



**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 41/F., Edinburgh Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Thursday, 13 September 2007 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as ordinary resolution:–

**ORDINARY RESOLUTION**

**“THAT**

- (a) the subscription agreement (the “**Subscription Agreement**”) dated 6 August 2007 entered into between Gain Better Investments Limited (“**Gain Better**”), an indirect wholly-owned subsidiary of the Company, and LeRoi Holdings Limited (“**LeRoi**”), pursuant to which Gain Better has conditionally agreed to (i) subscribe for 2,100,000,000 new shares of HK\$0.01 each in LeRoi (the “**New Issue Subscription Shares**”) at the subscription price of HK\$0.10 per share; and (ii) subscribe for the convertible bonds with a principal amount of HK\$190 million (the “**Convertible Bonds**”) which can be exercised and converted into 1,583,333,333 shares of HK\$0.01 each in LeRoi (the “**Conversion Shares**”) at an initial conversion price (subject to adjustments) of HK\$0.12 per share, subject to the fulfilment of certain conditions as stated in the Subscription Agreement (a copy of which has been produced at this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification and further details of which are provided in the circular of the Company dated 28 August 2007 in which notice of this meeting is set out) and the transactions contemplated thereunder (including (without limitation) the subscription by Gain Better of the New Issue Subscription Shares and the Convertible Bonds) be and are hereby approved, ratified and confirmed and any one director of the Company be and is hereby authorized to do all such acts and things as he may consider necessary or expedient to give effect to the foregoing arrangements;

- (b) the terms and conditions of the subscription by Gain Better of the New Issue Subscription Shares to be issued by LeRoi pursuant to the Subscription Agreement, subject to the fulfilment of certain conditions including (without limitation) the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited for the issue and the listing of, and permission to deal in, the New Issue Subscription Shares be and are hereby approved; and
- (c) the terms and conditions of the subscription by Gain Better of the Convertible Bonds to be issued by LeRoi pursuant to the Subscription Agreement, subject to the fulfilment of certain conditions including (without limitation) the Listing Committee of The Stock Exchange of Hong Kong Limited for the issue of the Convertible Bonds (if required) and the listing of, and permission to deal in, the Conversion Shares falling to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds be and are hereby approved.”

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, 28 August 2007

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

*Head office and principal place of  
business in Hong Kong:*  
5th Floor  
Wai Yuen Tong Medicine Building  
9 Wang Kwong Road  
Kowloon Bay  
Kowloon  
Hong Kong

*Notes:*

1. The instrument appointing a proxy shall be in writing under the hand of the appointer or an attorney duly authorized in writing. If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer, attorney or other person authorized to sign the proxy.
2. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint a proxy or more than one proxy to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
4. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior one shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

*As at the date of this announcement, the executive directors of the Company are Mr. Tang Ching Ho and Mr. Chan Chun Hong, Thomas and the independent non-executive directors of the Company are Mr. Siu Man Ho, Simon, Mr. Yuen Chi Choi, Mr. Cho Wing Mou and Mr. Leung Wai Ho.*

*\* For identification purpose only*