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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)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 26 AUGUST 2016 IN RELATION TO
(A) RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES
FOR EVERY ONE (1) SHARE HELD ON THE RECORD DATE AT
HK\$0.43 PER RIGHTS SHARE;
(B) MAJOR AND CONNECTED TRANSACTION
IN RELATION TO ACQUISITION OF THE BOND;
(C) MAJOR TRANSACTION IN RELATION TO ENTERING INTO OF
THE SZ REMOVAL AGREEMENT AND THE SZ SUPPLEMENTAL
AGREEMENTS IN RESPECT OF THE SZ ACQUISITION;
AND
(D) WHITEWASH WAIVER UNDER THE TAKEOVERS CODE**

POLL RESULTS OF THE SGM

The Board is pleased to announce that the ordinary resolutions set out in the SGM Notice to approve the Rights Issue, the Whitewash Waiver, the Bond Transfer Agreement, the SZ Removal Agreement and the SZ Supplemental Agreements and the transactions contemplated respectively thereunder were duly passed by the Independent Shareholders or the Shareholders (as the case may be) at the SGM held on 26 August 2016 by way of poll.

* *For identification purpose only*

RIGHTS ISSUE AND WHITEWASH WAIVER

The Rights Issue is conditional upon the fulfilment of the conditions set out in the section headed “Conditions of the Rights Issue” in the “Letter from the Board” of the Circular, including, among others, the approval at the SGM of the Rights Issue, the Whitewash Waiver and the Bond Transfer Agreement. Such approvals at the SGM have been obtained as at the date of this announcement.

WARNING

If the conditions of the Rights Issue are not fulfilled or if the Underwriter exercises its right to terminate the Underwriting Agreement pursuant to the terms therein, the Rights Issue will not proceed.

Any persons contemplating buying or selling Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any dealings in the Rights Shares in their nil-paid form between Thursday, 8 September 2016 and Thursday, 15 September 2016 (both dates inclusive), bear the risk that the Rights Issue may not become unconditional or may not proceed.

Any Shareholders and potential investors contemplating dealing in the Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers.

Shareholders and potential investors should be aware that there is a possibility that, upon completion of the Rights Issue, the WOG Concert Group may hold more than 50% voting rights of the Company. Hence, the WOG Concert Group may increase its holdings of voting rights of the Company without incurring any further obligation under Rule 26 of the Takeovers Code to make a mandatory general offer.

Reference is made to the announcements dated 8 July 2016 and 27 July 2016 as well as the circular dated 9 August 2016 (the “**Circular**”), respectively, of Wai Yuen Tong Medicine Holdings Limited (the “**Company**”) in relation to, among others, the Rights Issue, the Whitewash Waiver, the Bond Transfer Agreement, the SZ Removal Agreement and the SZ Supplemental Agreements. Capitalised terms used herein shall have the same meanings as defined in the Circular unless otherwise stated.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the ordinary resolutions set out in the notice of the SGM dated 9 August 2016 (the “**SGM Notice**”) to approve the Rights Issue, the Whitewash Waiver, the Bond Transfer Agreement, the SZ Removal Agreement and the SZ Supplemental Agreements and the transactions contemplated respectively thereunder were duly passed by the Independent Shareholders or the Shareholders (as the case may be) at the SGM by way of poll.

As at the date of the SGM, the total number of issued Shares was 316,285,722 which represented the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered (4) at the SGM. No Shareholder was required under the Listing Rules to abstain from voting on the ordinary resolution numbered (4) set forth in the SGM Notice.

As stated in the Circular, the ordinary resolutions numbered (1), (2) and (3) to approve the Rights Issue, the Whitewash Waiver and the Bond Transfer Agreement respectively were subject to the approval by the Independent Shareholders by way of poll at the SGM.

In respect of the ordinary resolution numbered (1), as disclosed in the Circular, pursuant to Rule 7.19(6) of the Listing Rules, since there was no controlling Shareholder and none of the Directors, the chief executive of the Company and their respective associates held any Shares, accordingly, none of the Directors and the chief executive of the Company was required to abstain from voting in favour of the ordinary resolution numbered (1) at the SGM. As stated in the Circular, the WOG Concert Group (holding 69,830,735 Shares, representing approximately 22.08% of the entire issued share capital of the Company as at the date of the SGM) has a material interest in the Rights Issue due to its interest in the WOG Irrevocable Undertaking and the Underwriter (holding one Share as at the date of the SGM) were required to abstain from voting in respect of the ordinary resolutions numbered (1) and (2) at the SGM. The Board confirmed that such persons had abstained from voting on such resolutions. Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against the ordinary resolutions numbered (1) and (2) proposed at the SGM was 246,454,986, representing approximately 77.92% of the entire issued share capital of the Company.

In respect of the ordinary resolution numbered (3), as stated in the Circular, members of the WOG Concert Group were required to abstain from voting in respect of such resolution. As such, the WOG Concert Group (holding 69,830,735 Shares, representing approximately 22.08% of the entire issued share capital of the Company as at the date of the SGM) was required to abstain from voting in respect of the ordinary resolution numbered (3). The Board confirmed that such persons had abstained from voting on such resolution. Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against the ordinary resolution numbered (3) proposed at the SGM was 246,454,987, representing approximately 77.92% of the entire issued share capital of the Company.

Save as disclosed above, no Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the above resolutions pursuant to Rule 13.40 of the Listing Rules and there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions proposed at the SGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, was appointed and acted as the scrutineer for the vote-taking at the SGM.

The poll results of the ordinary resolutions proposed at the SGM are as follows:

Ordinary resolutions		Number of Shares represented by votes (Approximate %)		Total number of Shares voted (%)
		For	Against	
1.	To approve the Rights Issue.	16,606,816 (99.21%)	132,150 (0.79%)	16,738,966 (100.00%)
2.	To approve the Whitewash Waiver.	16,606,816 (99.21%)	132,150 (0.79%)	16,738,966 (100.00%)
3.	To approve the Bond Transfer Agreement.	16,606,816 (99.21%)	132,150 (0.79%)	16,738,966 (100.00%)
4.	To approve the SZ Removal Agreement and the SZ Supplemental Agreements.	86,437,551 (99.85%)	132,150 (0.15%)	86,569,701 (100.00%)

Note: The full text of the above resolutions proposed at the SGM are set out in the SGM Notice.

RIGHTS ISSUE AND WHITEWASH WAIVER

The Rights Issue is conditional upon the fulfilment of the conditions set out in the section headed “Conditions of the Rights Issue” in the “Letter from the Board” of the Circular, including, among others, the approval at the SGM of the Rights Issue, the Whitewash Waiver and the Bond Transfer Agreement. Such approvals at the SGM have been obtained as at the date of this announcement.

WARNING

If the conditions of the Rights Issue are not fulfilled or if the Underwriter exercises its right to terminate the Underwriting Agreement pursuant to the terms therein, the Rights Issue will not proceed. The Company will make further announcement upon the Rights Issue becoming unconditional advising the results of the Rights Issue.

Any persons contemplating buying or selling Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any dealings in the Rights Shares in their nil-paid form between Thursday, 8 September 2016 and Thursday, 15 September 2016 (both dates inclusive), bear the risk that the Rights Issue may not become unconditional or may not proceed.

Any Shareholders and potential investors contemplating dealing in the Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers.

Shareholders and potential investors should be aware that there is a possibility that, upon completion of the Rights Issue, the WOG Concert Group may hold more than 50% voting rights of the Company. Hence, the WOG Concert Group may increase its holdings of voting rights of the Company without incurring any further obligation under Rule 26 of the Takeovers Code to make a mandatory general offer.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY AS A RESULT OF THE RIGHTS ISSUE

The expected changes in the shareholding structure of the Company arising from the Rights Issue are as follows:-

	As at the date of this announcement		Immediately after completion of the Rights Issue, assuming all the Rights Shares are subscribed by the Qualifying Shareholders and no exercise of the outstanding Share Options on or before the Record Date		Immediately after completion of the Rights Issue, assuming all the Rights Shares are subscribed by the WOG Group pursuant to the WOG Irrevocable Undertaking and the Underwriter pursuant to the Underwriting Agreement and no exercise of the outstanding Share Options on or before the Record Date <i>(Note 1)</i>		Immediately after completion of the Rights Issue, assuming all the Rights Shares are subscribed by the Qualifying Shareholders and full exercise of the outstanding Share Options on or before the Record Date		Immediately after completion of the Rights Issue, assuming all the Rights Shares are subscribed by the WOG Group pursuant to the WOG Irrevocable Undertaking and the Underwriter pursuant to the Underwriting Agreement and full exercise of the outstanding Share Options on or before the Record Date <i>(Note 1)</i>	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The WOG Group	69,830,735	22.08	279,322,940	22.08	649,322,940	51.32	279,322,940	22.08	649,322,940	51.32
Ms. Tang Mui Fun <i>(Note 2)</i>	-	0.00	-	0.00	-	0.00	16,308	0.00	4,077	0.00
Sub-total	69,830,735	22.08	279,322,940	22.08	649,322,940	51.32	279,339,248	22.08	649,327,017	51.32
<i>Other Shareholders</i>										
The Underwriter (including subscribers procured by it) <i>(Note 3)</i>	1	0.00	4	0.00	369,364,962	29.20	4	0.00	369,520,929	29.20
Other public Shareholders	246,454,986	77.92	985,819,944	77.92	246,454,986	19.48	986,011,592	77.92	246,502,898	19.48
Total	316,285,722	100.00	1,265,142,888	100.00	1,265,142,888	100.00	1,265,350,844	100.00	1,265,350,844	100.00

Notes:

1. Assuming all 370,000,000 Rights Shares applied for by Rich Time by way of excess application pursuant to the WOG Irrevocable Undertaking are allocated to it.
2. Ms. Tang Mui Fun is an executive Director.
3. As and when any subscribers and/or sub-underwriters are procured by the Underwriter for the Underwritten Shares, the Underwriter has agreed to use its best endeavours to ensure that (i) such subscribers and/or sub-underwriters are Independent Third Parties; and (ii) such subscribers and/or sub-underwriters will not hold 10.0% or more of the equity interest in the Company upon completion of the Rights Issue. The Underwriter has agreed to use its best endeavours to ensure that the public float requirements under Rule 8.08 of the Listing Rules can be maintained upon completion of the Rights Issue.

DESPATCH OF PROSPECTUS DOCUMENTS

Subject to, among other things, the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, it is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders and the Prospectus will be despatched to the Excluded Shareholder(s) for information purpose only, on Tuesday, 6 September 2016.

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, 26 August 2016

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

* For identification purpose only