



# 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)

### Second Proxy Form for use by shareholders at the Adjourned Special General Meeting to be held on Tuesday, 31 December 2019

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of HK\$0.01 each in the share capital of Wai Yuen Tong Medicine Holdings Limited (位元堂藥業控股有限公司\*) (the "Company") HEREBY APPOINT <sup>(Note 3)</sup> the chairman of the Meeting, or failing him \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the adjourned special general meeting (or at any adjournment thereof) (as the case may be) to be held at 20/F., Alexandra House, 18 Chater Road, Central, Hong Kong on Tuesday, 31 December 2019 at 10:00 a.m. (the "Meeting") in respect of the resolution set out in the notice convening the Meeting (the "Notice") to vote for me/us and in my/our name(s) in respect of the resolution as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION <sup>#</sup>	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
(1)	To approve the Partial Offers (as detailed in the Company's circular dated 11 November 2019 (the "Original Circular"), as supplemented by the Company's circular dated 11 December 2019 (the "Supplemental Circular")) and to authorise the directors of the Company to take, on behalf of the Company, all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Partial Offers and the transactions contemplated thereunder.		

\* Please refer to the Notice for the full text of this resolution and to the supplemental circular of the Company dated 11 December 2019 to which the Notice forms part.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019 Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of share(s) registered in your name(s). If no number is inserted, this form of proxy (the "Second Proxy Form") will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, delete words "the chairman of the Meeting, or failing him" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Meeting will act as your proxy.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. The Second Proxy Form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of any officer or attorney or other person duly authorised to sign the same. **ANY ALTERATION MADE TO THE SECOND PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. In order to be valid, the Second Proxy Form, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited (the "Share Registrar"), Level 54, 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 Meeting (the "Closing Time").
7. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. **IMPORTANT: ANY SHAREHOLDER WHO HAS NOT YET LODGED THE FORM OF PROXY ENCLOSED IN THE ORIGINAL CIRCULAR (THE "FIRST PROXY FORM")** with the Share Registrar in accordance with the instructions printed thereon is requested to lodge the Second Proxy Form if he or she wishes to appoint proxy(ies) to attend the Meeting on his or her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.
10. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FIRST PROXY FORM WITH THE SHARE REGISTRAR SHOULD NOTE THAT:**
  - (a) subject to (c) below, if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy(ies) so appointed by the Shareholder shall be required to vote on the Partial Offers Resolution in such manner as he/she may be directed under the First Proxy Form;
  - (b) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed; and
  - (c) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, the Second Proxy Form will be invalid. The proxy(ies) so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Second Proxy Form was lodged with the Share Registrar.
11. Completion and return of the Second Proxy Form will not preclude you from attending and voting at the Meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
12. The Shareholders are advised to read the Supplemental Circular in conjunction with the Original Circular, which contains information in relation to the resolution to be proposed at the Meeting.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Secretaries Limited at the above address.

\* For identification purpose only