

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Extrawell Pharmaceutical Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



EXTRAWELL PHARMACEUTICAL HOLDINGS LIMITED

精優藥業控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock code: 00858)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
ADOPTION OF A NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Extrawell Pharmaceutical Holdings Limited to be held at Concord Room II-III, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 24 August 2012 at 3:00 p.m. is set out on pages 22 to 26 in this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof) to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.

* *For identification purpose only*

23 July 2012

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	3
Issue Mandate	4
Repurchase Mandate and Extension Mandate	4
Re-election of Retiring Directors	4
Adoption of a New Share Option Scheme	5
Voting at the Annual General Meeting	6
Actions to be taken	7
Recommendation	7
General Information	7
Responsibility Statement	7
APPENDIX I — EXPLANATORY STATEMENT ON SHARE REPURCHASE	8
APPENDIX II — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	11
APPENDIX III — PRINCIPAL TERMS OF THE NEW SCHEME	14
NOTICE OF ANNUAL GENERAL MEETING	22

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Concord Room II–III, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 24 August 2012 at 3:00 p.m., the notice of which is set out on pages 22 to 26 of this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Extrawell Pharmaceutical Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Existing Scheme”	the existing share option scheme adopted by the Company at the annual general meeting held on 8 August 2002 and effective on 15 August 2002
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	17 July 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Scheme”	the new share option scheme proposed to be adopted by the Company at the Annual General Meeting for the benefit of the eligible participants as prescribed thereunder
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



EXTRAWELL PHARMACEUTICAL HOLDINGS LIMITED

精優藥業控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock code: 00858)

Executive Directors:

Mao Yu Min (*Chairman*)
Xie Yi (*Chief Executive Officer*)
Lou Yi
Wong Sau Kuen

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Fang Lin Hu
Xue Jing Lun
Jin Song

*Head office and principal place of
business in Hong Kong:*

Room 3409–10, 34/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

23 July 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
ADOPTION OF A NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, inter alia, (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and (ii) the re-election of retiring Directors and (iii) the adoption of the New Scheme.

* For identification purpose only

LETTER FROM THE BOARD

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Issue Mandate be granted to the Directors to allot, issue and deal with new Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, a total of 2,290,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 458,000,000 Shares.

The Directors have no immediate plans to allot and issue any new Shares other than Shares which may fall to be issued upon the exercise of options granted under the share option scheme of the Company.

REPURCHASE MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution will also be proposed that the Repurchase Mandate be granted to the Directors to exercise all powers of the Company to repurchase on the Stock Exchange or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting to extend the Issue Mandate by the addition of any Shares repurchased by the Company under the Repurchase Mandate to the total number of Shares which may be allotted and issued under the Issue Mandate.

Subject to the passing of the relevant ordinary resolutions by the Shareholders at the Annual General Meeting, the Issue Mandate, the Repurchase Mandate and the Extension Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) at the end of the period within which the Company is required by its Bye-Laws or the applicable laws of Bermuda to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

As required by the Listing Rules, an explanatory statement containing the information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

According to Bye-Law 111(A) of the Bye-Laws, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office by rotation provided that no Director holding office as chairman or deputy chairman under Bye-Law 135 or the office of managing director or joint managing director under Bye-Law 125 shall be subject to retirement by rotation or be taken into account in determining the number of Directors to retire. A retiring Director shall be eligible for re-election.

LETTER FROM THE BOARD

In accordance with Bye-Law 111 of the Bye-Laws, Mr. Xue Jing Lun (“Mr. Xue”) and Ms. Jin Song (“Ms. Jin”) will retire as Directors by rotation and, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

As at the Latest Practicable Date, Mr. Xue and Ms. Jin have served the Company as independent non-executive Directors for more than 11 years and 8 years respectively, and Ms. Jin, if so re-elected, would have more than 9 years’ service with the Company by 2013. Pursuant to code provision A.4.3 of the Corporate Governance Code and Corporate Governance Report of Appendix 14 of the Listing Rules, it is, inter alia, stated that any further appointment of an independent non-executive Director, serving more than 9 years, shall be subject to a separate resolution to be approved by the Shareholders.

After considering the guidelines of independence set out in the Listing Rules as applicable to the appointment of a non-executive director and the annual written confirmations of independence provided by Mr. Xue and Ms. Jin, the Board considers that they both continue to meet the criteria for independence as set out in Rule 3.13 of the Listing Rules. The Board believes that Mr. Xue, who has a strong background and knowledge in scientific research, and Ms. Jin, who is a professional accountant with in-depth knowledge in financial management, would contribute to the proper guidance of the Group and its business. Under these circumstances, a separate resolution will be put forward at the Annual General Meeting each for re-electing Mr. Xue and Ms. Jin as an independent non-executive Director of the Company.

The biographical details of the Directors eligible for re-election at the Annual General Meeting are set out in Appendix II to this circular.

ADOPTION OF A NEW SHARE OPTION SCHEME

The Existing Scheme which was adopted by the Company on 8 August 2002 has a term of 10 years from 15 August 2002 and will expire on 14 August 2012. As at the Latest Practicable Date, no options have been granted or remained outstanding and unexercised under the Existing Scheme, and the Directors have no intention of granting any options under the Existing Scheme prior to its expiry date.

An ordinary resolution will be proposed at the Annual General Meeting for the Company to adopt a new share option scheme (the “New Scheme”), in light of the expiry of the Existing Scheme.

The New Scheme does not specify a minimum period for which an option must be held nor a performance target which must be achieved before an option can be exercised but the rules of the New Scheme provide that the Directors may determine such term(s) on the grant of an option. The basis of determination of the exercise price is specified in the rules of the New Scheme. The Directors consider that the aforesaid rules will serve to preserve the value of the Company and enable the Company to reward and provide incentives to the Eligible Participants (as defined in the New Scheme) for their contribution to the Group.

The Directors also consider that it is not appropriate to state the value of all options that may be granted pursuant to the New Scheme as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of the option value have not been determined. Such variables include but not limited to the exercise price, exercise period, interest rate, expected

LETTER FROM THE BOARD

volatility and other relevant variables. The Directors believe that any calculation of the value of the options as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

The adoption of the New Scheme is conditional upon (i) the passing of an ordinary resolution to adopt the New Scheme by the Shareholders at the Annual General Meeting, and (ii) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in any Shares which may fall to be issued by the Company pursuant to the exercise of options in accordance with the terms and conditions of the New Scheme.

An application will be made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares which may fall to be issued upon the exercise of the options granted under the New Scheme.

None of the Directors is a trustee of the New Scheme or has a direct or indirect interest in the trustee of the New Scheme, and no Shareholder is required to abstain from voting on this resolution.

Set out in Appendix III to this circular are the principal terms of the New Scheme, under which the maximum number of Shares which may be allotted and issued upon exercise of all options granted under the New Scheme and any other schemes must not in aggregate exceed 10% of the Shares in issue on the date of approval of the New Scheme by the Shareholders at the Annual General Meeting, which maximum number may however be refreshed as detailed in paragraph (3) of the Appendix III to this circular.

The total number of issued Shares of the Company as at the Latest Practicable Date was 2,290,000,000 Shares. Assuming that there is no change in the number of issued Shares between the period from the Latest Practicable Date to the date of the adoption of the New Scheme, the number of Shares which may fall to be allotted and issued upon exercise in full of the options granted under the New Scheme would be 229,000,000 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date, which is within the overall limit of 30% prescribed under Rule 17.03(3) of the Listing Rules.

A copy of full text of the New Scheme is available for inspection at the head office and principal place of business of the Company in Hong Kong at Room 3409–10, 34/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong during normal business hours on any business day up to and including 24 August 2012 and at the Annual General Meeting.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the Annual General Meeting will therefore put each of the resolutions as set out in the notice of Annual General Meeting to be voted by way of a poll pursuant to Bye-Law 73 of the Bye-Laws.

LETTER FROM THE BOARD

ACTIONS TO BE TAKEN

At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the following: (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, (ii) the re-election of retiring Directors and (iii) the adoption of the New Scheme. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof) to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting (or any adjournment thereof) should you so wish.

RECOMMENDATION

The Board considers that the ordinary resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Extrawell Pharmaceutical Holdings Limited
Mao Yu Min
Chairman

APPENDIX I EXPLANATORY STATEMENT ON SHARE REPURCHASE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to enable you to make an informed decision whether to vote for or against the resolution(s) to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, amongst which the Listing Rules provide that the shares of a company with a primary listing on the Stock Exchange must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of Repurchase Mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 2,290,000,000 fully paid Shares in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 229,000,000 Shares, representing 10% of the issued share capital of the Company, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by the Bye-Laws or any applicable laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange pursuant to the Repurchase Mandate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

4. FUNDING OF REPURCHASES

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association and Bye-Laws and the applicable laws of Bermuda.

The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for distribution by way of dividend or distribution or out of the share premium account of the Company. Should the Directors consider it desirable, they would be able to finance the purchase out of funds borrowed against any of the above-mentioned accounts. In addition, under the laws of Bermuda, no

APPENDIX I EXPLANATORY STATEMENT ON SHARE REPURCHASE

purchase by a company of its own shares may be effected if, on the date on which the purchase is to be effected, there are reasonable grounds for believing that the company is, or after the purchase would be, unable to pay its liabilities as they become due. In accordance with the laws of Bermuda, the Shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

Repurchase of Shares may be funded out of the internal resources of the Group and/or banking facilities as the Directors consider desirable according to the then financial position of the Group. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant thereto.

There might be material adverse impact on the working capital and gearing position of the Company, as compared with the position disclosed in the latest published audited financial statements contained in the annual report of the Company for the year ended 31 March 2012, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. The Directors, however, do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date and up to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
July 2011	0.65	0.55
August 2011	0.65	0.44
September 2011	0.73	0.44
October 2011	0.53	0.44
November 2011	0.56	0.47
December 2011	0.51	0.38
January 2012	0.46	0.40
February 2012	0.54	0.42
March 2012	0.50	0.41
April 2012	0.47	0.40
May 2012	0.44	0.38
June 2012	0.56	0.34
July 2012 (up to the Latest Practicable Date)	0.55	0.46

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a

APPENDIX I EXPLANATORY STATEMENT ON SHARE REPURCHASE

Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, United Gene Group Ltd. held 480,000,000 Shares, representing approximately 20.96% of the entire issued share capital of the Company. Assuming that there will be no change in the issued share capital of the Company prior to the repurchase of Shares and United Gene Group Ltd. did not dispose of its Shares nor acquire additional Shares prior to any repurchase of Shares, if the Repurchase Mandate, if so approved, were exercised in full, the percentage shareholding of United Gene Group Ltd. would be increased to approximately 23.29% of the then issued share capital of the Company. United Gene Group Ltd. would not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full.

The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. An exercise of the Repurchase Mandate whether in whole or in part will not result in less than 25% of the Shares being held by the public.

7. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda.

The Company has not been notified by any connected person (as defined in the Listing Rules) that such a person has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company during the six months preceding the Latest Practicable Date.

APPENDIX II	DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION
--------------------	--

The particulars of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

MR. XUE JING LUN (“MR. XUE”), AN INDEPENDENT NON-EXECUTIVE DIRECTOR

- Age : 78
- Length of service : There is no fixed term for his appointment and he will retire at the Annual General Meeting, at which he will be eligible for re-election pursuant to Bye-Law 111(A) of the Bye-Laws. Thereafter, Mr. Xue will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with Bye-Law 111 of the Bye-Laws.
- Qualification and experience : Mr. Xue was the chief professor of Fudan University, a guest professor of the Second Military Medical University of China, Tongji Medical University and Shantou University, chairman of Chinese Environmental Mutagen Association, a director of International Environmental Mutagen Association, and a committee member of the China Genetic Engineering Society.
- The research team led by Mr. Xue gained international recognition in the area of gene therapy and transgenic animal research. Mr. Xue has been granted a number of national awards on his scientific research and is an internationally recognised genetic scientist.
- Mr. Xue does not currently hold any office in the Group other than as an independent non-executive Director and a member of the audit committee, the remuneration committee and the nomination committee. He did not hold any directorship in other listed companies in the last three years.
- Relationship with other Directors, senior management, substantial or controlling shareholders : Mr. Xue does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.
- Interests in Shares : Mr. Xue did not have, and was not deemed to have, any interest or short position in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as at the Latest Practicable Date.

APPENDIX II	DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION
--------------------	--

Amount of emoluments : There is no service contract entered into between the Company and Mr. Xue, but he is entitled to a director's fee in the amount of HK\$40,000 per annum as approved by the Board pursuant to the recommendation made by the remuneration committee. Save for the said director's fee, Mr. Xue is not entitled to any other emolument for holding his office as an independent non-executive Director.

MS. JIN SONG (“MS. JIN”), AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Age : 41

Length of service : There is no fixed term for her appointment and she will retire at the Annual General Meeting, at which she will be eligible for re-election pursuant to Bye-Law 111(A) of the Bye-Laws. Thereafter, Ms. Jin will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with Bye-Law 111 of the Bye-Laws.

Qualification and experience : Ms. Jin holds a diploma in engineering from Broadcasting University in Shandong and a diploma in business from Fudan University. She is a member of the Chinese Institute of Certified Public Accountant (“CICPA”) and passed all the professional examinations held by CICPA in 2001. Ms. Jin has 20 years' experience in accounting in different industries.

Ms. Jin does not currently hold any office in the Group other than as an independent non-executive Director and is a member of the audit committee, the remuneration committee and the nomination committee. She did not hold any directorship in other listed companies in the last three years.

Relationship with other Directors, senior management, substantial or controlling shareholders : Ms. Jin does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares : Ms. Jin did not have, and was not deemed to have, any interest or short position in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as at the Latest Practicable Date.

APPENDIX II	DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION
--------------------	--

Amount of emoluments : There is no service contract entered into between the Company and Ms. Jin, but she is entitled to a director's fee in the amount of HK\$40,000 per annum as approved by the Board pursuant to the recommendation made by the remuneration committee. Save for the said director's fee, Ms. Jin is not entitled to any other emolument for holding her office as an independent non-executive Director.

Saved as disclosed above, each of Mr. Xue and Ms. Jin has confirmed that there is no information to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders in relation to their re-election.

Set out below is a summary of the principal terms of the New Scheme proposed to be adopted at the Annual General Meeting.

(1) PURPOSE OF THE SCHEME

The purpose of the New Scheme is to enable the Group to grant options to Eligible Participants (as defined in paragraph (2) below) as incentives or rewards for their contribution to the Group.

(2) WHO MAY JOIN

The Directors may at their absolute discretion, invite any person belonging to any of the following classes of participants (the “Eligible Participants”) to take up options to subscribe for Shares:

- (a) any employee or officer (including any executive director but excluding any non-executive director), manager, consultant (as to functional areas of finance, business, engineering, design, personnel administration and information technology) of the Company, any of its subsidiaries, or any entity (the “Invested Entity”) in which any member of the Group holds any equity interest;
- (b) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to the Group or any Invested Entity;
- (f) any shareholder of any member of the Group other than the Company or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (g) any professional adviser; and
- (h) any joint venture partner or business alliance that co-operates with any member of the Group or any Invested Entity in any area of business operation or development,

and, for the purposes of the New Scheme, the options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of participants. For the avoidance of doubt, the grant of any options by the Company for the subscription of Shares or other securities of the Group to any person who falls within any of the above classes of participants shall not, by itself, unless the Directors otherwise determine, be construed as a grant of option under the New Scheme.

The basis of eligibility of any of the above class of participants to the grant of any options shall be determined by the Directors from time to time on the basis of their contribution to the development and growth of the Group.

(3) MAXIMUM NUMBER OF SHARES

- (a) The maximum number of Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes adopted by the Company must not in aggregate exceed 30% of the relevant class of securities of the Company in issue from time to time.
- (b) The total number of Shares which may be allotted and issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the New Scheme and any other share option schemes of the Group) to be granted under the New Scheme and any other share option schemes of the Group must not in aggregate exceed 10% of the Shares in issue as at the date of passing the relevant resolution adopting the New Scheme (the “General Scheme Limit”).
- (c) Subject to (a) above and without prejudice to (d) below, the Company may seek approval of the Shareholders at general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the New Scheme and any other share option schemes of the Group must not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit and for the purpose of calculating the refreshed limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the New Scheme and any other share option schemes of the Group) previously granted under the New Scheme and any other share option schemes of the Group will not be counted.
- (d) Subject to (a) above and without prejudice to (c) above, the Company may seek separate Shareholders’ approval at general meeting to grant options beyond the General Scheme Limit or, if applicable, the refreshed limit referred to in (c) above to participants specifically identified by the Company before such approval is sought. A circular shall be sent by the Company to the Shareholders in accordance with the Listing Rules.

(4) MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

Unless approved by the Shareholders in the manner set out below, the total number of Shares issued and to be issued upon exercise of the options granted to each Eligible Participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue (the “Individual Limit”). Where any further grant of options to an Eligible Participant would result in the Shares issued and to be issued upon exercise of all options granted and proposed to be granted to such Eligible Participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant over the Individual Limit, such further grant must be separately approved by the Shareholders at general meeting of the Company with such Eligible Participant and his associate abstaining from voting, and/or such other requirements prescribed under the Listing Rules from time to time. The

Company shall send a circular to the Shareholders containing the identity of the Eligible Participant, the number and terms of the options to be granted (and options previously granted to such Eligible Participant), the information required under rule 17.02(2)(d) and the disclaimer required under rule 17.02(4) of the Listing Rules. The number and terms (including the subscription price) of options to be granted to such Eligible Participant must be fixed before Shareholders' approval and the date of board meeting for proposing such further grant will be taken as the date of grant for the purpose of calculating the subscription price.

(5) GRANT OF OPTIONS TO CONNECTED PERSONS

- (a) Any grant of options under the New Scheme to a Director, chief executive or substantial Shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is also the grantee of the options).
- (b) Where any grant of options to a substantial Shareholder or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be allotted and issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
 - (aa) representing in aggregate over 0.1% of the Shares in issue; and
 - (bb) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million;

such further grant of options must be approved by the Shareholders at general meeting. The Company must send a circular to the Shareholders. All connected persons of the Company must abstain from voting at such general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote taken at the meeting to approve the grant of such options must be taken on a poll. Any change in the terms of options granted to a substantial Shareholder or an independent non-executive Director, or any of their respective associates must be approved by the Shareholders at general meeting. The circular must contain:

- (i) details of the number and terms (including the subscription price) of the options to be granted to each Eligible Participant, which must be fixed before the Shareholders' meeting, and the date of Board meeting for proposing such further grant is to be taken as the date of grant for the purpose of calculating the subscription price;
- (ii) a recommendation from the independent non-executive Directors of the Company (excluding independent non-executive Director who is also the grantee of the options) to the independent Shareholders as to voting;
- (iii) the information required under rules 17.02(2)(c) and (d) of the Listing Rules and the disclaimer required under rule 17.02(4) of the Listing Rules; and

(iv) the information required under rule 2.17 of the Listing Rules.

Shareholders' approval as required above is also required for any change in the terms of options granted to an Eligible Participant who is a substantial Shareholder (as defined in the Listing Rules) of the Company or an independent non-executive Director, or any of their respective associates.

(6) TIME OF ACCEPTANCE AND EXERCISE OF OPTION

An option may be accepted by an Eligible Participant within 21 days from the date of the offer of grant of the option.

An option may be exercised in accordance with the terms of the New Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence from the date of acceptance of the offer for the grant of options but shall end in any event not later than 10 years from the date on which the offer for the grant of the option is made subject to the provisions for early termination thereof. Unless otherwise determined by the Directors and stated in the offer of the grant of options to a grantee, there is no minimum period required under the New Scheme for the holding of an option before it can be exercised.

(7) PERFORMANCE TARGETS

Unless the Directors otherwise determined and stated in the offer of the grant of options to a grantee, a grantee is not required to achieve any performance targets before any options granted under the New Scheme can be exercised. No performance targets are specifically stipulated under the New Scheme.

(8) SUBSCRIPTION PRICE FOR SHARES

The subscription price for Shares under the New Scheme shall be a price determined by the Directors but shall not be less than the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of Shares on the date of the offer of grant which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of Shares for the five business days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Shares. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

(9) RANKING OF SHARES

- (a) Shares to be allotted and issued upon the exercise of an option will be subject to all the provisions of the Companies Act and the Bye-Laws and will rank *pari passu* in all respects with the fully paid Shares in issue on the date on which the option is duly exercised (the "Exercise Date") and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended

or resolved to be paid or made if the record date therefor shall be before the Exercise Date. A Share allotted and issued upon the exercise of an option shall not carry voting rights until completion of the registration of the grantee as the holder thereof.

- (b) Unless the context otherwise requires, references to “Shares” in this paragraph include references to shares in the ordinary share capital of the Company of such nominal amount as shall result from a sub-division, consolidation, reclassification or reduction of the share capital of the Company from time to time.

(10) RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

- (a) No offer for the grant of options shall be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced in accordance with the requirements of the Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of:
 - (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
 - (ii) the last date on which the Company must publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement, no option may be granted.

- (b) The Directors may not grant any option to an Eligible Participant who is a Director during the periods or times in which the Directors are prohibited from dealing in Shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

(11) PERIOD OF THE NEW SCHEME

The New Scheme will remain in force for a period of 10 years commencing on the date on which the New Scheme becomes unconditional.

(12) RIGHTS ON CEASING EMPLOYMENT

If the grantee of an option is an Eligible Employee and ceases to be an Eligible Employee for any reason other than his death, ill-health or retirement in accordance with his contract of employment or for serious misconduct or other grounds referred to in paragraph (14) below before exercising his option in full, the option (to the extent not already exercised) will lapse on the date of cessation and will not be exercisable unless the Directors otherwise determine in which event the grantee may exercise the option (to the extent not already exercised) in whole or in part within

such period as the Directors may determine following the date of such cessation, which will be taken to be the last day on which the grantee was at work with the Group or the Invested Entity whether salary is paid in lieu of notice or not.

Eligible Employee means any employee, executive (including any executive director but excluding any non-executive director) manager, consultant (as to functional areas of finance, business, engineering, design, personnel administration or information technology) of the Company, any of its subsidiaries or any Invested Entity.

(13) RIGHTS ON DEATH, ILL-HEALTH OR RETIREMENT

If the grantee of an option is an Eligible Employee and ceases to be an Eligible Employee by reason of his death, ill-health or retirement in accordance with his contract of employment before exercising the option in full, his personal representative(s), or, as appropriate, the grantee may exercise the option (to the extent not already exercised) in whole or in part within a period of 12 months following the date of cessation which date shall be the last day on which the grantee was at work with the Group or the Invested Entity whether salary is paid in lieu of notice or not or such longer period as the Directors may determine.

(14) RIGHTS ON DISMISSAL

If the grantee of an option is an Eligible Employee and ceases to be an Eligible Employee by reason that he has been guilty of persistent or serious misconduct or has committed any act of bankruptcy or has become insolvent or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the grantee or the Group or the Invested Entity into disrepute), his option will lapse automatically and will not in any event be exercisable on or after the date of cessation to be an Eligible Employee.

(15) RIGHTS ON BREACH OF CONTRACT

If the Directors shall at their absolute discretion determine that (a) the grantee of any option (other than an Eligible Employee) or his associate has committed any breach of any contract entered into between the grantee or his associate on the one part and the Group or any Invested Entity on the other part or that the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally; and (b) the option granted to the grantee under the New Scheme shall lapse, his option will lapse automatically and will not in any event be exercisable on or after the date on which the Directors have so determined.

(16) RIGHTS ON A GENERAL OFFER, A COMPROMISE OR ARRANGEMENT

If a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the holders of Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the grantees on the same terms, mutatis mutandis; and assuming that they will become, by the exercise in full of the options granted to them,

Shareholders. If such offer becomes or is declared unconditional, a grantee shall be entitled to exercise his option (to the extent not already exercised) to its full extent or to the extent specified in the grantee's notice to the Company in exercise of his option at any time before the close of such offer (or any revised offer). Subject to the above, an option (to the extent not already exercised) will lapse automatically on the date on which such offer (or, as the case may be, revised offer) closes.

(17) RIGHTS ON WINDING UP

In the event of an effective resolution being proposed for the voluntary winding-up of the Company during the option period, the grantee may, subject to the provisions of all applicable laws, by notice in writing to the Company at any time prior to the date on which such resolution is passed, exercise his option (to the extent not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of the New Scheme and shall accordingly be entitled, in respect of the Shares falling to be allotted and issued upon the exercise of his option, to participate in the distribution of the assets of the Company available in liquidation *pari passu* with the Shares in issue on the day prior to the date of such resolution.

(18) ADJUSTMENTS TO THE SUBSCRIPTION PRICE

In the event of a capitalisation issue, rights issue, subdivision or consolidation of Shares or reduction of capital of the Company whilst an option remains exercisable, such corresponding alterations (if any) certified by the auditors for the time being or an independent financial adviser to the Company as fair and reasonable will be made to the number or nominal amount of Shares, the subject matter of the New Scheme and the option so far as unexercised or the option price, provided that (a) any adjustments shall give a grantee the same proportion of the issued share capital to which he was entitled prior to such alteration; (b) no adjustment shall be made the effect of which would be to enable a Share to be allotted and issued at less than its nominal value. In addition, in respect of any such adjustments, other than any adjustment made on a capitalisation issue, such auditors or independent financial adviser must confirm to the Directors in writing that the adjustments satisfy the requirements of the relevant provision of the Listing Rules; and (c) the issue of Shares or other securities of the Group as consideration in a transaction may not be regarded as a circumstance requiring adjustment.

(19) CANCELLATION OF OPTIONS

Any cancellation of options granted but not exercised must be subject to the consent of the relevant grantee and approved by the Directors, and no options will be granted in place of the cancelled options unless there are available unissued options (excluding the cancelled options) within the limit of the New Scheme as set out in paragraph (3) above headed "Maximum number of Shares"

(20) TERMINATION OF THE NEW SCHEME

The Company may by resolution at general meeting at any time terminate the operation of the New Scheme and in such event no further options shall be offered but in all other respects the provisions of the New Scheme shall remain in force to the extent necessary to give effect to the exercise of any options (to the extent not already exercised) granted prior to the termination or

otherwise as may be required in accordance with the provisions of the New Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the New Scheme.

(21) RIGHTS ARE PERSONAL TO THE GRANTEE

An option is personal to the grantee and shall not be transferable or assignable. The grantee shall not sell, transfer, mortgage, encumber or in any way create any interest in any option granted. Any breach of the foregoing will entitle the Company to cancel any outstanding option or any part thereof granted to the grantee in breach without incurring any liability on the part of the Company.

(22) LAPSE OF OPTION

An option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (a) the expiry of the period referred to in paragraph (6); and
- (b) the expiry of the periods or dates referred to in paragraphs (12), (13), (14), (15), (16) and (17).

(23) MISCELLANEOUS

- (a) The New Scheme is conditional on the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the exercise of any options which may be granted up to 10% of the Shares in issue as at the date of the Annual General Meeting under the New Scheme.
- (b) The terms and conditions of the New Scheme relating to the matters set out in rule 17.03 of the Listing Rules shall not be altered to the advantage of grantees of the options except with the approval of the Shareholders at general meeting.
- (c) Any alterations to the terms and conditions of the New Scheme which are of a material nature or any change to the terms of options granted must be approved by the Shareholders at general meeting, except where the alterations take effect automatically under the existing terms of the New Scheme.
- (d) Any change to the authority of the Directors or the scheme administrators in relation to any alteration to the terms of the New Scheme shall be approved by the Shareholders at general meeting.

(24) PRESENT STATUS OF THE NEW SCHEME

Application will be made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options which may be granted up to 10% of the Shares in issue as at the date of the Annual General Meeting under the New Scheme.

NOTICE OF ANNUAL GENERAL MEETING



EXTRAWELL PHARMACEUTICAL HOLDINGS LIMITED

精優藥業控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock code: 00858)

NOTICE IS HEREBY GIVEN that the annual general meeting of Extrawell Pharmaceutical Holdings Limited (the “Company”) will be held on Friday, 24 August 2012 at 3:00 p.m. at Concord Room II–III, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditors of the Company for the year ended 31 March 2012;
2. To re-elect retiring directors and to authorise the board of directors of the Company to fix the directors’ remuneration;
3. To re-appoint the independent auditors and to authorise the board of directors of the Company to fix their remuneration; and

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the unissued shares (each a “Share”) of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the end of the Relevant Period;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:

(aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent of 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares (each a “Share”) of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda (the “Companies Act”) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable law of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

6. **“THAT** conditional on the passing of resolution numbered 4 above, the general mandate granted to the directors of the Company pursuant to resolution numbered 4 above be and it is hereby extended by the addition to the aggregate nominal amount of the Shares of HK\$0.01 each in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 5 above.”

7. **“THAT:**

- (a) subject to the grant by The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the Shares falling to be issued pursuant to the new share option scheme (“New Scheme”), the terms of which are set out in the document marked “A” which has been produced to this meeting and signed by the chairman of this meeting for

NOTICE OF ANNUAL GENERAL MEETING

the purpose of identification, the rules of the New Scheme be and are hereby approved and adopted and the directors of the Company be and are hereby authorised to grant options and to allot, issue and deal with Shares pursuant to the exercise of any options granted thereunder and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the New Scheme; and

- (b) the aggregate nominal amount of share capital to be allotted and issued pursuant to paragraph (a) above, together with any issue of Shares upon the exercise of any options granted under any other share option schemes of the Company as may from time to time adopted by the Company, shall not exceed 10 per cent. of the Shares in issue as at the date of passing this resolution.”

By order of the Board
Extrawell Pharmaceutical Holdings Limited
Mao Yu Min
Chairman

Hong Kong, 23 July 2012

NOTICE OF ANNUAL GENERAL MEETING

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 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 (“Shares”) of the Company, more proxies to attend and vote instead of him. 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 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, 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 register of members of the Company will be closed from 22 August 2012 to 24 August 2012 (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 21 August 2012.
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.

As at the date of this notice, the executive directors are Dr. Mao Yu Min, Dr. Xie Yi, Dr. Lou Yi and Ms. Wong Sau Kuen; the independent non-executive directors are Mr. Fang Lin Hu, Mr. Xue Jing Lun and Ms. Jin Song.