

**IMPORTANT**

Excess Application Form No.

THIS FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY BY THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR EXCESS RIGHTS SHARES IN ADDITION TO THOSE PROVISIONALLY ALLOTTED TO HIM/HER/IT/THEM UNDER THE RIGHTS ISSUE. APPLICATIONS MUST BE RECEIVED BY NO LATER THAN 4:00 P.M. ON MONDAY, 11 MAY 2015. IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT A LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

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Capitalised terms defined in the prospectus dated 24 April 2015 (the "Prospectus") issued by Wai Yuen Tong Medicine Holdings Limited have the same meanings when used herein unless the context otherwise requires.



**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)**

*Branch share registrar and transfer office in Hong Kong:*  
Tricor Secretaries Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

*Head office and principal place of business:*  
5/F., Wai Yuen Tong Medicine Building  
9 Wang Kwong Road  
Kowloon Bay  
Kowloon  
Hong Kong

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

**RIGHTS ISSUE IN THE PROPORTION OF  
ONE (1) RIGHTS SHARE FOR  
EVERY TWO (2) SHARES HELD ON THE RECORD DATE  
AT HK\$0.108 PER RIGHTS SHARE PAYABLE IN FULL ON ACCEPTANCE**

**FORM OF APPLICATION FOR EXCESS RIGHTS SHARES**

Name(s) and address of Qualifying Shareholder(s)

Application can only be made by the Qualifying Shareholder(s) named here.

To: The Directors  
**WAI YUEN TONG MEDICINE HOLDINGS LIMITED**

Dear Sirs and Madam,

I/we, being the Qualifying Shareholder(s) named above of the Shares, hereby irrevocably apply for \_\_\_\_\_ excess Rights Shares at the Subscription Price of HK\$0.108 per Rights Share, in respect of which I/we enclose a separate remittance by cheque or cashier's order in favour of "Wai Yuen Tong Medicine Holdings Limited – Excess Application Account" for HK\$\_\_\_\_\_ and crossed "ACCOUNT PAYEE ONLY" being the payment in full on application for the above number of excess Rights Shares. I/we hereby request you to allot such excess Rights Shares applied for, or any smaller number, to me/us and to send by ordinary post at my/our risk to the address shown above the certificate(s) for the number of excess Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any surplus application monies returnable to me/us. I/we understand that allotments in respect of this application shall be at the sole discretion of the Directors. I/we acknowledge that I am/we are not guaranteed to be allotted all or any of the excess Rights Shares applied for. I/we hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus Documents and subject to the memorandum of association of the Company and the Bye-Laws. In respect of any excess Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as the holder(s) of such Rights Shares.

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of applicant(s) (all joint applicants must sign) Contact Telephone Number: \_\_\_\_\_  
Date: \_\_\_\_\_ 2015

This Form should be completed and lodged, together with payment by a cheque or a cashier's order in respect of HK\$0.108 per Rights Share applied for, with the Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, so as to be received by no later than 4:00 p.m. on Monday, 11 May 2015. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Wai Yuen Tong Medicine Holdings Limited – Excess Application Account" and crossed "ACCOUNT PAYEE ONLY". Completion and return of this Form together with a cheque or cashier's order in payment for the excess Rights Shares which are the subject of this Form will constitute a warranty by the applicant(s) that such cheque or cashier's order will be honoured on first presentation. All cheques and cashier's orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or cashier's order is not honoured on first presentation, the application for excess Rights Shares is liable to be rejected.

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. No action has been taken to register or permit the offering of the Rights Shares or the distribution of the documents in connection with the Rights Issue in any jurisdiction other than Hong Kong. No person receiving a copy of the Prospectus or a PAL, or this Form in any jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make on his/her/its behalf an application for excess Rights Shares to satisfy himself/herself/itself as to the full observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any government or other consents which may be required or observing any other formalities needed to be observed in such jurisdictions, and to pay taxes and duties required to be paid in any such jurisdiction in connection therewith. The Company reserves the right to refuse to accept or treat as invalid any application for excess Rights Shares where it believes in doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction. No application for the Rights Shares will be accepted from the Excluded Shareholders.

You will be notified of any allotment of excess Rights Shares made to you. If no excess Rights Shares are allotted to you, it is expected that the amount tendered on application will be refunded to you in full without interest by means of a cheque despatched by ordinary post to you to the address shown above by no later than Tuesday, 19 May 2015 at your own risk. If the number of excess Rights Shares allotted to you is less than that applied for, it is expected that the surplus application monies will also be refunded to you by means of a cheque despatched by ordinary post to you to the address shown above, without interest, by no later than Tuesday, 19 May 2015, at your own risk. Any such cheque will be drawn in favour of the applicant(s) named on this Form. It is expected that share certificates in respect of the Rights Shares will be sent by ordinary post to the address shown above at your own risk on or before Tuesday, 19 May 2015. You will receive one share certificate for all the fully-paid Rights Shares allotted and issued to you.

This Form and all applications made pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

It should be noted that the Rights Shares will be dealt in their nil-paid form from 9:00 a.m. on Tuesday, 28 April 2015 to 4:00 p.m. on Wednesday, 6 May 2015, both dates inclusive. Shareholders should note that dealings in such Rights Shares in their nil-paid form and the Shares will take place while the conditions to which the Rights Issue are subject remain unfulfilled. Any Shareholder or other person dealing in the Shares up to the date on which all conditions to which the Rights Issue are subject are fulfilled, and dealings in the Rights Shares in their nil-paid form, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares or Rights Shares in their nil-paid form, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

- In particular, the Directors would like to draw your attention to the fact that if, prior to the Latest Time For Termination:
- (i) in the absolute opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
    - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Rights Issue; or
    - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
  - (ii) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
  - (iii) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
  - (iv) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
  - (v) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
  - (vi) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of the Underwriter, a material omission in the context of the Rights Issue; or
  - (vii) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than 10 consecutive Business Days, excluding any halt or suspension in connection with the clearance of the Joint Announcement, the Prospectus Documents or other announcements or circulars in connection with the Rights Issue; or
  - (viii) any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise.
- The Underwriter shall be entitled by notice in writing to the Company and the Underwriter, served prior to the Latest Time For Termination, to terminate the Underwriting Agreement.
- The Underwriter shall also be entitled by notice in writing to rescind the Underwriting Agreement if, prior to the Latest Time For Termination:
- (i) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
  - (ii) any Specified Event comes to the knowledge of the Underwriter.
- If the Underwriter exercises the above termination rights, the Rights Issue will not proceed.
- Full details of the termination rights of the Underwriter are set out in the Prospectus.

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION  
NO RECEIPT WILL BE GIVEN  
(For office use only)**

Application number	Number of excess Rights Shares applied for	Amount paid on application	Balance refunded
		HK\$	HK\$

\* For identification purpose only