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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 Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 15 July 2014 at 3:00 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 execution of the Disposal Agreement dated 17 March 2014 (the “**Disposal Agreement**”, a copy of which is marked “A” and initialed by the chairman of SGM for identification purpose and tabled at the SGM) entered into between Extrawell (BVI) Limited (the “**Vendor**”), and Clear Rich International Limited (the “**Purchaser**”) in relation to the disposal of 5,100 ordinary shares of HK\$1 each in the issued share capital of Smart Ascent Limited (the “**Target Company**”), representing 51% of the total issued capital of the Target Company at the consideration of HK\$780,000,000, pursuant to which the Purchaser has conditionally agreed to (i) pay in cash the sum of HK\$65,000,000 to the Vendor; and (ii) procure United Gene High-Tech Group Limited (“**United Gene**”) to issue and the Vendor has agreed to subscribe for the convertible bonds in the principal amount of HK\$715,000,000 with a maturity date of 7 years from the date of issue with an interest of 3.5% per annum and the right to convert at the conversion price of HK\$2.50 (subject to adjustments) per conversion share for a conversion period up to the date of maturity (the “**Convertible Bonds**”) and the transactions contemplated thereunder be and are hereby approved, ratified and/or confirmed;

* For identification purpose only

- (b) the directors of the Company (the “**Directors**”) are hereby authorized to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivering all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or give effect to the terms of, or the transactions contemplated by the Disposal Agreement and the exercise of the conversion rights attaching to the Convertible Bonds and to agree to such variation, amendments or waiver of matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the Disposal Agreement and all transactions contemplated thereunder and are in the interests of the Company.”

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

Hong Kong, 27 June 2014

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Suites 2206–08, 22nd Floor,
Devon House, Taikoo Place
979 King’s Road, Quarry 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 Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 14 July 2014 to 15 July 2014 (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 Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:00 p.m. on 11 July 2014.
- (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. Xie Yi, Dr. Lou Yi, Mr. Cheng Yong, Ms. Wong Sau Kuen and Mr. Liu Kwok Wah and the independent non-executive Directors are Mr. Fang Lin Hu, Mr. Xue Jing Lun and Ms. Jin Song.