

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

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

**Despatch of composite document relating to
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

**Independent financial adviser to
the independent board committee of
LeRoi Holdings Limited**



大華證券(香港)有限公司
GRAND CATHAY SECURITIES (HONG KONG) LIMITED

* For identification purpose only

The Composite Document containing, among other things, details of the Partial Share Exchange Offer, the recommendations from the LeRoi IBC and the advice from Grand Cathay in respect of the Partial Share Exchange Offer, together with the Form of Approval and Acceptance, will be despatched to the LeRoi Shareholders on 9 October 2009.

The Partial Share Exchange Offer will be opened for approval and/or acceptance from 9 October 2009 and the latest time and date for approval and/or acceptance of the Partial Share Exchange Offer is 4:00 p.m. on Friday, 30 October 2009 (or such later time and/or date as the Offeror may decide and announce in accordance with the Takeovers Code). Where the Partial Share Exchange Offer is declared unconditional as to acceptances, it will remain open for acceptance for not less than 14 days thereafter in accordance with the Takeovers Code. The Offeror cannot extend the Final Closing Date to a day beyond the 14th day after the First Closing Date pursuant to Rule 28.4 of the Takeovers Code.

The Independent LeRoi Shareholders are strongly advised to read the Composite Document carefully, including the recommendations from the LeRoi IBC and the advice from Grand Cathay in respect of the Partial Share Exchange Offer, before deciding whether or not to approve and/or accept the Partial Share Exchange Offer. **Whether or not an Independent LeRoi Shareholder considers to accept the Partial Share Exchange Offer, he/she is strongly recommended to consider whether to approve the Partial Share Exchange Offer by completing Box A in the Form of Approval and Acceptance.**

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. WYT, on behalf of the Offeror, and LeRoi will publish a joint announcement on the Stock Exchange's website by 7:00 p.m. on the date on which the Partial Share Exchange Offer is declared unconditional as to acceptances (if such date is prior to the First Closing Date) or on the First Closing Date, whichever is earlier.

Reference is made to the joint announcements issued by Wai Yuen Tong Medicine Holdings Limited (“WYT”) and LeRoi Holdings Limited (“LeRoi”) dated 19 August 2009 and 2 October 2009, respectively (the “**Joint Announcements**”) in relation to, among other things, the Partial Share Exchange Offer, and the announcement issued by LeRoi dated 27 August 2009 (the “**LeRoi Announcement**”) in relation to appointment of Grand Cathay Securities (Hong Kong) Limited (“**Grand Cathay**”) as the independent financial adviser to advise the independent committee of the board of directors of LeRoi (the “**LeRoi IBC**”) in respect of 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 Announcements and the LeRoi Announcement.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, details of the Partial Share Exchange Offer, the recommendations from the LeRoi IBC and the advice from Grand Cathay in respect of the Partial Share Exchange Offer, together with the form of approval and acceptance in respect of the Partial Share Exchange Offer (the “**Form of Approval and Acceptance**”), will be despatched to the LeRoi Shareholders on 9 October 2009.

THE PARTIAL SHARE EXCHANGE OFFER

The Partial Share Exchange Offer will be opened for approval and/or acceptance from 9 October 2009 and the latest time and date for approval and/or acceptance of the Partial Share Exchange Offer is 4:00 p.m. on Friday, 30 October 2009 (or such later time and/or date as the Offeror may decide and announce in accordance with the Takeovers Code). Where the Partial Share Exchange Offer is declared unconditional as to acceptances, it will remain open for acceptance for not less than 14 days thereafter in accordance with the Takeovers Code. The Offeror cannot extend the Final Closing Date to a day beyond the 14th day after the First Closing Date pursuant to Rule 28.4 of the Takeovers Code.

The Independent LeRoi Shareholders are strongly advised to read the Composite Document carefully, including the recommendations from the LeRoi IBC and the advice from Grand Cathay in respect of the Partial Share Exchange Offer, before deciding whether or not to approve and/or accept the Partial Share Exchange Offer. **Whether or not an Independent LeRoi Shareholder considers to accept the Partial Share Exchange Offer, he/she is strongly recommended to consider whether to approve the Partial Share Exchange Offer by completing Box A in the Form of Approval and Acceptance.**

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. WYT, on behalf of the Offeror, and LeRoi will publish a joint announcement on the Stock Exchange's website by 7:00 p.m. on the date on which the Partial Share Exchange Offer is declared unconditional as to acceptances (if such date is prior to the First Closing Date) or on the First Closing Date, whichever is earlier.

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, 8 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.

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) 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.

* For identification purpose only