

EXTRAWELL PHARMACEUTICAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 858)

(the “Company”)

PROCEDURES FOR SHAREHOLDERS

TO NOMINATE A PERSON

FOR ELECTION AS A DIRECTOR

I. General

Shareholder(s) of the Company, who wishes to nominate a person to stand for election as a Director, shall observe the following provisions in the Company's Bye-laws and the Companies Act 1981 of Bermuda:

- (A) The Company's Bye-law 116, and
- (B) Sections 74 and 79 of the Companies Act 1981 of Bermuda

(A) The Company's Bye-law 116

The Company's Bye-Law 116 provides that

“no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice signed by a shareholder (other than the person to be proposed) of the intention to propose that person for election as a Director and notice by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office and the period for lodgement will commence no earlier than the day immediately after the despatch of the notice of the general meeting and ending no later than seven days before the date of such general meeting”.

In order to ensure shareholders have sufficient time to receive and consider the information of the nominated candidate(s), shareholders are requested to submit their nominations as early as practicable preferably 21 days prior to the date of such general meeting. If the notice of nomination is received less than 15 days prior to the date of such general meeting, the Company will have to consider the adjournment of such general meeting in order to allow shareholders 14 days' notice (the notice period must include 10 business days) of the proposed nomination.

(B) Sections 74 and 79 of the Companies Act 1981 of Bermuda

Section 74 relates to the provision for convening a special general meeting on requisition which provides that:

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- (1) The directors of a company, notwithstanding anything in the bye-laws shall, on the requisition of members of the company (“requisitionists”) holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at the date of deposit carries the right of voting at general meetings of the company,

forthwith proceed duly to convene a special general meeting of the Company.

- (2) The requisition must state the purposes of the meeting, and must be signed by the relevant requisitionists and deposited at the registered office of the company, and may consist of several documents in like form each signed by one or more relevant requisitionists.
- (3) If the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.
- (4) A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.
- (5) Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the company, and any sum so repaid shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of their services to such directors as were in default."

Section 79 relates to the provision for circulation of members' resolution, etc. which provides that:

"

- (1) Subject to this section it shall be the duty of a company, on the requisition in writing of such number of members as is hereinafter specified, at the expense of requisitionists unless the company otherwise resolves-
 - (a) to give to the members of the company entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting;
 - (b) to circulate to members entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at the meeting.
- (2) The number of members necessary for a requisition under subsection (1) shall be –
 - (a) either any number of members representing not less than one-twentieth of the total voting rights of all the members having at the date of the requisition a right to vote at the meeting to which the requisition relates; or
 - (b) not less than one hundred members.
- (3) Notice of any such intended resolution shall be given, and any such statement shall be circulated to members of the company entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such member in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other members of the company by giving notice of

the general effect of the resolution in any manner permitted for giving him notice of meetings of the company;

Provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.”

II. Procedures, documents and information required

Shareholder(s) of the Company, who wishes to nominate a person to stand for election as director(s), shall properly and validly serve the following documents to the attention of the Chairman of the Nomination Committee at the Head Office of the Company at the following address:

**The Chairman
Nomination Committee
Extrawell Pharmaceutical Holdings Limited
Room 2206-08, 22/F, Devon House
Taikoo Place
979 King’s Road
Quarry Bay, Hong Kong**

Documents and information to be furnished:

- (i) shareholder’s notice of intention to propose a resolution at a general meeting;
- (ii) a notice signed by the nominated candidate confirming his/her willingness to be appointed;
- (iii) the information as required under Sections 74 and 79 of the Companies Act 1981 of Bermuda;
- (iv) the written consent by the candidate for publication of his/her personal data.
- (v) the following information of the nominated candidate(s) so as to provide shareholders of the Company with information for their decision on election of directors:
 - (a) full name and age;
 - (b) positions held with the Company and/or other members of the Company
 - (c) experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications
 - (d) current employment and any other information (including but not limited to business experience and academic qualifications) of which shareholders should be aware of, pertaining to the ability or integrity of the candidate
 - (e) length or proposed length of service with the Company
 - (f) relationships with any directors, senior management or substantial or controlling shareholders of the Company
 - (g) interests in shares of the Company within the meaning of part XV of the Securities and Future Ordinance,
 - (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate’s standing for election as a director that should be brought to the attention of shareholders
 - (i) contact details