

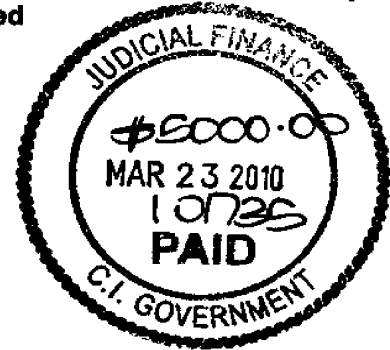
**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO. FSD0000 OF 2010()

**IN THE MATTER OF Hao Wen Holdings Limited 皓文控股有限公司 formerly
known as Everpride Biopharmaceutical Company Limited**

AND in the matter of the Companies Law (2009 Revision)

AND the Grand Court Rules 1995 Order 102

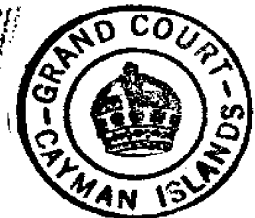
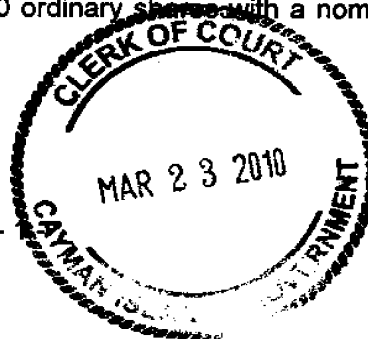


PETITION

TO: The Grand Court of the Cayman Islands

**THE PETITION of Hao Wen Holdings Limited 皓文控股有限公司 formerly
known as Everpride Biopharmaceutical Company Limited shows as follows:**

1. The object of this Petition is to seek an Order of the Court pursuant to section 15 of the Companies Law (2009 Revision) (the "Companies Law") confirming a reduction of the capital of your Petitioner **Hao Wen Holdings Limited 皓文控股有限公司** formerly known as **Everpride Biopharmaceutical Company Limited** (the "Company").
2. The Company was incorporated under the Companies Law on 1 August, 2000 and registered in the Cayman Islands as an exempted company with registration number CR-102827.
3. The registered office of the Company is situated at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111 Cayman Islands.
4. Upon the date of incorporation of the Company, its authorized share capital HK\$100,000 divided into 1,000,000 ordinary shares with a nominal or par value of HK\$0.10 each (the "Shares").



restrictions which in the absence of any such determination by the Company in general meeting, as the Directors may determine provided always that where the Company issues shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting";

- (iv) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association (subject, nevertheless, to the Law), and may be such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
- (v) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled or, in the case of shares, without par value, diminish the number of shares into which its capital is divided."

"Article 6 The Company may from time to time by special resolution, subject to any confirmation or consent required by the Law, reduce its share capital or any share premium account or any capital

redemption reserve or other undistributable reserve in any manner permitted by law.”

9. By a special resolution of the Company (the "Special Resolution") duly passed in accordance with section 14(1) of the Companies Law at an extraordinary general meeting held on 20 January, 2010 (the "Extraordinary General Meeting"), it was resolved:

"THAT conditional upon (i) approval by the Grand Court of the Cayman Islands (the "Court") of the Capital Reduction (as defined below); (ii) 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 minute approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction (as defined below) and compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction (as defined below); and (iii) the Listing Committee of the Stock Exchange granting its approval to the listing of, and permission to deal in, the new ordinary shares of the Company of HK\$0.01 each ("new Shares") in issue immediately upon the date (the "Effective Date") on which the Capital Reduction (as defined below) becomes effective:

- (A) the nominal value of all of the issued shares of the Company ("Shares") be reduced from HK\$0.10 each to HK\$0.01 each (the "New Shares") by cancelling its paid-up capital to the extent of HK\$0.09 on each share in issue as of the Effective Date by way of a reduction of capital (the "Capital Reduction") 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 of the Company hereby cancelled be made available for issue of New Shares of the Company so that the authorised capital of the Company of HK\$200,000,000 remains unchanged on the Effective Date;
- (B) subject to and forthwith upon the Capital Reduction becoming effective, the credit arising from the Capital Reduction be transferred to the capital

reduction reserve account of the Company where it may be utilised by the directors of the Company in the same manner as other reserve accounts of the Company (such as share premium account and capital redemption account) in accordance with the articles of association of the Company and all applicable laws;

- (C) subject to and forthwith upon the Capital Reduction becoming effective, the unissued share capital of the Company together with all the credit arising from the Capital Reduction shall be and is hereby cancelled and diminished (the "Capital Cancellation and Diminution");
- (D) subject to and forthwith upon the Capital Reduction becoming effective, and immediately after the Capital Cancellation and Diminution, the authorized share capital of the Company be hereby increased to HK\$200,000,000 by creation of additional New Shares of HK\$0.01 each (the "Capital Increase"); and
- (E) the directors of the Company be and are hereby authorised generally to do all things as they may consider appropriate and desirable to effect and implement the Capital Reduction, the Capital Cancellation and Diminution, the Capital Increase and application of credit arising from the Capital Reduction.

Each of the capitalised terms referred to in the Special Resolution above is defined in the information circular exhibited to the affirmation of Mr. Hu Yangxiong ("HYX - 5").

10. The number of members of the Company present and voting in person or by corporate representatives or by proxy at the Extraordinary General Meeting was as set out in the table below:-

	Present & Voting	For	Against
How Present	No.	No. of shares voted	No. of shares voted
In person/by corporate representatives	6 members	322,285,000 shares	51,340,000 shares
By proxy	1 member	20,000,000 shares	0 share
Total	7 members	342,285,000 shares	51,340,000 shares

The resolution was voted on by way of poll and the members present and voting in person or by corporate representatives or by proxy at the Extraordinary General Meeting represents more than three-fourths of the votes cast for the resolution approved the Capital Reduction and therefore the chairman of the Extraordinary General Meeting declared the resolution passed in accordance with the Articles of Association of the Company.

11. The Company had an audited accumulated loss of about RMB135 million (equivalent to HK\$154 million at the exchange rate of HK\$100:RMB88.15 on 31 December 2008) for the year ended 31 December 2008. Based on the latest unaudited accounts of the Company for the period ended 31 January 2010 (the "Management Accounts"), there were unaudited accumulated losses of about HK\$142 million. The credit arising from the Capital Reduction will be used to cancel the accumulated losses of the Company with the balance (if any) to be transferred to the capital reduction reserve account of the Company, if any. It is expected that part of the accumulated losses of the Company will be eliminated after the Capital Reduction. In addition, the Board is of the opinion that the Capital Reorganisation will provide the Company with greater flexibility for the issue of new Adjusted Shares in the future. Accordingly, the Board is of the view

that the Capital Reorganisation is beneficial to the Company and the shareholders as a whole.

12. The proposed Capital Reduction does not involve either the diminution of any liability in respect of unpaid capital and the Company has no intention to make any payment of paid up capital to any shareholder. Furthermore, the Capital Reduction will not alter the underlying assets, business operations, management or financial position of the Company nor will it affect the proportionate interests of the shareholders of the Company.

13. The form of Minute proposed to be registered is as follows:-

"The issued share capital of Hao Wen Holdings Limited 皓文控股有限公司 formerly known as Everpride Biopharmaceutical Company Limited (the "Company") was by virtue of a Special Resolution passed on 20 January 2010 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [], 2010, reduced from HK\$0.10 per each issued share to HK\$0.01 per each issued share (the "Capital Reduction"). Upon the Capital Reduction becoming effective, the unissued share capital Company together with all the credit arising from the Capital Reduction were cancelled and diminished. The authorized share capital of the Company was then increased to HK\$200,000,000 by creation of additional New Shares of HK\$0.01 each. At the date of the registration of this Minute, the authorised share capital of the Company is HK\$200,000,000 divided into 20,000,000,000 shares with a nominal or par value of HK\$0.01 each"

Your Petitioner, the Company, therefore prays as follows:

- (1) That the Capital Reduction of the Company proposed to be effected by the Special Resolution set forth in paragraph 9 of this Petition may be confirmed and that the above-mentioned Minute may be approved by the Court.
- (2) That to this end, all necessary inquiries and directions may be made and given.
- (3) Such further and other order as this Honourable Court shall think fit.

NOTE: It is intended to serve this Petition on **Hao Wen Holdings Limited** 皓文控股有限公司 formerly known as Everpride Biopharmaceutical Company Limited, at its registered office located at the offices of Codan Trust Company (Cayman) Limited, at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111 Cayman Islands.

DATED THIS 23rd DAY OF March 2010.


CONYERS DILL & PEARMAN
Attorneys-at-Law for the Petitioner herein

Notice of Hearing

This Petition having been presented to the Court on the 23rd day of March 2010 will be heard at the Law Courts, George Town, Grand Cayman on the 14th day of May 2010 at 10:00 am/pm or as soon thereafter as the Petition can be heard.

This Petition was filed by Conyers Dill & Pearman, Attorneys-at-Law for and on behalf of the Petitioner herein whose address for service is that of its Attorneys, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands