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This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Wai Yuen Tong Medicine Holdings Limited and LeRoi Holdings Limited.



**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)



LEROI HOLDINGS LIMITED
利來控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 221)

JOINT ANNOUNCEMENT

**Fulfillment of Pre-Conditions to the making of
voluntary conditional partial share exchange offer by**



KINGSTON SECURITIES LIMITED

**on behalf of Gain Better Investments Limited, a wholly-owned subsidiary of
Wai Yuen Tong Medicine Holdings Limited,
to acquire 1,463,835,000 shares in the capital of
LeRoi Holdings Limited
from the Independent LeRoi Shareholders**

**Financial adviser to
Wai Yuen Tong Medicine Holdings Limited**



KINGSTON CORPORATE FINANCE LIMITED

**Financial adviser to
LeRoi Holdings Limited**



CIMB

CIMB Securities (HK) Limited

The board of directors of WYT and the board of directors of LeRoi jointly announced that the Pre-Conditions to the making of the Partial Share Exchange Offer, being the approvals by the WYT Shareholders at the SGM of the Partial Share Exchange Offer and the allotment and issue of new WYT Shares to the Accepting LeRoi Shareholders in connection with the Partial Share Exchange Offer under a specific mandate pursuant to Rule 13.36(1)(a) of the Listing Rules, have been fulfilled on 2 October 2009.

* For identification purpose only

Pursuant to Note 2 to Rule 8.2 of the Takeovers Code, the Executive's consent is required if the making of an offer is subject to the prior fulfillment of a pre-condition and the pre-condition cannot be fulfilled within the time period contemplated by Rule 8.2 of the Takeovers Code. Under such circumstances, the Executive will normally require that the offer document be posted within seven (7) days of fulfillment of the pre-condition. On 22 September 2009, WYT, the Offeror and LeRoi have jointly applied for the Executive's consent to an extension of the latest time to despatch the Composite Document to the LeRoi Shareholders. On 24 September 2009, the Executive has granted the consent to such an extension under Rule 8.2 of the Takeovers Code. The Composite Document together with the Form of Approval and Acceptance will be despatched to the LeRoi Shareholders and posted on or before 9 October 2009 (being within seven (7) days of fulfillment of the Pre-Conditions).

The Partial Share Exchange Offer is subject to the Conditions and accordingly it may or may not become unconditional and will lapse if it does not become unconditional. Completion of the Partial Share Exchange Offer is a possibility only. WYT Shareholders, LeRoi Shareholders and potential investors in WYT and/or LeRoi should exercise caution when dealing in the securities of WYT and/or LeRoi.

Reference is made to the joint announcement issued by Wai Yuen Tong Medicine Holdings Limited (“WYT”) and LeRoi Holdings Limited (“LeRoi”) dated 19 August 2009 (the “Joint Announcement”) in relation to, among other things, the Partial Share Exchange Offer. Unless otherwise defined herein, terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

As announced in the Joint Announcement, the making of the Partial Share Exchange Offer is conditional upon the fulfillment of the Pre-Conditions, being the approvals by the WYT Shareholders at the SGM of the Partial Share Exchange Offer and the allotment and issue of new WYT Shares to the Accepting LeRoi Shareholders in connection with the Partial Share Exchange Offer under a specific mandate pursuant to Rule 13.36(1)(a) of the Listing Rules.

The board of directors of WYT and the board of directors of LeRoi jointly announced that at the SGM held on 2 October 2009, the relevant ordinary resolution to approve the Pre-Conditions was passed by way of poll by the WYT Shareholders. As the interest of all the WYT Shareholders in the Partial Share Exchange Offer and the allotment and issue of new WYT Shares to the Accepting LeRoi Shareholders in connection with the Partial Share Exchange Offer under a specific mandate is the

same, no WYT Shareholder was required to abstain from voting at the SGM. Accordingly, the Pre-Conditions to the making of the Partial Share Exchange Offer have been fulfilled on 2 October 2009. For details of the poll results, please refer the announcement issued by WYT on 2 October 2009.

Pursuant to Note 2 to Rule 8.2 of the Takeovers Code, the Executive's consent is required if the making of an offer is subject to the prior fulfillment of a pre-condition and the pre-condition cannot be fulfilled within the time period contemplated by Rule 8.2 of the Takeovers Code. Under such circumstances, the Executive will normally require that the offer document be posted within seven (7) days of fulfillment of the pre-condition. On 22 September 2009, WYT, the Offeror and LeRoi have jointly applied for the Executive's consent to an extension of the latest time to despatch the Composite Document to the LeRoi Shareholders. On 24 September 2009, the Executive has granted the consent to such an extension under Rule 8.2 of the Takeovers Code. The Composite Document together with the Form of Approval and Acceptance will be despatched to the LeRoi Shareholders and posted on or before 9 October 2009 (being within seven (7) days of fulfillment of the Pre-Conditions).

The Partial Share Exchange Offer is subject to the Conditions and accordingly it may or may not become unconditional and will lapse if it does not become unconditional. Completion of the Partial Share Exchange Offer is a possibility only. WYT Shareholders, LeRoi Shareholders and potential investors in WYT and/or LeRoi should exercise caution when dealing in the securities of WYT and/or LeRoi.

By Order of the board of directors of
Wai Yuen Tong Medicine Holdings Limited
(位元堂藥業控股有限公司*)
Tang Ching Ho
Chairman

By Order of the board of directors of
LeRoi Holdings Limited
利來控股有限公司
Chan Chun Hong, Thomas
Chairman and Managing Director

Hong Kong, 2 October 2009

The directors of WYT and the Offeror jointly and severally accept full responsibility for the accuracy of the information (other than that in respect of the LeRoi Group) in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

* For identification purpose only

The directors of LeRoi jointly and severally accept full responsibility for the accuracy of the information (other than that in respect of the WYT Group and the Offeror) in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

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

As at the date of this joint announcement, the executive directors of LeRoi are Mr. Chan Chun Hong, Thomas, Mr. Cheung Wai Kai and Mr. Wong Yiu Hung, Gary, and the independent non-executive directors of LeRoi are Mr. Sin Ka Man, Mr. Cheung Sau Wah, Joseph and Mr. Yuen Kam Ho, George.