



# 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 HELD AT 3:00 P.M. ON THURSDAY, 4 JULY 2013

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(note b)</sup> shares of HK\$0.01 each in the capital 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 <sup>(note c)</sup> at the Meeting to be held at 3:00 p.m. on Thursday, 4 July 2013 at Harbour View Room I, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong (or 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 box to indicate how you wish your vote(s) to be cast on a poll <sup>(note d)</sup>.

	ORDINARY RESOLUTION	FOR	AGAINST
1.	To consider and approve the supplemental agreement (the “Supplemental Agreement”) dated 23 February 2013 to the acquisition agreement dated 27 July 2007 (together with the Supplemental Agreement, the “Acquisition Agreement”) and entered into between Mr. Ong Cheng Heang as 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, including but not limited to the issue of the zero coupon convertible bonds for an aggregate principal amount of HK\$641,300,000 as part consideration on and subject to the terms of the Acquisition Agreement.		

Date: \_\_\_\_\_

Shareholder’s signature \_\_\_\_\_ <sup>(notes e, f, g and h)</sup>

#### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
- 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 in the space provided.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. 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.
- 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, either 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.
- 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.
- In order to be valid, the 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 Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.

\* For identification purpose only