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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)**

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 15 MARCH 2016 IN RELATION TO THE CAPITAL REORGANISATION AND ADJUSTMENT TO THE SHARE OPTIONS**

The Board is pleased to announce that the special resolution set out in the SGM Notice to approve the Capital Reorganisation was duly passed at the SGM held on 15 March 2016 by way of poll.

All the conditions precedent to the Capital Reorganisation had been fulfilled and the Capital Reorganisation will become effective at 9:00 a.m. on Wednesday, 16 March 2016.

As a result of the Capital Reorganisation, adjustments will be made to the exercise prices and the number of New Shares falling to be allotted and issued in respect of the outstanding Share Options in accordance with the terms and conditions of the Share Option Scheme(s), Rule 17.03 of the Listing Rules and the supplementary guidance dated 5 September 2005 issued by the Stock Exchange. The Share Option Adjustments have been reviewed and confirmed in writing by the auditors of the Company and will come into effect on Wednesday, 16 March 2016, being the effective date of the Capital Reorganisation.

Reference is made to the circular of Wai Yuen Tong Medicine Holdings Limited (the “**Company**”) dated 19 February 2016 (the “**Circular**”) in relation to the Capital Reorganisation. Capitalised terms used herein shall have the same meanings as defined in the Circular unless otherwise stated.

## POLL RESULTS OF THE SGM

The Board is pleased to announce that the special resolution set out in the notice of the SGM dated 19 February 2016 (the “**SGM Notice**”) to approve the Capital Reorganisation was duly passed at the SGM held on 15 March 2016 by way of poll. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer for the vote-taking at the SGM.

The poll results of the special resolution proposed at the SGM are as follows:

Special Resolution	Number of Existing Shares represented by votes (approximately %)		Total number of Existing Shares voted
	For	Against	
To approve the Capital Reorganisation comprising, <i>inter alia</i> , (i) Share Consolidation; and (ii) Capital Reduction.	1,491,410,678 Existing Shares (95.74%)	66,297,929 Existing Shares (4.26%)	1,557,708,607 Existing Shares (100.00%)

### Notes:

1. The full text of the above special resolution proposed at the SGM is set out in the SGM Notice.
2. The numbers of votes and percentage of the voting as stated above are based on the total number of Existing Shares held by the Shareholders who attended and voted at the SGM in person, by authorised corporate representative or by proxy.

As more than 75% of the votes were cast in favour of the above special resolution, the resolution was passed as a special resolution of the Company.

As at the date of the SGM, the total number of issued Existing Shares was 6,325,714,453. As no Shareholder has a material interest in the Capital Reorganisation, none of the Shareholder is required to abstain from voting on the proposed resolution as set out in the SGM Notice and thus, the total number of Existing Shares entitled the holders thereof to attend and vote for or against the above resolution at the SGM was 6,325,714,453 Existing Shares. There were no Existing Shares entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules and there were no Shareholders who have stated their intention in the Circular to vote against or to abstain from voting on the above resolution have done so at the SGM.

## EFFECTIVE DATE OF THE CAPITAL REORGANISATION

All the conditions precedent to the Capital Reorganisation had been fulfilled and the Capital Reorganisation will become effective at 9:00 a.m. on Wednesday, 16 March 2016. Shareholders may, during the prescribed period between Wednesday, 16 March 2016 and Tuesday, 26 April 2016 (both dates inclusive), submit existing share

certificates for the Existing Shares (which is in grey colour) to exchange, at the expense of the Company, for new share certificates for the New Shares (which will be in brown colour). Thereafter, the existing share certificates for the Existing Shares will be accepted for exchange only on payment of a fee.

## ADJUSTMENT TO THE SHARE OPTIONS

As a result of the Capital Reorganisation, adjustments will be made to the exercise prices and the number of New Shares falling to be allotted and issued in respect of the outstanding Share Options in accordance with the terms and conditions of the Share Option Scheme(s), Rule 17.03 of the Listing Rules and the supplementary guidance dated 5 September 2005 issued by the Stock Exchange (the “**Share Option Adjustments**”). The Share Option Adjustments will come into effect on Wednesday, 16 March 2016, being the effective date of the Capital Reorganisation.

Pursuant to the terms and conditions of the Share Option Scheme(s), the exercise prices of the Share Options and the number of New Shares otherwise to be allotted and issued upon exercise of all the subscription rights attaching to the outstanding Share Options will be adjusted after the Capital Reorganisation becoming effective in the following manner:

Date of grant	Exercisable period	Immediately before Capital Reorganisation becoming effective	Exercise price per Existing Share <i>HK\$</i>	Upon the Capital Reorganisation becoming effective	Exercise price per New Share <i>HK\$</i>
		Number of Existing Shares which would otherwise fall to be issued upon exercise of the outstanding Share Options		Number of New Shares which would otherwise fall to be issued upon exercise of the outstanding Share Options	
8/1/2009	8/1/2010 – 7/1/2019 <sup>#</sup>	486,664	1.1560	24,333	23.12
12/5/2010	12/5/2011 – 11/5/2020 <sup>#</sup>	590,770	0.4145	29,538	8.29

- # *The Share Options granted under the Share Option Scheme(s) were vested as follows:*
- |   |                           |
|---|---------------------------|
| <i>On 1st anniversary of the date of grant:</i> | <i>30% vest</i>           |
| <i>On 2nd anniversary of the date of grant:</i> | <i>further 30% vest</i>   |
| <i>On 3rd anniversary of the date of grant:</i> | <i>remaining 40% vest</i> |

The auditors of the Company have reviewed the Share Option Adjustments and confirmed in writing that they are in accordance with the provisions of the Share Option Scheme(s) and the appendix and the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 relating to adjustments to share option schemes.

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, 15 March 2016

*As at the date of this announcement, the executive Directors are Mr. Tang Ching Ho, Mr. Chan Chun Hong, Thomas and Ms. Tang Mui Fun and the independent non-executive Directors are Mr. Siu Man Ho, Simon, Mr. Leung Wai Ho, Mr. Cho Wing Mou and Mr. Li Ka Fai, David.*

*\*For identification purpose only*