms. Yang has confirmed that there is no information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders in relation to his/her re-election.

NOTICE OF ANNUAL GENERAL MEETING



EXTRAWELL PHARMACEUTICAL HOLDINGS LIMITED

精優藥業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00858)

NOTICE IS HEREBY GIVEN that the annual general meeting of Extrawell Pharmaceutical Holdings Limited (the “**Company**”) will be held at Forum Boardroom & Forum Room II, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 28 August 2026 at 11:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and the independent auditor of the Company for the year ended 31 March 2026.
2. To re-elect retiring directors and to authorise the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint the independent auditor and to authorise the board of directors of the Company to fix its remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the additional shares (each a “Share”) in the share capital of the Company and to make or grant offers, agreements and options, including warrants or rights to subscribe for or to convert any securities into Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants or rights to subscribe for or to convert any securities into Shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20 per cent. of the total number of Shares in issue as at the date of the passing of this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or

NOTICE OF ANNUAL GENERAL MEETING

extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back shares (each a “Share”) in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda (the “Companies Act”) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable laws of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

6. **“THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to resolution numbered 4 above be and it is hereby extended by the addition to the total number of the shares (each a “Share”) in the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the total number of Shares bought back or agreed to be bought back by the Company pursuant to

NOTICE OF ANNUAL GENERAL MEETING

or in accordance with the authority granted under resolution numbered 5 above, provided that such amount shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution.”

By order of the Board
Extrawell Pharmaceutical Holdings Limited
Xie Yi
Chairman

Hong Kong, 31 July 2026

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Suites 2206–08, 22/F
FWD Tower, Taikoo Place
979 King’s Road
Quarry Bay
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he is the holder of two or more shares (“Shares”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
3. A form of proxy for use at the meeting is enclosed. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited at the Company’s branch share registrar and transfer office in Hong Kong (“**Branch Registrar**”), Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding the meeting (or any adjournment thereof).
4. The record date for determining the entitlement of members to attend and vote at the meeting will be 28 August 2026. The register of members of the Company will be closed from 25 August 2026 to 28 August 2026 (both days inclusive), during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar at the above address by no later than 4:30 p.m. on 24 August 2026.
5. 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.
6. The notice has been printed in English and Chinese. In the event of any inconsistency, the English text of this notice shall prevail over its Chinese text.

As at the date of this notice, the executive directors are Dr. Xie Yi, Dr. Guo Yi, Mr. Cheng Yong, Dr. Lou Yi and Ms. Wong Sau Kuen, and the independent non-executive directors are Ms. Jin Song, Dr. Zeng Li and Ms. Yang Xiaorong.