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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 a 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 17/F., Edinburgh Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Monday, 18 January 2010 at 4:00 p.m. (the “**SGM**”) for the purpose of considering and, if thought fit, passing the following resolution, with or without modification, as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the conditional sale and purchase agreement dated 10 December 2009 (the “**Agreement**”) in respect of the disposal of the registered share capital of RMB18,762,450 of 湖南湘雅製藥有限公司 (Hunan Xiangya Pharmaceutical Co Limited[#]) (“**Hunan Xiangya Pharmaceutical**”), representing 64.2% of the entire equity interest of Hunan Xiangya Pharmaceutical, entered into between China Field Enterprises Limited and 湖南方盛製藥股份有限公司 (Hunan Fangsheng Pharmaceutical Co Limited[#]) (details have been set out in the circular of the Company dated 31 December 2009), a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company (the “**Directors**”) or any two Directors (if affixation of the common seal is necessary) or any delegate(s) authorised by such Director(s) be and is/are hereby authorised to sign and/or execute all such other documents, instruments or agreements and to do or take all such actions or things as such Director(s) consider(s) necessary or desirable to implement and/or give effect to the terms of 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, 31 December 2009

* For identification purpose only

Denotes English translation of a Chinese company or entity or address and is provided for identification purposes 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 shareholders 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 resolution proposed at the SGM shall be voted by way of poll and no shareholder 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.