

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## EXTRAWEILL PHARMACEUTICAL HOLDINGS LIMITED

精優藥業控股有限公司\*

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 00858)**

### ANNOUNCEMENT AND RESUMPTION OF TRADING

Extrawell Pharmaceutical Holdings Limited (the “**Company**”) makes this announcement in accordance with Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Part XIVA of the Securities and Futures Ordinance.

Reference is made to the announcements dated 23 February 2013 and 27 February 2013 in relation to the Acquisition and 1 March 2013 in relation to the Call Option Agreement issued by the Company (the “**Announcements**”). Terms used herein shall have the same meanings as those defined in the Announcements unless defined otherwise.

The board of directors (the “**Board**”) of the Company noted that on 29 April 2013, United Gene High-Tech Group Limited (“**United Gene**”), a company incorporated in the Cayman Islands and continued in Bermuda with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 399), announced that it has entered into a sale and purchase agreement (the “**UG SP Agreement**”) with Dr. Mao and JNJ Investments Limited (“**JNJ Investments**”) (a substantial shareholder of the Company which is indirectly owned by Dr. Mao and Dr. Xie Yi and which holds 450,000,000 Shares, representing about 19.65% of the entire issued share capital of the Company) regarding United Gene’s conditional acquisitions (i) from Dr. Mao and JNJ Investments of the Bonds for the principal amount of HK\$320,650,000 and the 450,000,000 Shares at the aggregate consideration of HK\$608,000,000; and (ii) from Dr. Mao of the Bonds for the principal amount of HK\$256,520,000 at the consideration up to HK\$256,000,000 (the “**United Gene’s Acquisition**”).

The Board would like to clarify that the Group is not a party to the UG SP Agreement and has not been involved in the negotiation, or the entering into, of the United Gene’s Acquisition.

Under the Acquisition Agreement, the Consideration, including but not limited to the Bonds, shall be payable to the Vendor and Dr. Mao (at the direction of the Vendor in accordance with the supplemental agreement to the Principal Sub-sale Agreement) or any other persons at the direction of the Vendor. As at the date of this announcement, the Group has not received any other direction from the Vendor regarding any change of allottee of the Bonds.

Under the terms and conditions of the Bonds, the Bonds shall be transferable to any person by the Bondholder, provided that where the Bonds are intended to be transferable to a connected person (as defined in the Listing Rules) of the Company (other than the associates of the Bondholder) such transfer shall comply with the requirements under the Listing Rules and/or requirements imposed by the Stock Exchange (if any) and shall be subject to approval by the Board. The Acquisition, the Acquisition Agreement and the transactions contemplated thereby, including but not limited to the terms of the Bonds, shall be subject to the approval of the Independent Shareholders at the forthcoming SGM. Any transfer of the Bonds after Completion shall be subject to compliance with the terms and conditions of the Bonds, including but not limited to the approval thereof by the Board.

So far as is known to the Board, immediately upon completion of the United Gene's Acquisition and assuming that none of the conversion rights attached to the Bonds are exercised, United Gene will hold about 19.65% of the entire issued share capital of the Company and will become a substantial shareholder of the Company. It is expected that Dr. Mao and Dr. Xie Yi, two of the Directors and existing substantial shareholders of the Company by virtue of their indirect controlling interest in JNJ Investments, will continue to be substantial shareholders of the Company by virtue of their indirect controlling interest in United Gene.

Save as disclosed above, the Board confirms that it is not aware of any other information which must be announced to avoid a false market in the Company's securities or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance.

## **RESUMPTION OF TRADING**

The trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 29 April 2013 at the request of the Company pending the release of this announcement and application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 30 April 2013.

**Shareholders and prospective investors should exercise caution when dealing in the Shares of the Company.**

By order of the Board  
**Extrawell Pharmaceutical Holdings Limited**  
**Xie Yi**  
*Director*

Hong Kong, 29 April 2013

*As at the date of this announcement, the executive directors are Dr. Mao Yumin, Dr. Xie Yi, Dr. Lou Yi and Ms. Wong Sau Kuen and the independent non-executive directors are Mr. Fang Lin Hu, Mr. Xue Jing Lun and Ms. Jin Song.*

\* *For identification purpose only*