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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)**

### **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 Harbour View Room I, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 4 July 2013 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

##### **“THAT**

- (a) 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**”) (a copy of which has been produced to the meeting marked “A” and “B” respectively and signed by the chairman of the meeting for the purpose of identification) 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 (the “**Bonds**”) for an aggregate principal amount of HK\$641,300,000 as part consideration on and subject to the terms of the Acquisition Agreement be and are hereby approved;
- (b) the issue of the Bonds and the allotment and issue of ordinary shares of HK\$0.01 each in the share capital of the Company, to be credited as fully paid, upon exercise of the conversion rights attaching to the Bonds in accordance with the terms thereof be and are hereby approved; and

- (c) the directors of the Company be and they are hereby authorised to take such steps and execute whether under Common Seal of the Company or otherwise all such acts, matters, deeds, documents, and to do all such acts and things as they may consider necessary, appropriate, desirable or expedient in connection with:
- (i) the closing and implementation of the terms of the Acquisition Agreement or all transactions contemplated thereunder; and
  - (ii) the fulfillment of the conditions precedent of completion of the Acquisition Agreement; and
  - (iii) the approval of any amendments or variations to the Acquisition Agreement or the granting of waivers of any matters contemplated thereby that are, in the directors' opinion, not fundamental to the transactions contemplated thereby and are in the best interests of the Company, including without limitation the signing (under the Common Seal of the Company where required or expedient) of any supplemental or ancillary agreements and instruments and the giving of any undertakings and confirmations for any such purposes.”

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

Hong Kong, 18 June 2013

\* *For identification purpose only*

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
Room 3409-10, 34/F  
China Resources Building  
26 Harbour Road, Wanchai  
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 Company's Hong Kong branch share registrar and transfer office, 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 to. 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.
- (5) For the purpose of determining members who are qualified for attending the above meeting, the register of members of the Company will be closed from 3 July 2013 to 4 July 2013 (both days inclusive) during which period no transfer of the Shares will be effected. In order to qualify for attending the above meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong by no later than 4:30 p.m. on 2 July 2013.
- (6) This 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. 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.*