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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 Forum Room II & III, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 17 October 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution which will be proposed as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

1. (a) the following proposed amendments on certain terms and conditions of the convertible bonds (“**Convertible Bonds**”) in the aggregate principal amount of HK\$715,000,000 due in 2021 issued by Innovative Pharmaceutical Biotech Limited (“**Innovative**”) to Extrawell Pharmaceutical Holdings Limited (the “**Company**”) on 28 July 2014 pursuant to the deed of amendment dated 26 July 2019 executed by the Company and Innovative be and are hereby approved:
  - (i) Payment of interest for the interest period during 28 July 2018 to 27 July 2019 and 28 July 2019 to 27 July 2020 both be extended to 28 July 2021 (the “**Extension**”); and
  - (ii) Innovative shall pay to the Company (as a bondholder of the Convertible Bonds) a sum of additional interest in the amount of HK\$11,261,250 on 28 July 2021 being the additional interest for the Extension. ((a)(i) and (ii) collectively referred to as “**Proposed Amendments**”); and

\* For identification purpose only

(b) the directors of the Company (the “**Directors**”) are hereby authorised 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 Proposed Amendments and the transaction contemplated thereby.”

By Order of the Board  
**Extrawell Pharmaceutical Holdings Limited**  
**Xie Yi**  
*Chairman*

Hong Kong, 16 September 2019

*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 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 Level 54, Hopewell Centre, 183 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. 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 October 2019 to 17 October 2019 (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 11 October 2019.

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, Dr. Lou Yi, Mr. Cheng Yong, Ms. Wong Sau Kuen, Mr. Liu Kwok Wah and Mr. Lu Zhiqiang; the independent non-executive Directors are Mr. Fang Lin Hu, Mr. Xue Jing Lun and Ms. Jin Song.*