



## PHARMESIS INTERNATIONAL LTD.

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200309641E)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of **PHARMESIS INTERNATIONAL LTD.** (the “**Company**”) will be held at 5 Kallang Sector, #03-02, Singapore 349279 on 27 December 2016 at 10.30 a.m., for the purpose of considering, and if thought fit, passing, with or without modifications:

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 12 December 2016.

#### ORDINARY RESOLUTIONS:

##### Ordinary Resolution 1: The Proposed Adoption Of The New IPT General Mandate

###### THAT:

- (a) approval be and is hereby given, for the purpose of Chapter 9 of the Listing Manual (“**Chapter 9**”), in particular for the purposes of Rule 920 of the Listing Manual in relation to a general mandate from the Shareholders, for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in Section 2.3 of this Circular, with any party who is of the class of interested persons described in Section 2.2 of this Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions (“**New IPT General Mandate**”);
- (b) the New IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) the Directors and each of them be and is hereby authorised to take such steps, complete and do all such things (including without limitation to execute all such agreements and documents as may be required and to approve any amendments, alterations or modifications to any documents) as they or he may consider necessary, desirable, expedient or in the interests of the Company to give effect to the New IPT General Mandate and/or this Ordinary Resolution 1 as they or he may deem fit.

##### Ordinary Resolution 2: The Proposed Acquisition Of The Ying Bin Property, Through Its Wholly-Owned Subsidiary, As An Interested Person Transaction And A Major Transaction

###### THAT:

- (a) approval be and is hereby given for the purposes of Chapter 9 and Chapter 10 of the Listing Manual for the proposed acquisition by 成都国嘉联合制药有限公司 (Chengdu Kinna Pharmaceutical Co., Ltd) (“**Chengdu Kinna Pharma**”), a wholly-owned subsidiary of the Company, of two (2) units in a development under construction located at No. 8 Ying Bin Avenue of Jinniu District, Chengdu, Sichuan Province, PRC from 成都国嘉投资股份有限公司 (Chengdu Kinna Investment Co., Ltd.) (“**Chengdu Kinna Investment**”), for a consideration of RMB 6,973,280, on the terms and subject to the conditions of the sale and purchase agreements entered into between Chengdu Kinna Pharma and Chengdu Kinna Investment;
- (b) the Directors and each of them be and is hereby authorised to take such steps, complete and do all such things (including without limitation to execute all such agreements and documents as may be required and to approve any amendments, alterations or modifications to any documents) as they or he may consider necessary, desirable, expedient or in the interests of the Company to give effect to the acquisition of the Ying Bin Property and/or this Ordinary Resolution 2 as they or he may deem fit.

##### Ordinary Resolution 3: The Proposed Acquisition Of The Jiangyou Neautus Shares, Through Its Wholly-Owned Subsidiary, As An Interested Person Transaction And A Major Transaction

###### THAT:

- (a) approval be and is hereby given for the purposes of Chapter 9 and Chapter 10 of the Listing Manual for the proposed acquisition by Chengdu Kinna Pharma, a wholly-owned subsidiary of the Company, of the entire issued and paid-up share capital of 江油新荷花中药科技有限公司 (Jiangyou Neautus Traditional Chinese Medicine Technology Co. Ltd.) (“**Jiangyou Neautus**”) from 四川新荷花中药饮片股份有限公司 (Sichuan Neautus Traditional Chinese Medicine Co., Ltd) (“**Sichuan Neautus**”), for a consideration of RMB 8,631,000, on the terms and subject to the conditions of the sale and purchase agreement entered into between Chengdu Kinna Pharma and Sichuan Neautus;
- (b) the Directors and each of them be and is hereby authorised to take such steps, complete and do all such things (including without limitation to execute all such agreements and documents as may be required and to approve any amendments, alterations or modifications to any documents) as they or he may consider necessary, desirable, expedient or in the interests of the Company to give effect to the acquisition of the Jiangyou Neautus Shares and/or this Ordinary Resolution 3 as they or he may deem fit.

#### BY ORDER OF THE BOARD

Lee Pay Lee  
Company Secretary  
12 December 2016

#### NOTES:

1. A member of the Company (“**Member**”) entitled to attend and vote at the Extraordinary General Meeting (“**EGM**”) is entitled to appoint one (1) or two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. Where a member (other than a Relevant Intermediary) appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
3. A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).  
\* A Relevant Intermediary means:
  - (a) a banking corporation licensed under the Banking Act (Chapter 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the EGM.
5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company’s Share Registrar, RHT Corporate Advisory Pte. Ltd. at 9 Raffles Place #29-01, Republic Plaza Tower 1, Singapore 048619, not less than 48 hours before the time appointed for holding the EGM.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under the seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of an appointor, the letter of power attorney or a duly certified copy thereof must be lodged with the instrument.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such as it thinks fit to act as its representatives at the EGM, in accordance with the section 179 of the Companies Act (Chapter 50) of Singapore.
8. An investor who holds shares under the Central Provident Fund Investment Scheme (“**CPF Investor**”) and/or the Supplementary Retirement Scheme (“**SRS Investors**”) (as may be applicable) may attend and cast his vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending in EGM.

#### General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegal or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by CDP to the Company.

#### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.