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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your securities in Wai Yuen Tong Medicine 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, licensed securities dealer or other agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

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

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**WAI YUEN TONG MEDICINE HOLDINGS LIMITED**

**(位元堂藥業控股有限公司\*)**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 897)**

**PROPOSED RE-ELECTION OF DIRECTORS,  
THE GRANT OF THE NEW ISSUE MANDATE AND  
THE REPURCHASE MANDATE  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of Wai Yuen Tong Medicine Holdings Limited to be held at Garden Rooms A & B, 2nd Floor, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 30 August 2007 at 10:45 a.m. is set out on pages 12 to 15 of this circular.

Whether or not you intend to attend and vote in person at the AGM, 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 and transfer office in Hong Kong, Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the AGM. Such form of proxy for use at the AGM is also published on the websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company (<http://www.wyth.net>). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

\* For identification purpose only

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Garden Rooms A & B, 2nd Floor, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 30 August 2007 at 10:45 a.m.
“associate”	has the same meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Code”	the Hong Kong Code on Takeovers and Mergers
“Company”	Wai Yuen Tong Medicine Holdings Limited (位元堂藥業控股有限公司*), an exempted company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“Convertible Loan Stock”	the 9.5% convertible unsecured loan stock in an aggregate principle amount of £590 due in September 2008 issued by the Company on 12 January 1999
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 July 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional 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 of the relevant resolution granting the new issue mandate

\* For identification purpose only

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase during the prescribed period the 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 granting the repurchase mandate
“Share Option Scheme”	the share option scheme adopted by the Shareholders at the special general meeting of the Company held on 18 September 2003
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed thereto under the Listing Rules
“Wang On Group”	Wang On Group Limited (宏安集團有限公司*), the substantial shareholder of the Company and the shares of which are listed on the main board of the Stock Exchange, and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**WAI YUEN TONG MEDICINE HOLDINGS LIMITED**

(位元堂藥業控股有限公司\*)

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 897)**

*Executive Directors:*

Mr. Tang Ching Ho (*Chairman*)

Mr. Chan Chun Hong, Thomas (*Managing Director*)

*Independent non-executive Directors:*

Mr. Leung Wai Ho

Mr. Siu Man Ho, Simon

Mr. Yuen Chi Choi

Mr. Cho Wing Mou

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal*

*place of business:*

5th Floor

Wai Yuen Tong Medicine Building

9 Wang Kwong Road

Kowloon Bay

Kowloon

Hong Kong

30 July 2007

*To the Shareholders and,*

*for information only, the share option holders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,  
THE GRANT OF THE NEW ISSUE MANDATE AND  
THE REPURCHASE MANDATE  
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 AGM. These include (i) the proposed re-election of the Directors who are due to retire at the AGM; and (ii) the grant of the New Issue Mandate and the Repurchase Mandate. A notice of the AGM including the resolutions to be proposed at the AGM is set out on pages 12 to 15 of this circular.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### RE-ELECTION OF THE DIRECTORS

In accordance with Bye-law 87(1) of the Bye-laws, Mr. Cho Wing Mou and Mr. Siu Man Ho, Simon will retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

Details of Mr. Cho Wing Mou and Mr. Siu Man Ho, Simon required to be disclosed pursuant to the Listing Rules are set out in Appendix I to this circular.

Mr. Cho Wing Mou and Mr. Siu Man Ho, Simon, both are independent non-executive Directors, have made annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and are independent in accordance with terms of the guidelines.

### THE GRANT OF THE NEW ISSUE MANDATE AND THE REPURCHASE MANDATE

At the annual general meeting of the Company held on 17 August 2006, the Directors were granted a general mandate to repurchase Shares on the Stock Exchange and at the special general meeting of the Company held on 26 July 2007, the Directors were granted a general mandate (as refreshed) to allot, issue and deal with Shares. These mandates will expire at the conclusion of the AGM. The Directors will seek the approval of the Shareholders for the grant of the New Issue Mandate and the Repurchase Mandate at the AGM. The Directors have no immediate plans to allot and issue any Shares.

An explanatory statement in respect of the Repurchase Mandate required under the Listing Rules to be included in this circular is set out in Appendix II to this circular.

### THE AGM

A notice convening the AGM to be held at Garden Rooms A & B, 2nd Floor, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 30 August 2007 at 10:45 a.m. is set out on pages 12 to 15 of this circular.

Right to demand a poll on the resolutions proposed at the AGM is set out in Appendix III to this circular. The chairman of the AGM will exercise his power under Bye-law 66 of the Bye-laws to put each of the resolutions to be proposed at the AGM to the vote by way of a poll.

Proxy form for use at the AGM is enclosed with this circular. Such form of proxy for use at the AGM is also published on the websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company (<http://www.wyth.net>). Whether or not you intend to attend and vote in person at the AGM, 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 and transfer office in Hong Kong, Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that (i) the proposed re-election of the Directors; and (ii) the grant of the New Issue Mandate and the Repurchase Mandate, are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM in respect thereof.

Yours faithfully,

For and on behalf of the Board

**Wai Yuen Tong Medicine Holdings Limited**

(位元堂藥業控股有限公司\*)

**Tang Ching Ho**

*Chairman*

\* For identification purpose only

The biographical details of the two Directors (as required by the Listing Rules) proposed and to be re-elected at the AGM to be held on 30 August 2007:

1. **Mr. CHO Wing Mou**, aged 66, joined the Company as an independent non-executive Director in September 2001. He is also a member of the each of the audit committee and the remuneration committee of the Company. He has over 40 years' experience in banking industry and was formerly as a director and deputy general manager of Hua Chiao Commercial Bank Limited and The China State Bank, Limited. He is a committee member of the 8th Political Consultative Conference Guangxi, a committee member of the 1st and 2nd Political Consultative Conference of Yulin City, Guangxi Province and a committee member of Political Consultative Conference of Maoming City, Guangdong Province and also the Chairman of Supervisor Gee Tuck General Association Hong Kong Limited and the vice president of Gee Tuck World Association Limited. Mr. Cho did not hold any other directorship in listed public companies during the past three years. Apart from being an independent non-executive director of the Company, Mr. Cho dose not hold any position with the Group.

As at the Latest Practicable Date, no service contract has been entered into between the Company and Mr. Cho. He is entitled to a director's fee of HK\$120,000 per annum and he will be also entitled to a fee in the amount of HK\$20,000 per annum determined with reference to his duties as a member of the audit committee of the Company. Pursuant to the Bye-laws, Mr. Cho will be subject to the retirement by rotation and re-election at any subsequent annual general meeting of the Company.

As at the Latest Practicable Date, Mr. Cho did not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) or any interest of the Company. He does not have interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Cho involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Directors are not aware of any other matters regarding the re-election of Mr. Cho that needs to be brought to the attention of the Shareholders.

2. **Mr. SIU Man Ho, Simon**, aged 33, joined the Company as an independent non-executive Director in August 2001. He is also a member of the audit committee of the Company and the chairman of the remuneration committee of the Company. He is a practicing solicitor of the High Court of Hong Kong. He obtained a bachelor of Laws degree from the University of Hong Kong in 1996 and is a partner of the law firm, Sit, Fung, Kwong & Shum. His areas of practice include corporate finance, capital markets, securities, mergers and acquisitions; joint ventures and general commercial matters. Mr. Siu did not hold any other directorship in listed public companies during the past three years. Apart from being an independent non-executive director of the Company, Mr. Siu dose not hold any position with the Group.



As at the Latest Practicable Date, no service contract has been entered into between the Company and Mr. Siu. He is entitled to a director's fee of HK\$120,000 per annum and he will be also entitled to a fee in the amount of HK\$20,000 per annum determined with reference to his duties as a member of the audit committee of the Company. Pursuant to the Bye-laws, Mr. Siu will be subject to the retirement by rotation and re-election at any subsequent annual general meeting of the Company.

As at the Latest Practicable Date, Mr. Siu did not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) or any interest of the Company. He does not have interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Siu involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Directors are not aware of any other matters regarding the re-election of Mr. Siu that needs to be brought to the attention of the Shareholders.

*This appendix serves an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration in respect of the Repurchase Mandate. For the purpose of this appendix, the term “Shares” (unless otherwise stated) shall be as defined in the Code on the Share Repurchases which means shares of all classes and securities which carry a right to subscribe for or purchase shares.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was HK\$16,753,476.88, comprising 1,675,347,688 Shares.

As at the Latest Practicable Date, there were 4,120,000 share options outstanding granted under the Share Option Scheme carrying rights to convert into 4,120,000 Shares and the Convertible Loan Stock carrying the rights to convert up to 67 Shares had remained outstanding. If the share options are exercised in full and the conversion rights attaching to the Convertible Loan Stock are exercised in full prior to the date of passing of the resolution in respect of the Repurchase Mandate, a further 4,120,067 Shares will be in issue.

Subject to the passing of the relevant resolution(s) as set out in the notice of the AGM and assuming that no further Shares are issued or purchased by the Company, the Directors will be authorised to purchase up to 167,534,768 Shares pursuant to the Repurchase Mandate. Assuming that rights attached to all outstanding share options and the Convertible Loan Stock are exercised in full on or before the date of passing of the resolution in respect of the Repurchase Mandate and assuming no further Shares are issued or purchased by the Company, the total number of Shares in issue will be 1,679,467,755 and the Directors will be authorised to purchase up to 167,946,775 Shares.

## **2. REASONS FOR REPURCHASE**

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to purchase Shares in the market.

Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per share or both and will only be made when the Directors believe that such purchases will benefit the Company and its Shareholders as a whole.

## **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally for such purpose in accordance with its memorandum of association and the Bye-laws and the laws of Bermuda.

In the event that the repurchase were to be carried out in full at any time during the repurchase period, the working capital or gearing position of the Company might be materially different as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 March 2007. However the Directors do not

propose to exercise the repurchase to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

#### **4. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases pursuant to resolution and in accordance with the Listing Rules, the memorandum of association of the Company and the Bye-laws and the applicable laws of Bermuda so far as the same may be applicable.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the mandate of repurchase of shares if such is approved by the Shareholders.

No other connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the mandate of repurchase of shares is approved by the Shareholders.

#### **5. EFFECT OF THE CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Code.

As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Code.

As at the Latest Practicable Date and to the best knowledge and belief of the Directors, Wang On Group and parties acting in concert with it were deemed to be interested in approximately 28.31% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares under the Repurchase Mandate and if there is no other change in the issued share capital of the Company, the shareholding of Wang On Group in the Company will be increased to approximately 31.45% of the issued share capital of the Company. Such increase would give rise to an obligation for Wang On Group to make a mandatory general offer under Rules 26 and 32 of the Code.

The Directors have no present intention to exercise the power to repurchase the Shares to the extent that the aggregate amount of the share capital of the Company in public hands would be reduced to less than 25%.

#### **6. SHARE PURCHASE MADE BY THE COMPANY**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

**7. SHARE PRICES**

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

	Month	Shares Price	
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2006</b>	July	0.255	0.200
	August	0.231	0.210
	September	0.220	0.196
	October	0.215	0.185
	November	0.300	0.175
	December	0.450	0.260
<b>2007</b>	January	0.425	0.320
	February	0.395	0.305
	March	0.430	0.285
	April	0.325	0.249
	May	0.360	0.260
	June	0.810	0.340
	July (up to and including the Latest Practicable Date)	0.590	0.405

**Bye-law 66 of the Company's Bye-laws sets out the procedure by which Shareholders may demand a poll:**

At any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (a) the chairman of such meeting; or
- (b) at least three Shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholders being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on the Shares conferring that right.

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## NOTICE OF THE AGM

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### WAI YUEN TONG MEDICINE HOLDINGS LIMITED

(位元堂藥業控股有限公司\*)

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 897)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Garden Rooms A & B, 2nd Floor, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 30 August 2007 at 10:45 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2007.
2. To re-elect Directors and to authorise the Board of Directors to fix the Directors' remuneration:
  - (i) re-elect Mr. Cho Wing Mou as Independent Non-executive Director; and
  - (ii) re-elect Mr. Siu Man Ho, Simon as Independent Non-executive Director.
3. To re-appoint Deloitte Touche Tohmatsu as auditors and authorise the Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:
  - (A) **“THAT:**
    - (a) subject to paragraph (c), a general mandate be and is hereby unconditionally granted to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to allot, issue and dispose of additional shares in the Company and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers;
    - (b) the mandate in paragraph (a) shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

\* For identification purpose only

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## NOTICE OF THE AGM

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- (c) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to:
- (i) a Right issue (as hereinafter defined);
  - (ii) the exercise of rights of subscription or conversion under terms of any convertible notes issued by the Company or any securities which are convertible into Shares;
  - (iii) the exercise of any option under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; and
  - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares in accordance with the Bye-laws of the Company in force from time to time,

shall not exceed 20% of the aggregate nominal amount of share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution:

“Relevant Period” means the period from 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 law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors 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, any recognized regulatory body or stock exchange in any territory outside Hong Kong).”

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## NOTICE OF THE AGM

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(B) “**THAT:**

(a) a general mandate be and is hereby conditionally given to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to purchase or otherwise acquire shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate nominal amount of shares so purchased or otherwise acquired shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution.

(b) for the purpose of this Resolution:

“Relevant Period” means the period from 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 law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

(C) “**THAT**, conditional upon the passing of Resolutions 4(A) and 4(B) set out in the notice convening this meeting, the aggregate nominal amount of the shares which are purchased or otherwise acquired by the Company pursuant to Resolution 4(B) shall be added to the aggregate nominal amount of the shares which may be issued pursuant to Resolution 4(A).”

By Order of the Board  
**Wai Yuen Tong Medicine Holdings Limited**  
(位元堂藥業控股有限公司\*)  
**Chan Chun Hong, Thomas**  
*Managing Director*

Hong Kong, 30 July 2007

\* For identification purpose only



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## NOTICE OF THE AGM

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**Notes:**

- (1) A member entitled to attend and vote at the above meeting convened by the above notice, is entitled to appoint one or more that one proxy to attend and to vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy, together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude members from attending and voting at the Meeting or any adjournment thereof, if you so wish.