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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Wai Yuen Tong Medicine Holdings Limited (位元堂藥業控股有限公司*) (the “**Company**”) will be held at 11/F., Two Exchange Square, Central, Hong Kong on Friday, 2 October 2009 at 10:00 a.m. (the “**SGM**”) for the purpose of considering and, it thought fit, passing the following resolutions, with or without modification, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) the acquisition of 1,463,835,000 shares in the capital of LeRoi Holdings Limited (“**LeRoi**”) from the shareholders of LeRoi other than Gain Better Investments Limited (“**Gain Better**”), a wholly-owned subsidiary of the Company, and parties acting in concert with it (the “**Independent LeRoi Shareholders**”) pursuant to the possible voluntary conditional partial share exchange offer (the “**Partial Share Exchange Offer**”), details of which are set out in the circular to the shareholders of the Company dated 16 September 2009, by Kingston Securities Limited on behalf of Gain Better, be and is hereby approved;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, 3,659,587,500 new shares of HK\$0.01 each in the share capital of the Company (the “**Consideration Shares**”) as consideration under the Partial Share Exchange Offer, the allotment and issue of the Consideration Shares to the Independent LeRoi Shareholder(s) who has/have validly accepted the Partial Share Exchange Offer be and are hereby approved;
- (c) the directors of the Company (the “**Directors**”), acting together, individually or by committee, be and are generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to do all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the transactions

* For identification purpose only

set out in paragraphs (a) and (b) of this resolution (the “**Transactions**”) and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company, to the extent such variation, amendment, supplement or waiver does not constitute material changes to the material terms of the Transactions.”

(2) “**THAT:**

- (a) the conditional loan agreement dated 28 August 2009 entered into between Gain Better and LeRoi in relation to a loan of HK\$190 million to be granted by Gain Better to LeRoi (the “**Loan Agreement**”), details of which are set out in the circular to the shareholders of the Company dated 16 September 2009, be and is hereby approved, ratified and confirmed; and
- (b) the Directors, acting together, individually or by committee, be and are generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to do all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Loan Agreement and the transactions contemplated therein and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company, to the extent such variation, amendment, supplement or waiver does not constitute material changes to the material terms of the Loan Agreement and the transactions contemplated therein.”

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, 16 September 2009

* *For identification purpose only*

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the SGM convened by the above notice or any adjournment thereof (as the case may be), is entitled to appoint one or more than one proxy to attend and to vote in his/her stead. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, the form of proxy, together with any power of attorney or other authority, 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 at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and 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). Completion and return of the form of proxy will not preclude members from attending and voting at the SGM or any adjournment thereof (as the case may be), if they so wish and in such event, the form of proxy shall be deemed to be revoked.
- (3) Where there are joint holders of any shares, any one of such joint holders may vote at the SGM either personally or by proxy in respect of such shares as if he/she were 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 shares shall be accepted to the exclusion of the votes of the other joint holders.
- (4) All resolutions proposed at the SGM will be voted by way of poll and no shareholders of the Company is required to abstain from voting on any resolution proposed 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. Yuen Chi Choi, Mr. Siu Man Ho, Simon and Mr. Cho Wing Mou.