



**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 (the “Company”) will be held at 37th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Thursday, 22 March 2007 at 3:30 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, approving, with or without modification, the following ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT** (a) the conditional sale and purchase agreement dated 13 February 2007 (the “Agreement”) between Plenty Time Investments Limited (“Plenty Time”) (a subsidiary of the Company) and Golden Orchard Holdings Ltd. (“Golden Orchard”), an independent third party, a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, pursuant to which, inter alia, Plenty Time has agreed to sell, and Golden Orchard has agreed to purchase, the entire issued share capital of Conful Limited (“Conful”) and the debt which represents all amounts owing by Conful to Plenty Time as at the date of completion of the Agreement; (b) a leasing agreement (“Leaseback Agreement”) to be entered into at completion of the Agreement between the Company and Conful in respect of the leasing of the property held by Conful to the Company, a copy of which has been produced to the meeting and marked “B” and initialled by the chairman of this meeting for the purpose of identification; and (c) other transactions contemplated by or incidental to the Agreement and the Leaseback Agreement and all actions taken by the Company and/or its subsidiaries pursuant to the Agreement and the Leaseback Agreement, be and are hereby generally and unconditionally approved, confirmed and/or ratified and the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with the Agreement and the Leaseback Agreement and/or give effect to the transactions contemplated thereunder.”

By order of the Board

**Wai Yuen Tong Medicine Holdings Limited**

**Chan Chun Hong, Thomas**

*Managing Director*

Hong Kong, 5 March 2007

*Notes:*

- (1) A member of the Company entitled to attend and vote at the above meeting may appoint a proxy or more than one proxy to attend and vote on his behalf. A form of proxy for use at the above meeting is enclosed herewith. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing. If the appointer is a corporation, the form of a proxy must be under its common seal or under the hand of an officer, attorney or other person authorized to sign the proxy.
- (3) In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited at the Hong Kong branch share registrar of the Company, Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the above meeting or any adjournment.
- (4) Completion and delivery of the form of proxy will not preclude members from attending and voting at the above meeting or any adjournment thereof, in which case the form of proxy shall be deemed to be revoked.

\* *For identification purpose only*

*As at the date of this announcement, the board of directors of the Company comprises:*

***Executive directors:*** *Tang Ching Ho, Chan Chun Hong, Thomas*

***Independent non-executive directors:*** *Leung Wai Ho, Yuen Chi Choi, Siu Man Ho, Simon and Cho Wing Mou.*

Please also refer to the published version of this announcement in The Standard.