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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your securities in **Purapharm Corporation Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**PuraPharm**

**PURAPHARM CORPORATION LIMITED**

**培力農本方有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1498)**

### **(1) PROPOSED CAPITAL REDUCTION AND SUBDIVISION OF UNISSUED SHARES; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meaning as those defined in this circular, unless the context requires otherwise.

A notice convening the EGM to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Wednesday, 27 November 2024, at 11:00 a.m. or any adjournment thereof is set out on pages 11 to 13 of this circular. A form of proxy for use at the EGM is also enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchange and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.purapharm.com](http://www.purapharm.com)).

Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should you so desire, and in such event, the instrument appointing a proxy shall be deemed to be revoked. For the avoidance of doubt, holders of treasury shares (if any) shall abstain from voting at the EGM of the Company.

5 November 2024

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:*

“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Capital Reduction”	the proposed reduction of the issued share capital of the Company by reducing the par value of each issued Ordinary Share from US\$0.1 to US\$0.001 by cancelling the paid up share capital to the extent of US\$0.099 per issued Ordinary Share
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Companies Act”	the Companies Act, Cap. 22 (As Revised), of the Cayman Islands as consolidated and revised
“Company”	PuraPharm Corporation Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board (Stock Code: 1498)
“Court”	the Grand Court of the Cayman Islands
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Wednesday, 27 November 2024 for the purpose of considering and, if thought fit, approving, among other things, Capital Reduction and the Subdivision
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries (from time to time)

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## DEFINITIONS

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“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	1 November 2024, being the latest practicable date prior to the printing of this circular
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on Stock Exchange
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company, as amended from time to time
“New Ordinary Share(s)”	ordinary share(s) with par value of US\$0.001 each in the share capital of the Company immediately following Capital Reduction and the Subdivision becoming effective
“Ordinary Share(s)”	ordinary share(s) with par value of US\$0.1 each in the share capital of the Company prior to Capital Reduction and the Subdivision becoming effective
“Share(s)”	the ordinary share(s) in the share capital of the Company from time to time
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivision”	the proposed sub-division of each authorised but unissued Ordinary Share into 100 authorised but unissued New Ordinary Shares
“US\$”	United States dollar(s), the official currency of the U.S.

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## EXPECTED TIMETABLE

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*The expected timetable for the Capital Reduction and the Subdivision is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only.*

<b>Event</b>	<b>Time and Date</b>
Date of issue of circular with notice of the EGM . . . . .	Tuesday, 5 November 2024
Latest time for lodging share transfer in order to qualify for attending and voting at the EGM . . . . .	4:30 p.m. on Thursday, 21 November 2024
Closure of register of members for determining the entitlement to attend and vote at the EGM . . . . .	Friday, 22 November 2024- Wednesday, 27 November 2024
Latest time for lodging forms of proxy for the EGM . . . . .	11:00 a.m. on Monday, 25 November 2024
Record date for attendance and voting at the EGM . . . . .	Wednesday, 27 November 2024
Date and time of the EGM . . . . .	11:00 a.m. on Wednesday, 27 November 2024
Announcement of voting results of the EGM . . . . .	Wednesday, 27 November 2024

**The following events are conditional on the fulfilment of the conditions for the implementation of the Capital Reduction and Sub-division and therefore the dates are tentative:**

Expected time of Capital Reduction and the Subdivision being effective . . . . .	before 9:00 a.m. on Monday, 27 January 2025
Commencement of dealing in the New Ordinary Shares. . . . .	9:00 a.m. on Monday, 27 January 2025
First day of free exchange of existing share certificates for new shares certificates for the New Ordinary Shares . . . . .	9:00 a.m. on Monday, 27 January 2025
Last day for free exchange of existing share certificates for new share certificates for the New Ordinary Share. . . . .	4:00 p.m. on Thursday, 27 February 2025

All times and dates in this circular refer to Hong Kong local times and dates. The expected timetable set out above is indicative only and may be subject to change. Further announcement(s) will be made as and when appropriate.

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## LETTER FROM THE BOARD

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**PuraPharm**

**PURAPHARM CORPORATION LIMITED**

**培力農本方有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1498)**

*Executive Directors:*

Mr. Chan Yu Ling, Abraham (*Chairman*)

Ms. Man Yee Wai, Viola

*Non-executive Director:*

Mr. Leung Stephen Kwok Keung

*Independent non-executive Directors:*

Mr. Ho Kwok Wah, George

Dr. Leung Lim Kin, Simon

Prof. Tsui Lap Chee

*Registered office:*

P.O. Box 31119 Grand Pavilion  
Hibiscus Way, 802 West Bay Road  
Grand Cayman

KY1-1205, Cayman Islands

*Headquarter and principal place of  
business in Hong Kong:*

Unit 201–207, 2/F.,  
Wireless Centre, Phase One,  
Hong Kong Science Park,  
Tai Po, New Territories, Hong Kong

5 November 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CAPITAL REDUCTION AND SUBDIVISION OF  
UNISSUED SHARES;  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 1 November 2024 in respect of the proposed Capital Reduction and Subdivision.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with, among other things, details of (i) the Capital Reduction and the Subdivision; and (ii) the notice of the EGM at which special resolutions will be proposed to approve the Capital Reduction and the Subdivision.

### 2. PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND SUBDIVISION OF UNISSUED SHARES

As at the date of the Latest Practicable Date, the authorised share capital of the Company is US\$5,000,000,000 divided into 50,000,000,000 Ordinary Shares, of which 395,897,275 Ordinary Shares have been issued and are fully paid or credited as fully paid and 49,604,102,725 Ordinary Shares remain unissued. The Board proposes the Capital Reduction and the Subdivision to be implemented in the following manner:

- (i) the par value of each of the issued Ordinary Shares be reduced from US\$0.1 to US\$0.001 per issued Ordinary Share by cancelling the paid up share capital to the extent of US\$0.099 per issued Ordinary Share by way of a reduction of capital, so as to form issued New Ordinary Shares with par value of US\$0.001 each;
- (ii) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Ordinary Shares with par value of US\$0.1 each be subdivided into 100 authorised but unissued New Ordinary Shares with par value of US\$0.001 each. Immediately following the Capital Reduction and the Subdivision becoming effective, the authorised share capital of the Company shall be US\$5,000,000,000 divided into 5,000,000,000,000 New Ordinary Shares by the creation of such number of additional authorised but unissued New Ordinary Shares as shall be sufficient to maintain the authorised share capital of the Company to US\$5,000,000,000 divided into 5,000,000,000,000 New Ordinary Shares;
- (iii) the credit arising from the Capital Reduction be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction and the Subdivision in a manner as permitted by all applicable laws and the Memorandum and Articles of Association and as the Board considers appropriate, thereby reducing the accumulated losses of the Company. The balance of credit (if any) will be transferred to a distributable reserve account of the Company and be applied for such purposes as permitted by all applicable laws and the Memorandum and Articles of Association and as the Board considers appropriate; and
- (iv) each of the New Ordinary Shares immediately following the Capital Reduction and the Subdivision becoming effective shall rank *pari passu* in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the Memorandum and Articles of Association.

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## LETTER FROM THE BOARD

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Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date on which the Capital Reduction and the Subdivision become effective, the share capital structure of the Company will be as follows:

	<b>As of the Latest Practicable Date</b>	<b>Immediately after the Capital Reduction and the Subdivision becoming effective</b>
Par value	US\$0.1 per Ordinary Share	US\$0.001 per New Ordinary Share
Amount of the authorised share capital	US\$5,000,000,000	US\$5,000,000,000
Number of authorised shares	50,000,000,000 Ordinary Shares	5,000,000,000,000 New Ordinary Shares
Amount of the issued share capital	US\$39,589,727.500	US\$395,897.275
Number of issued shares	395,897,275 Ordinary Shares	395,897,275 New Ordinary Shares

The size of each board lot of the New Ordinary Shares will remain the same as that of the Ordinary Shares, being 500 New Ordinary Shares per board lot. The New Ordinary Shares will rank *pari passu* in all respects with each other.

As at the Latest Practicable Date, 395,897,275 Ordinary Shares have been issued and are fully paid or credited as fully paid. Assuming that the par value of each of the 395,897,275 issued Ordinary Shares will be reduced from US\$0.1 to US\$0.001 per issued Ordinary Share by cancelling the paid up share capital to the extent of US\$0.099 per issued Ordinary Share by way of a reduction of capital, so as to form issued New Ordinary Shares with par value of US\$0.001 each, the Company's existing issued share capital of US\$39,589,727.500 will be reduced by US\$39,193,830.225 to US\$395,897.275.



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## **LETTER FROM THE BOARD**

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### **REASONS FOR AND EFFECTS OF THE CAPITAL REDUCTION AND THE SUBDIVISION**

The proposed Capital Reduction and the Subdivision will enable the par value of the Shares to be reduced from US\$0.1 to US\$0.001 each. The credit arising from the Capital Reduction will be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction and the Subdivision in a manner as permitted by all applicable laws and the Memorandum and Articles of Association and as the Board considers appropriate, thereby reducing the accumulated losses of the Company. Such credit will be transferred to the capital reduction reserve account of the Company or other reserve account of the Company which may be utilised by the Board in any manner as the Board may deem fit and as may be permitted under the applicable laws.

Since the Shares were trading below par value recently, the Board considers that the Capital Reduction and the Subdivision will enable the nominal or par value of the Shares to be reduced from US\$0.1 to US\$0.001 each, for the purpose of further enhancing flexibility to the Company to issue new shares in the future given that the Company is not permitted, without order of the Court, to issue new shares below their nominal or par value. It is important for Shareholders to note that, at this stage, there can be no assurance that any dividends will be declared or paid in the future, or that the Company will issue New Ordinary Shares, even if Capital Reduction and the Subdivision take effect.

As such, the Directors are of the view that Capital Reduction and the Subdivision are in the best interests of the Company and its Shareholders as a whole.

Save for applying the credit arising from the Capital Reduction towards offsetting the accumulated losses of the Company and the expenses to be incurred in relation to Capital Reduction and the Subdivision, the Directors consider that the Capital Reduction and the Subdivision will have no material effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders in the Company.

### **CONDITIONS OF THE CAPITAL REDUCTION AND THE SUBDIVISION**

The Capital Reduction and the Subdivision are conditional on the following conditions being fulfilled:

- (i) the Shareholders' approval by way of special resolution at the EGM to be convened and held to consider and, if thought fit, approve, among other things, the Capital Reduction and the Subdivision;

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## LETTER FROM THE BOARD

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- (ii) an order being made by the Court confirming the Capital Reduction;
- (iii) compliance with any conditions which the Court may impose in relation to the Capital Reduction;
- (iv) registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Act with respect to the Capital Reduction; and
- (v) the Listing Committee granting the listing of, and permission to deal in, the New Ordinary Shares arising from the Capital Reduction and the Subdivision.

The Capital Reduction and the Subdivision will become effective when the conditions mentioned above are fulfilled. Upon the approval by the Shareholders of the Capital Reduction and the Subdivision at the EGM by way of special resolution, the legal advisers to the Company (as to the Cayman Islands law) will apply to the Court for hearing date(s) to confirm the Capital Reduction and a further announcement will be made by the Company as soon as practicable after the Court hearing date(s) is confirmed.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

### LISTING AND DEALINGS

An application will be made to the Listing Committee for the listing of, and permission to deal in, the New Ordinary Shares arising from the Capital Reduction and the Subdivision.

The New Ordinary Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the New Ordinary Shares on the Stock Exchange as well as compliance with the stock admission requirements of the HKSCC, the New Ordinary Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Ordinary Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

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## LETTER FROM THE BOARD

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### EXCHANGE OF CERTIFICATES FOR NEW ORDINARY SHARES

As the Court hearing date(s) has yet to be fixed, the effective date of the Capital Reduction and the Subdivision is not ascertainable at present. Should the Capital Reduction and the Subdivision become effective, Shareholders may submit existing certificates in green colour for the Ordinary Shares to the registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for exchange, at the expense of the Company, from the effective date of the Capital Reduction and the Subdivision, for certificates for the New Ordinary Shares. Details of such exchange of share certificates will be announced as soon as the effective date of the Capital Reduction and the Subdivision is ascertained.

All existing certificates of the Shares will continue to be evidence of title to such Shares and be valid for delivery, trading and settlement purpose.

### 3. EGM

The EGM will be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong at 11:00 a.m. (Hong Kong time) on Wednesday, 27 November 2024 for the Shareholders to consider and, if thought fit, pass a special resolution for approving the proposed Capital Reduction and the Subdivision. All resolutions will be conducted by way of poll at the EGM and an announcement on the results of the EGM will be made by the Company after the EGM.

To the best knowledge, information and belief of the Directors, no Shareholder has a material interest in the Capital Reduction and the Subdivision, and is required to abstain from voting on the resolutions for approving the proposed Capital Reduction and the Subdivision at the EGM.

The notice of EGM is set out on pages 11 to 13 of this circular.

Pursuant to 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. To the best of the knowledge, information and belief of the Directors, none of the Shareholders is required to abstain from voting on any of the resolutions to be proposed at the EGM. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 22 November 2024 to Wednesday, 27 November 2024 (both dates inclusive) during which period no transfer of the Shares will be registered. In order to be qualified for the entitlement to attend and vote at the EGM, all properly completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. (Hong Kong time) on Thursday, 21 November 2024.

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## LETTER FROM THE BOARD

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A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchange and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.purapharm.com](http://www.purapharm.com)). Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should you so desire, and in such event, the instrument appointing a proxy shall be deemed to be revoked. For the avoidance of doubt, holders of treasury shares (if any) shall abstain from voting at the EGM of the Company.

#### 4. RECOMMENDATION

The Directors consider that the proposed resolutions in relation to the proposed Capital Reduction and the Subdivision to be put forward at the EGM are in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

#### 5. 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.

By Order of the Board  
**PuraPharm Corporation Limited**  
**Chan Yu Ling, Abraham**  
*Chairman and Executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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PuraPharm

PURAPHARM CORPORATION LIMITED

培力農本方有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 1498)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of PuraPharm Corporation Limited (the “**Company**”) will be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Wednesday, 27 November 2024 at 11:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as a special resolution of the Company:

#### SPECIAL RESOLUTION

1. “THAT subject to and conditional upon (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (“**Court**”) (if applicable); (ii) the compliance with any conditions which the Court may impose in relation to the Capital Reduction (as defined below); (iii) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction (as defined below) and the minutes approved by the Court containing the particulars required under the Companies Act with respect to the Capital Reduction (as defined below); and (iv) the listing committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, the New Ordinary Shares (as defined below) arising from the Capital Reduction (as defined below) and the Subdivision (as defined below), with effect from the date on which the aforesaid conditions are fulfilled (“**Effective Date**”):
  - (a) the par value of each issued and paid-up existing share (“**Existing Ordinary Share**”) be reduced from US\$0.1 each to US\$0.001 each by cancelling the paid-up share capital to the extent of US\$0.099 on each Existing Ordinary Share in issue on the Effective Date (the “**Capital Reduction**”) so that following the Capital Reduction each such issued Ordinary Share with a par value of US\$0.1 shall be treated as one fully paid-up share with a par value of US\$0.001 (“**New Ordinary Shares**”) in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company;

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (b) immediately following the Capital Reduction becoming effective, each of the then authorised but unissued Existing Ordinary Shares with par value of US\$0.1 each be subdivided into 100 unissued New Ordinary Shares with a par value of US\$0.001 each in the share capital of the Company (“**Subdivision**”);
- (c) immediately following the Capital Reduction and the Subdivision becoming effective, the authorised share capital of the Company will be changed from US\$5,000,000,000 divided into 50,000,000,000 Ordinary Shares to US\$5,000,000,000 divided into 5,000,000,000,000 New Ordinary Shares by creation of such number of additional authorised but unissued New Ordinary Share as shall be sufficient to maintain the authorised share capital of the Company to US\$5,000,000,000 divided into 5,000,000,000,000 New Ordinary Shares;
- (d) the credit arising from the Capital Reduction and the Subdivision shall be applied towards offsetting the accumulated losses of the Company as at the Effective Date and the balance (if any) will be transferred to a distributable reserve account of the Company and be applied for such purposes as permitted by all applicable laws and the memorandum and articles of association of the Company (“**Memorandum and Articles of Association**”) and as the directors of the Company (“**Directors**”) consider appropriate and all actions in relation thereto be approved, ratified and confirmed;
- (e) each of the New Ordinary Shares immediately following the Capital Reduction and the Subdivision becoming effective shall rank *pari passu* in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the Memorandum and Articles of Association; and
- (f) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Subdivision and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction and the Subdivision.”

By Order of the Board  
**PuraPharm Corporation Limited**  
**Chan Yu Ling, Abraham**  
*Chairman and Executive Director*

Hong Kong, 5 November 2024

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. All resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. For determining the entitlement of the member of the Company to attend and vote at the EGM, the register of members of the Company will be closed from 22 November 2024 to 27 November 2024, both days inclusive, during which no transfer of the Shares will be effected. In order to be entitled to attend and vote at the EGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 21 November 2024.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorized.
5. To be valid, the instrument appointing a proxy and (if required by the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be).
6. Where there are joint holders of any shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked. For the avoidance of doubt, holders of treasury shares (if any) shall abstain from voting at the EGM of the Company.
8. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 5 November 2024.
9. If tropical cyclone warning signal no. 8 or above, or a black rainstorm warning or “extreme conditions” caused by super typhoon is in effect at any time after 8:30 a.m. on Wednesday, 27 November 2024, the EGM will be postponed and further announcement for details of alternative meeting arrangements will be made. The EGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
10. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the executive Directors of the Company are Mr. Chan Yu Ling, Abraham and Ms. Man Yee Wai, Viola; the non-executive Director of the Company is Mr. Leung Stephen Kwok Keung; and the independent non-executive Directors of the Company are Mr. Ho Kwok Wah, George, Dr. Leung Lim Kin, Simon and Prof. Tsui Lap Chee.*