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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 Room 1, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 15 October 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) “**THAT** the supplemental agreement dated 30 July 2024 (the “**Loan Extension Agreement**”) supplemental to the shareholders’ loan agreement dated 27 July 2018 (the “**First Shareholders’ Loan Agreement**”) entered into among Clear Rich International Limited and Extrawell (BVI) Limited as lenders and Smart Ascent Limited as borrower in relation to the extension of repayment dates of the loans granted under the First Shareholders’ Loan Agreement for a period of 36 months (a copy of the Loan Extension Agreement has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) be and is hereby approved, ratified and confirmed, and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and any one or more directors of the Company (the “**Directors**”) are hereby authorised for and on behalf of the Company 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) and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Loan Extension Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the Directors, in the interests of the Company.”

* *For identification purpose only*

- (2) “**THAT** a shareholders’ loan agreement dated 30 July 2024 (the “**Third Shareholders’ Loan Agreement**”) entered into among Clear Rich International Limited and Extrawell (BVI) Limited as the lenders and Smart Ascent Limited (the “**Borrower**”) as borrower in relation to the granting of a loan facility of up to a principal amount of HK\$20,000,000 to the Borrower (a copy of the Third Shareholders’ Loan Agreement has been produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification) be and is hereby approved, ratified and confirmed, and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and any one or more directors of the Company (the “**Directors**”) are hereby authorised for and on behalf of the Company 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) and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Third Shareholders’ Loan Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the Directors, in the interests of the Company.”

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

Hong Kong, 27 September 2024

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
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 of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he is the holder of two or more shares of the Company (“**Shares**”), more proxies to attend and vote instead of him/her/it. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.

3. A form of proxy for use at the meeting is enclosed. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited at the Company's branch share registrar and transfer office in Hong Kong ("**Branch Registrar**"), Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding the meeting (or any adjournment thereof).
4. The Company has fixed the close of business on 8 October 2024 (Hong Kong Time) as the record date (the "**Share Record Date**") of the Shares. Holders of record of the Shares (as of the Share Record Date) are entitled to attend and vote at the SGM and any adjourned meeting thereof. 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 9 October 2024 to 15 October 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar at the above address by no later than 4:30 p.m. on 8 October 2024.
5. 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.
6. The 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, Mr. Cheng Yong, Dr. Lou Yi, Ms. Wong Sau Kuen and Dr. Guo Yi, and the independent non-executive directors are Mr. Fang Lin Hu, Ms. Jin Song and Dr. Zeng Li.