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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 20th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong on Thursday, 27 December 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) the transactions contemplated under the sale and purchase agreement dated 22 November 2012 (the “**S&P Agreement**”, a copy of which has been produced to the meeting marked “**A**” and signed for the purposes of identification by the chairman of the meeting) entered into between Gain Better Investments Limited (the “**Vendor**”), a wholly owned subsidiary of the Company, and Ever Task Limited (the “**Purchaser**”), pursuant to which, amongst other things, the Purchaser conditionally agreed to acquire and the Vendor conditionally agreed to sell 1,150,000,000 shares in PNG Resources Holdings Limited at a consideration of HK\$110,400,000 be and are hereby approved; and
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things, to sign and execute all such further documents, agreements or deeds for and on behalf of the Company as they shall in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions contemplated under the S&P Agreement and to agree to such variation, amendment or waiver as are, in the opinion of the Directors, in the interest of the Company.”

* *For identification purpose only*

(2) “**THAT:**

- (a) subject to the passing of the resolution numbered 1 set out in the notice of the special general meeting at which this resolution is considered, the transactions contemplated under the loan agreement dated 22 November 2012 (the “**Loan Agreement**”, a copy of which has been produced to the meeting marked “**B**” and signed for the purposes of identification by the chairman of the meeting) between Give Power Limited (the “**Lender**”), a wholly owned subsidiary of the Company, and China Agri-Products Exchange Limited (the “**Borrower**”), pursuant to which, amongst other things, the Lender conditionally agreed to grant a revolving credit facility in the maximum amount of HK\$100,000,000 at an interest rate of 10% per annum to the Borrower be and are hereby approved; and
- (b) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents, agreements or deeds for and on behalf of the Company as they shall in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions contemplated under the Loan Agreement and to agree to such variation, amendment or waiver as are, in the opinion of the Directors, in the interest of the Company.”

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, 10 December 2012

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

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

* *For identification purpose only*

Notes:

1. Any member of the Company (“**Member**”) entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a Member.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, shall be delivered to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holders may vote, either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding.
5. All of the above resolutions will be voted by way of a poll at the meeting.

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.