

Form A  
表格甲

To be valid, the whole of this document must be returned.

本文件必須整份交還，方為有效。

Provisional Allotment Letter Number  
暫定配額通知書編號

**IMPORTANT**  
**重要提示**

**THIS FORM IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING FORM OF APPLICATION FOR EXCESS RIGHTS SHARES EXPIRES AT 4:00 P.M. ON WEDNESDAY, 20 OCTOBER 2010.**  
**此文件有價值及可轉讓之表格，並須即時處理，本文件及隨附之額外供股股份申請表格所載之建議於二零一零年十月二十日(星期三)下午四時正截止。**

**IF YOU ARE IN ANY DOUBT ABOUT THIS FORM, OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**  
**閣下如對本表格或處採辦之行動有任何疑問，應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。**

A copy of this form, together with a copy of the Rights Issue prospectus of the Company dated 6 October 2010 (the "Prospectus"), the form of application for excess Rights Shares and (where applicable) the documents specified in the paragraph headed "Documents delivered to the Registrars of Companies" in appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong. A copy of each of the Prospectus Documents has been, or will as soon as reasonably practicable after the Prospectus Posting Date be, filed with the Registrar of Companies in Bermuda in accordance with the Companies Act 1981 of Bermuda. The Securities and Futures Commission of Hong Kong, the Registrar of Companies in Hong Kong and the Registrar of Companies in Bermuda take no responsibility as to the contents of any of these documents.

本表格連同本公司於二零一零年十月六日刊發之招股章程(章程)、額外供股股份申請表格及(倘適用)章程附錄三(送呈公司註冊處處長之文件)一併存檔。文件已遵照香港法例第32章公司條例第342C條之規定送交香港公司註冊處處長登記。章程文件之副本已或將遵照百慕達1981年公司法於章程寄發日期後在合理可行情況下盡快送呈百慕達公司註冊處處長存檔。香港證券及期貨事務監察委員會、香港公司註冊處及百慕達公司註冊處對任何此等文件之內容概不負責。

Dealings in the securities of the Company may be settled through the CCASS operated by HKSCC and you should consult your stockbroker or other licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such operations may affect your rights and interests.

本公司證券之買賣可透過由香港結算管理之中央結算系統進行，而閣下應就此等交易安排之詳情及該等安排可能對閣下之權利及權益構成之影響諮詢閣下之股票經紀或其他持牌證券交易商或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this document, 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 document.

香港交易及結算有限公司、聯交所及香港結算對本文件之內容概不負責，對其準確性或完整性亦無發表任何聲明，並明確表示概不就因本文件全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms and the fully-paid Bonus Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms and the fully-paid Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms and the fully-paid Bonus Shares on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

存供股股份(以未繳股款及繳足股款形式)及繳足股款之紅股將獲准於聯交所上市及買賣，以及遵守香港結算之股份收納規定。未繳股款及繳足股款之供股股份及繳足股款之紅股將由香港結算接納為合資格證券，由未繳股款及繳足股款之供股股份及繳足股款之紅股各自開始於聯交所買賣之日期或由香港結算決定之其他日期起，可在中央結算系統內寄存、結算及交收。聯交所之參與人士於任何交易日之交易交收須於其後第二個交易日於中央結算系統進行，於中央結算系統進行之一切活動均須遵照不時生效之《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。



# WAI YUEN TONG MEDICINE HOLDINGS LIMITED

(位元堂藥業控股有限公司)

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 897)

(股份代號: 897)

RIGHTS ISSUE OF 1,454,387,835 RIGHTS SHARES

AT HK\$0.207 PER RIGHTS SHARE

PAYABLE IN FULL ON ACCEPTANCE ON THE BASIS OF FIVE (5) RIGHTS SHARES

FOR EVERY ONE (1) ADJUSTED SHARE HELD ON THE RECORD DATE

AND TIME WITH THE BONUS ISSUE ON THE BASIS OF ONE (1) BONUS SHARE FOR

EVERY FIVE (5) RIGHTS SHARES TAKEN UP UNDER THE RIGHTS ISSUE

按於記錄日期及時間每持有一(1)股經調整股份獲發五(5)股供股股份之基準

以每股供股股份0.207港元之價格(須於接納時繳足)

供股發行1,454,387,835股供股股份

並按根據供股每股接納五(5)股供股股份獲發一(1)股紅股之基準發行紅股

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Registrar:  
Tricor Secretaries Limited  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

登記處:  
卓佳秘書商務有限公司  
香港  
灣仔  
皇后大道東28樓  
金鐘匯中心26樓

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

總辦事處及  
香港主要營業地點:  
香港  
九龍  
九龍灣  
宏光道9號  
位元堂藥業大廈5樓

Registered office:  
註冊辦事處:  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

6 October 2010  
二零一零年十月六日

Name(s) and address of Qualifying Shareholder(s) 合資格股東名稱及地址

Total number of Shares registered in your name at 5:30 p.m. on Tuesday, 5 October 2010  
於二零一零年十月五日(星期二)下午五時三十分登記閣下名下之股份總數

BOX A  
甲欄

Number of Rights Shares provisionally allotted to you, subject to payment in full on acceptance by no later than 4:00 p.m. on Wednesday, 20 October 2010.  
暫定配發予閣下之供股股份數目，股款最遲須於二零一零年十月二十日(星期三)下午四時正前接納時繳足。

BOX B  
乙欄

Total subscription monies payable  
應繳認購股款總額

BOX C  
丙欄  
HK\$  
港元

Contact telephone no. 聯絡電話: \_\_\_\_\_

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL YOU MUST LODGE THIS FORM INTACT WITH THE REGISTRAR, TRICOR SECRETARIES LIMITED AT 26TH FLOOR, TESBURY CENTRE, 28 QUEEN'S ROAD EAST, WANCHAI, HONG KONG, TOGETHER HEREIN WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 20 OCTOBER 2010. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND MUST BE FORWARDED EITHER BY CHEQUE DRAWN ON A LICENSED BANK ACCOUNT IN HONG KONG OR BY A CASHIER ORDER ISSUED BY A LICENSED BANK IN HONG KONG. ALL SUCH CHEQUES OR CASHIER ORDERS MUST BE MADE PAYABLE TO "WAI YUEN TONG MEDICINE HOLDINGS LIMITED - PROVISIONAL ALLOTMENT ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN.

閣下如欲接納全部供股股份之暫定配額，須將本表格連同上文丙欄所示將由登記處收取之港元全數股款，最遲須於二零一零年十月二十日(星期三)下午四時正前交回登記處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港元繳付，並須以香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付。所有支票或銀行本票均須註明抬頭人為「WAI YUEN TONG MEDICINE HOLDINGS LIMITED - PROVISIONAL ALLOTMENT ACCOUNT」，並以「只准入抬頭人賬戶」方式劃線開出，有關轉賬及拆細配額之指示載於背頁，所有股款均不獲發收據。

Terms defined in the Prospectus have the same meanings herein unless the context otherwise requires.  
除文義另有所指外，章程所界定之詞彙與本文件所採用者具有相同涵義。

It should be noted that upon occurrence of certain events including force majeure events, the Underwriter has the right to, at or before 4:00 p.m. on the third Business Day after the Latest Time For Acceptance, terminate its obligations under the Underwriting Agreement. These termination events are set out in the section headed "Termination of the Underwriting Agreement" in the Prospectus. Upon the giving of written notice of termination, all obligations of the Underwriter under the Underwriting Agreement shall cease. If the Underwriting Agreement is terminated by the Underwriter on or before the aforesaid deadline or does not become unconditional, the Underwriting Agreement shall terminate and the Rights Issue will not proceed. The Shares have been dealt on an ex-rights basis since 28 September 2010 and the Rights Shares are expected to be dealt with in their nil-paid form from 8 to 15 October 2010 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Any person dealing in the securities of the Company from now up to the date on which all the conditions of the Rights Issue are fulfilled and any person dealing in the nil-paid Rights Shares from 8 to 15 October 2010 (being the first day and last day of dealings in the nil-paid Rights Shares respectively) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed. Any person dealing or contemplating any dealing in the securities of the Company and/or the Rights Shares in their nil-paid form during this period who is in any doubt about his/her/its position is recommended to consult his/her/its own professional adviser. It is expected that the conditions referred to in the section headed "Conditions of the Rights Issue and the Bonus Issue" in the Prospectus are to be fulfilled by 4:00 p.m. Hong Kong time on 25 October 2010. If the conditions referred to in that section are not fulfilled at or before 4:00 p.m. Hong Kong time on 25 October 2010 (or such later time and/or date as the Company and the Underwriter may determine in writing) or the Underwriting Agreement has been terminated in accordance with the terms thereof, the Rights Issue will not proceed. 務請留意，在若干事項(包括不可抗力事故)發生時，包銷商有權於最後接納時間之後第三個營業日下午四時正或之前終止其於包銷協議項下之責任。該等終止事項已載於章程「終止包銷協議」一節。在給予終止之書面通知時，包銷商於包銷協議項下之責任將予終止。倘若包銷商於上述截止日期之前終止包銷協議或包銷協議並無成為無條件，則包銷協議將告終止，且供股將不會進行。股份已由二零一零年九月二十八日起按除權基準買賣。供股股份預期將由二零一零年十月八日至十五日(首尾兩日包括在內)期間以未繳股款形式買賣。倘若供股之條件未獲達成，則供股將不會進行。擬由現在起至供股之所有條件獲達成日期止期間買賣本公司之證券，及由二零一零年十月八日至十五日(即買賣未繳股款供股股份之首日及最後一日)期間以未繳股款形式買賣供股股份之任何人士，須承擔供股可能不會成為無條件或可能不予進行之風險。擬買賣本公司證券及/或未繳股款供股股份之任何股東或其他人士如對其/彼等之狀況有疑問，建議諮詢其/彼等本身之專業顧問。預期章程內「供股及紅股發行之條件」一節所述之條件將於二零一零年十月二十五日下午四時正(香港時間)前獲履行。倘若該節所述之條件於二零一零年十月二十五日下午四時正(香港時間)(或本公司及包銷商可能書面釐定之該較後時間及/或日期)或之前並無獲履行或包銷協議已根據其條款終止，則供股將不會進行。

\* For identification purposes only  
\* 僅供識別

NO RECEIPT WILL BE GIVEN. 本公司將不另發收據。



**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)

6 October 2010

Dear Qualifying Shareholders,

**INTRODUCTION**

In accordance with the terms and subject to the conditions in the Prospectus accompanying this letter, the Directors have provisionally allotted to you the number of Rights Shares in the Company indicated on the front page of this provisional allotment letter on the basis of five (5) Rights Shares for every one (1) Adjusted Share registered in your name in the register of members of the Company at 5:30 p.m. on 5 October 2010 with the Bonus Issue on the basis of one (1) Bonus Share for every five (5) Rights Shares taken up under the Rights Issue. Your holdings of the Shares as at that time and date is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B. Terms defined in the Prospectus have the same meanings when adopted herein unless the context otherwise requires.

**RIGHTS SHARES AND BONUS SHARES**

The Rights Shares and the Bonus Shares, when allotted, issued and fully-paid, will rank *pari passu* with the Adjusted Shares in issue on the date of allotment and issue of the Rights Shares and the Bonus Shares in all respects. Holders of fully-paid Rights Shares and the Bonus Shares will be entitled to receive all future dividends and other distributions the record dates of which are on or after the date of allotment and issue of the fully-paid Rights Shares and the Bonus Shares.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms and the fully-paid Bonus Shares on the Stock Exchange as well as compliance with stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms and the fully-paid Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms and the fully-paid Bonus Shares on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than in Hong Kong and Bermuda. No action has been taken to permit the Rights Issue (with the Bonus Issue) in any territory outside Hong Kong, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. No person receiving a copy of the Prospectus, provisional allotment letter ("Provisional Allotment Letter") or form of application for excess Rights Shares ("Excess Application Form") in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or excess Rights Shares, unless in the relevant jurisdictions such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. Subject as referred to below, it is the responsibility of anyone outside Hong Kong wishing to make an application for the Rights Shares to satisfy themselves, before acquiring any rights to subscribe for the provisionally allotted Rights Shares, as to the observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any government or other consents and to pay any taxes and duties required to be paid in such territory in connection therewith. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction.

No provisional allotment of the Rights Shares has been made to the Excluded Shareholders and no Provisional Allotment Letter nor Excess Application Form is being sent to them. The Company will send copies of the Prospectus to the Excluded Shareholders for their information only. The Company will make arrangements to sell in the market the provisional allotment of Rights Shares which would otherwise have been allotted to the Excluded Shareholders as soon as practicable after dealings in the nil-paid Rights Shares commence and before dealings in nil-paid Rights Shares end, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, will be paid pro-rata to the Excluded Shareholders in Hong Kong dollars. The Company will retain individual amounts of HK\$100 or less for its own benefit. Any unsold entitlement of Excluded Shareholders, together with any unsold Rights Shares created by adding together fractions of the Rights Shares and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares, will be made available for excess application by the Qualifying Shareholders using the accompanying Excess Application Form.

**PROCEDURE FOR ACCEPTANCE**

To take up your provisional allotment of Rights Shares in full, you must lodge the whole of this provisional allotment letter intact with the Registrar, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a remittance for the full amount payable on acceptance, as shown in Box C, so as to be received by not later than 4:00 p.m. on Wednesday, 20 October 2010. All remittances must be in Hong Kong dollars and cheques or cashier orders must be crossed "Account Payee Only" and drawn on a Hong Kong dollar account with a licensed bank in Hong Kong or issued by a licensed bank in Hong Kong and made payable to "Wai Yuen Tong Medicine Holdings Limited – Provisional Allotment Account". Such payment will constitute acceptance of the provisional allotment on the terms of this provisional allotment letter and the Prospectus and subject to the memorandum and bye-laws of the Company. No receipt will be given for such remittances. All enquiries in connection with this provisional allotment letter should be addressed to the Registrar at the above address.

It should be noted that, unless a provisional allotment letter, duly completed, together with the appropriate remittance shown in Box C, has been received as described above by 4:00 p.m. on Wednesday, 20 October 2010, whether by the original allottee or any person in whose favour the rights have been validly transferred, your provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled. The Company may (as its sole discretion) treat a provisional allotment letter as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. The Company may require such incomplete provisional allotment letter to be completed by the relevant applicants at a later stage.

**TRANSFER**

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you, you must complete the form of transfer and nomination (Form B), and hand this provisional allotment letter to the person(s) through whom you are transferring your rights hereunder. The transferee(s) must then complete and sign the registration application form (Form C), and lodge this provisional allotment letter intact together with a remittance for the full amount payable on acceptance as shown in Box C with the Registrar, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong so as to be received by not later than 4:00 p.m. on Wednesday, 20 October 2010. It should be noted that stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

**SPLITTING**

If you wish to accept only part of your provisional allotment or to transfer a part of your rights to subscribe for the Rights Shares provisionally allotted to you or transfer your rights to more than one person, this provisional allotment letter must be surrendered by not later than 4:30 p.m. on 12 October 2010 at the Registrar, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, which will cancel the entire original provisional allotment letter and issue new provisional allotment letter(s) in the denominations required. No fee will be charged for splitting of the provisional allotment.

**TERMINATION OF THE UNDERWRITING AGREEMENT**

It should be noted that upon occurrence of certain events including force majeure events, the Underwriter has the right to, at or before 4:00 p.m. on the third Business Day after the Latest Time For Acceptance, terminate its obligations under the Underwriting Agreement. These termination events are set out in the section headed "Termination of the Underwriting Agreement" in the Prospectus. Upon the giving of written notice of termination, all obligations of the Underwriter under the Underwriting Agreement shall cease. If the Underwriting Agreement is terminated by the Underwriter on or before the aforesaid deadline or does not become unconditional, the Underwriting Agreement shall terminate and the Rights Issue will not proceed. The Shares have been dealt in on an ex-rights basis since 28 September 2010 and the Rights Shares are expected to be dealt with in their nil-paid form from 8 to 15 October 2010 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Any person dealing in the securities of the Company from now up to the date on which all the conditions of the Rights Issue are fulfilled and any person dealing in the nil-paid Rights Shares from 8 to 15 October 2010 (being the first day and last day of dealings in the nil-paid Rights Shares respectively) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed. Any person dealing or contemplating any dealing in the securities of the Company and/or the Rights Shares in their nil-paid form during this period who is in any doubt about his/hers/its/their position is recommended to consult his/her/its/their own professional adviser. It is expected that the conditions referred to in the section headed "Conditions of the Rights Issue and the Bonus Issue" in the Prospectus are to be fulfilled by 4:00 p.m. Hong Kong time on 25 October 2010. If the conditions referred to in that section are not fulfilled at or before 4:00 p.m. Hong Kong time on 25 October 2010 (or such later time and/or date as the Company and the Underwriter may determine in writing) or the Underwriting Agreement has been terminated in accordance with the terms thereof, the Rights Issue will not proceed.

**CHEQUES AND CASHIER ORDERS**

All cheques and cashier orders will be presented for payment immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. Any provisional allotment letter in respect of which the accompanying cheque or cashier order is dishonoured on first presentation is liable to be rejected. Completion and return of a provisional allotment letter together with a cheque or cashier order in payment for the Rights Shares accepted will constitute a warranty by the subscriber that the cheque or cashier order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any provisional allotment letter in respect of which the accompanying cheque or cashier order is dishonoured on first presentation, and, in that event, the relevant provisional allotment and all rights given pursuant to it will be deemed to have been declined and will be cancelled.

**SHARE CERTIFICATES**

It is expected that the certificates for all fully-paid Rights Shares and Bonus Shares will be sent by ordinary post by the Registrar to the persons entitled thereto at their own risk on or before 27 October 2010. You will receive one share certificate for all the fully-paid Rights Shares and Bonus Shares allotted to you.

**APPLICATION FOR EXCESS RIGHTS SHARES**

If you wish to apply for any Rights Shares in addition to your provisional allotment under the Rights Issue, you must complete and sign the accompanying form of application for excess Rights Shares and lodge it, together with a separate remittance for the full amount payable on application in respect of the excess Rights Shares applied for, in accordance with the instructions set out in it with the Registrar, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong so as to be received by not later than 4:00 p.m. on Wednesday, 20 October 2010. All remittances must be in Hong Kong dollars and must be forwarded either by cheque drawn on a Hong Kong dollar account with a licensed bank in Hong Kong or by a separate cashier order issued by a licensed bank in Hong Kong. All such cheques or cashier orders must be made payable to "Wai Yuen Tong Medicine Holdings Limited – Excess Application Account" and crossed "Account Payee Only". No receipt will be given for such remittances.

Excess Rights Shares, if any, will be allocated by the Company to the applicants, on a fair and equitable basis as set out in the Prospectus, to be decided at the sole discretion of the Directors. The Registrar will notify you of any allotment of excess Rights Shares made to you.

**GENERAL**

Lodgment of the provisional allotment letter with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour the provisional allotment letter has been issued, shall be conclusive evidence of the party or parties lodging it to deal with the same and to receive a split letter of allotment and/or the relative share certificates. Further copies of the Prospectus are available at the Registrar, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

All documents, including cheques for refund, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto.

This provisional allotment letter and all acceptances of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong.

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

\* For identification purposes only



**WAI YUEN TONG MEDICINE HOLDINGS LIMITED**  
**(位元堂藥業控股有限公司\*)**  
(於百慕達註冊成立之有限公司)  
(股份代號：897)

敬啟者：

**緒言**

根據隨附本函件之章程所載之條款及在其條件之規限下，董事已暫定配發本暫定配額通知書首頁所載數目之本公司供股股份予閣下，基準為於二零一零年十月五日下午五時三十分以前閣下名義在本公司股東名冊上登記之每一(1)股經調整股份可獲配五(5)股供股股份並按根據供股每接納五(5)股供股股份獲發一(1)股紅股之基準發行紅股。閣下於該等時間及日期持有之股份列於甲欄，而所獲暫定配發之供股股份數目則列於乙欄。除文義另有所指外，於章程中所界定之詞彙均與本函件所採用者具相同涵義。

**供股股份及紅股**

已配發、發行及繳足股款之供股股份及紅股將在各方面與配發及發行供股股份(及紅股)當日已發行之經調整股份享有同等權益。已繳足供股股份及繳足股款之紅股之持有人將有權收取記錄日期為配發及發行繳足股款供股股份及紅股當日或之後之所有未來股息及其他分派。

待未繳股款及繳足股款之供股股份及繳足股款之紅股獲批准在聯交所上市及買賣，以及遵守香港結算之股份收納規定後，未繳股款及繳足股款之供股股份及繳足股款之紅股將獲香港結算接納為合資格證券，自未繳股款及繳足股款之供股股份及繳足股款之紅股在聯交所開始買賣之日或香港結算指定之任何其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者於任何交易日之交易須於其後第二個交易日於中央結算系統進行交收。於中央結算系統之所有活動均依據當時有效之《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。

除香港及百慕達適用法例以外，章程文件並無及將不會根據任何司法權區之適用證券法或對等法例登記。因此，除非於有關司法權區可合法提出要約或邀請而毋須辦理該司法權區任何登記手續或符合該司法權區其他法例或監管規定，否則並無就供股(及紅股)於香港以外任何地區獲得准許而辦理任何手續。任何在香港以外地區之人士倘接獲章程副本或暫定配額通知書(暫定配額通知書)或額外供股股份申請表格(額外申請表格)，除非於有關司法權區可合法提出認購要約或邀請而毋須辦理有關司法權區任何登記手續或符合有關司法權區其他法例或監管規定，否則不得視為申請供股股份或額外供股股份之要約或邀請。在下文所述者規限下，任何在香港以外地區之人士如欲申請認購供股股份(在取得認購暫定配額供股股份之任何權利前)，其本身有責任遵守一切有關司法權區之法例及規則，包括取得任何政府或其他方面之同意，以及繳納該地區規定須就此繳付之任何稅款及徵費。倘本公司相信接納有關申請會觸犯任何司法權區之適用證券法或其他法例或規則，本公司保留權利拒絕接納任何認購供股股份之申請。

除外股東將不獲配發暫定配額供股股份，暫定配額通知書或額外申請表格亦不會向彼等寄發。本公司將向除外股東(如有)寄發章程，惟僅供參考之用。在可獲得溢價(扣除開支)之情況下，本公司將於未繳股款供股股份開始買賣後及於其結束前在可行情況下儘快安排市場上出售原應配發予除外股東之供股股份暫定配額。有關出售所得款項(扣除開支)將按比例以港元支付予該除外股東。本公司將自行保留100港元或較少之個別金額。任何未出售之除外股東之供股股份，連同任何因彙集零碎供股股份所產生之未出售供股股份以及暫定配發予合資格股東但未獲其接納之任何供股股份，或承讓人以其他方式認購之未繳股款供股股份，將可供合資格股東使用額外申請表格額外申請。

**接納手續**

閣下如全數接納供股股份之暫定配額，必須將整份暫定配額通知書連同丙欄所示須於接納供股股份時應付之全數股款，最遲於二零一零年十月二十日(星期三)下午四時正前交回本公司之登記處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港元繳付，而支票或銀行本票須由香港持牌銀行之港幣戶口或由香港持牌銀行以「只准入抬頭人賬戶」劃線方式劃出，並須註明抬頭人為「Wai Yuen Tong Medicine Holdings Limited – Provisional Allotment Account」。於繳付股款後，即表示已按本暫定配額通知書及章程所載之條款，及在本公司組織章程及公司細則之規限下接納暫定配額。所有有關於本暫定配額通知書之查詢均須寄交位於上述地址之登記處。

謹請注意，除非由原獲配人或以本身名義經已有效轉讓權利之任何人士填妥之暫定配額通知書，連同丙欄所示之應繳股款已按上文所述於二零一零年十月二十日(星期三)下午四時正前或遞送，否則閣下之暫定配額及一切據此而獲得之權利將視作已被放棄而予以取消。本公司或會(在全權酌情下)將並未遵照有關指示填妥之暫定配額通知書視作有效，且對交回之人士或代表其交回之人士具有約束力。本公司可要求有關申請人將未填妥之申請表格於稍後填妥。

**轉讓**

閣下如欲將暫定配發予閣下之供股股份認購權全部轉讓，須填寫轉讓及提名表格(表格乙)，並將本暫定配額通知書交予認購權之承讓人或轉讓經手人。承讓人其後須將登記申請表格(表格丙)填妥妥當，然後將整份暫定配額通知書連同丙欄所示須於接納時繳足之全部股款，最遲於二零一零年十月二十日(星期三)下午四時正前交回登記處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。務請注意，閣下轉讓有關供股股份之認購權予承讓人時，須繳付印花稅，而承讓人於接納有關權利時亦須繳付印花稅。

**分拆**

閣下如欲接納部份暫定配額或將暫定配發予閣下之供股股份認購權之部分轉讓予他人或將權利轉讓予超過一名人士，則最遲須於二零一零年十月十二日下午四時三十分前將本暫定配額通知書交回登記處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。卓佳秘書商務有限公司將會取消部份原有之暫定配額通知書，並按所要求拆細之配額類別重新發給暫定配額通知書。分拆暫定配額毋需支付任何費用。

**終止包銷協議**

務請留意，在若干事項(包括不可抗力事故)發生時，包銷商有權於最後接納時限之後第三個營業日下午四時正或之前終止其於包銷協議項下之責任。該等終止事項已載於章程「終止包銷協議」一節。在給予終止之書面通知時，包銷商於包銷協議項下之責任將予以終止。倘若包銷商於上述截止日期或之前終止包銷協議或包銷協議並無成為無條件，則包銷協議將告終止，且供股將不會進行。股份已由二零一零年九月二十八日起按除權基準買賣。供股股份預期將於二零一零年十月八日至十五日止(首尾兩日包括在內)期間以未繳股款形式買賣。倘若供股之條件未獲達成，則供股將不會進行。擬由現在起至供股之所有條件獲達成日期止期間買賣本公司之證券，及由二零一零年十月八日至十五日止(即買賣未繳股款供股股份之首日及最後一日)期間以未繳股款形式買賣供股股份之任何人士，須承擔供股可能不會成為無條件或可能不予進行之風險。擬買賣本公司證券及/或未繳股款供股股份之任何股東或其他人士如對其/彼等之狀況有疑問，建議諮詢其/彼等本身之專業顧問。預期章程內「供股及紅股發行之條件」一節所述之條件將於二零一零年十月二十五日下午四時正(香港時間)前獲履行。倘該節所述之條件於二零一零年十月二十五日下午四時正(香港時間)(或本公司及包銷商可能書面釐定之較較後時間及/或日期)或之前並無獲履行或包銷協議已根據其條款終止，則供股將不會進行。

**支票及銀行本票**

所有支票及銀行本票將於收收後將立即過戶，而有關款項所得之全部利息將撥歸本公司所有。倘任何暫定配額通知書所附隨之支票或銀行本票未能於首次過戶時兌現，有可能被拒絕受理。填妥之暫定配額通知書連同所接納之供股股份之付款支票或銀行本票交回後將構成認購人之一項保證，表示該支票或銀行本票於首次過戶時將可兌現。在不損害其他有關權利之前提下，本公司保留權利在隨附之支票或銀行本票首次過戶未能兌現時拒絕受理有關之暫定配額通知書。在此情況下，有關之暫定配額及就此而獲賦予之所有權利將被視作不獲接納而予以註銷。

**股票**

預期所有繳足股款供股股份及紅股之股票將於二零一零年十月二十七日或之前由登記處以普通郵遞方式寄發予應得之人士，郵誤風險概由收件人承擔。閣下將會就繳足股款供股股份及紅股之配額獲發一張股票。

**申請額外供股股份**

閣下如擬申請認購多於閣下根據供股所獲暫定配額之任何供股股份，必須按隨附之額外供股股份申請表格之指示將表格填妥妥當，連同就所申請認購額外供股股份須於申請時繳交之獨立款額，最遲於二零一零年十月二十日(星期三)下午四時正前交回登記處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港元支付，必須以香港持牌銀行戶口開出之支票或以香港持牌銀行發出之獨立銀行本票支付，所有支票或銀行本票均須註明抬頭人為「Wai Yuen Tong Medicine Holdings Limited – Excess Application Account」，並以「只准入抬頭人賬戶」方式劃線。所有繳款將不會獲發收據。

本公司將按章程所載，由董事全權酌情以公平公正之基準向申請人配發額外供股股份(如有)。本公司之登記處將會就閣下獲發之任何額外供股股份配額通知閣下。

**一般事項**

暫定配額通知書連同(倘情況適用)已由獲發暫定配額通知書之人士所簽署之轉讓及提名表格一經交回，即確證交回有關文件之人士(一名或多名)有權處理暫定配額通知書及收取分拆之配額通知書及/或有關股票。閣下如需要額外之章程，可於登記處卓佳秘書商務有限公司索取，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

所有文件(包括退款支票)將以普通郵遞方式寄予有關申請人或其他應得之人士，郵誤風險概由收件人承擔。

本暫定配額通知書及所有接納其中所載之建議均須受香港法例監管，並按其詮釋。

**此致**

列位合資格股東 台照

代表董事會  
**WAI YUEN TONG MEDICINE HOLDINGS LIMITED**  
(位元堂藥業控股有限公司)\*  
董事總經理  
陳振康

二零一零年十月六日

\* 僅供識別

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARES, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENTS TO THE RIGHTS SHARES REPRESENTED BY THIS DOCUMENT.

如轉讓供股股份之認購權，每項買賣均須繳付從價印花稅。除以出售形式外，餽贈或轉讓實益權益亦須繳付從價印花稅。在以本文件登記轉讓供股股份權益之前，須出示已繳付從價印花稅之證明。

## Form B

表格乙

## FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

(To be completed and signed only by Qualifying Shareholder(s) who wish(es) to transfer all of its/his/her/their right(s) to subscribe for the Rights Shares comprised herein)  
(只供擬轉讓此表格所列其/彼等之全部供股股份認購權之合資格股東填寫及簽署)

To: **The Directors,  
Wai Yuen Tong Medicine Holdings Limited**

致：位元堂藥業控股有限公司\*  
列位董事 台照

Dear Sirs and Madams,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this provisional allotment letter to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人/吾等謹將本暫定配額通知書所列本人/吾等之供股股份認購權轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of Shareholders (all joint Shareholders must sign):  
股東簽署(所有聯名股東均須簽署)

Date 日期: \_\_\_\_\_ 2010.

**Note: Stamp duty of HK\$5.00 and ad valorem stamp duty are payable by the transferor(s) if this form is completed.**

註：填妥此表格後，轉讓人須支付5.00港元之印花稅以及支付從價印花稅。

## Form C

表格丙

## REGISTRATION APPLICATION FORM

登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)  
(只供獲轉讓供股股份認購權之人士填寫及簽署)

To: **The Directors,  
Wai Yuen Tong Medicine Holdings Limited**

致：位元堂藥業控股有限公司\*  
列位董事 台照

Dear Sirs and Madams,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this provisional allotment letter and the Prospectus and subject to the memorandum and bye-laws of the Company.

敬啟者：

本人/吾等謹請閣下將表格甲之乙欄所列之供股股份數目，登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及章程所載條款，以及貴公司組織章程及公司細則規限下，接納此等供股股份數目。

Existing Shareholder(s)  
Please mark "X" in this box  
現有股東請於本欄內填上「X」符號

To be completed in BLOCK letters in ENGLISH. Joint applicants should give the address of the first-named applicant only.  
請用英文正楷填寫。聯名申請人只須填上排名首位申請人之地址。

Name in English 英文名稱	Family name or Company name 姓氏或公司名	Other name 名字	Name in Chinese 中文名稱	
Name continuation and/ or name(s) of applicant or joint applicants 名稱(續)及/或申請 人或聯名申請人名稱				
Address in English Joint applicant(s) should give one address only 英文地址(聯名申請人 只須提供一個地址)				
Occupation 職業			Telephone Number 電話號碼	
Dividend Instructions 派息指示				
Name and address of bank 銀行名稱及地址				Bank Account Number 銀行賬戶號碼

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of applicant(s) (all joint applicant(s) must sign):  
申請人簽署(所有聯名申請人均須簽署)：

Date 日期: \_\_\_\_\_ 2010.

**Note: Ad valorem stamp duty is payable by the transferee(s) if this form is completed.**

註：填妥此表格後，承讓人須支付從價印花稅。

**Names of Chinese applicants must be given both in English and in Chinese characters.**

華裔申請人須填寫中英文姓名。

\* For identification purposes only  
僅供識別