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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 THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “SGM”) of Wai Yuen Tong Medicine Holdings Limited (位元堂藥業控股有限公司*) (the “**Company**”) will be held at 20th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong on Friday, 20 April 2018 at 12:15 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the sale and purchase agreement dated 7 February 2018 entered into between Guidepost Investments Limited (“**Guidepost Investments**”, an indirectly wholly-owned subsidiary of the Company), East Run Investments Limited (“**East Run**”) and Wang On Properties Limited (the “**Agreement**”, a copy of which has been tabled to the SGM marked “A” and initialed by the chairman of the SGM for the purpose of identification) in relation to the acquisition by Guidepost Investments from East Run the entire issued capital in, and shareholder’s loans owed by, (i) Shiny World Investment Limited, (ii) Wang To Investments Limited, (iii) Oriental Sino Investments Limited and (iv) Precious Investments Limited, for a consideration of HK\$350,000,000 (subject to adjustments pursuant to the terms and conditions therein), together with the transactions contemplated thereunder, be and are hereby approved; and

* For identification purpose only

- (b) any one director of the Company be and is hereby authorised to take such action and execute such documents (with any further amendments as any one director of the Company may approve) as he/she may consider appropriate and expedient in respect of the transactions contemplated under the Agreement, including the approval of variation orders, for the purpose of implementation or giving effect to the Agreement and the transactions contemplated thereunder.”

By Order of the Board
Wai Yuen Tong Medicine Holdings Limited
(位元堂藥業控股有限公司*)
Mak Yuen Ming, Anita
Company Secretary

Hong Kong, 29 March 2018

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
Business in Hong Kong:*
Suite 3101, 31/F., Skyline Tower
39 Wang Kwong Road
Kowloon Bay, Kowloon
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint one proxy or, if such member is a holder of more than one share of the Company, more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as practicable but in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be).
3. Delivery of the form of proxy will not preclude members from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such holders may vote at the SGM either personally or by proxy in respect of such share(s) as if he/she was solely entitled thereto provided that if more than one of such joint holders be present at the SGM whether personally or by proxy, the person whose name stands first on the register of members of the Company in respect of such share(s) shall be accepted to the exclusion of the vote(s) of the other joint holders.

* *For identification purpose only*

5. In order to qualify for attending the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than Friday, 13 April 2018 at 4:30 p.m., Hong Kong time. The record date for the determination of the entitlement to attend and vote at the SGM will be the close of business on Friday, 13 April 2018.
6. The above resolution will be voted on by way of poll at the SGM.

As at the date of this notice, the executive directors of the Company are Mr. Tang Ching Ho, Mr. Chan Chun Hong, Thomas and Ms. Tang Mui Fun and the independent non-executive directors of the Company are Mr. Leung Wai Ho, Mr. Siu Man Ho, Simon, Mr. Cho Wing Mou and Mr. Li Ka Fai, David.