



# 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)

## Form of proxy for use at the Special General Meeting to be held on Wednesday, 23 March 2011

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of HK\$0.01 each in the capital of Wai Yuen Tong Medicine Holdings Limited (位元堂藥業控股有限公司) (the "Company") HEREBY APPOINT <sup>(Note 3)</sup> the chairman of the meeting, or failing him  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting to be held at 44/F., Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong on Wednesday, 23 March 2011 at 4:00 p.m. (or at any adjournment thereof) (as the case may be) (the "Meeting") in respect of the resolutions set out in the notice convening the Meeting (the "Notice") to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

	SPECIAL RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve the Proposed Share Premium Reduction (as detailed in the Company's circular dated 28 February 2011).		
<b>ORDINARY RESOLUTIONS</b>			
2.	To grant a general mandate to the directors of the Company (the "Directors") to allot, issue, grant, distribute and deal with the securities in the share capital of the Company not exceeding 20% of the issued share capital of the Company as at the date of the Meeting.		
3.	To grant a general mandate to the Directors to repurchase the securities in the share capital of the Company not exceeding 10% of the issued share capital of the Company as at the date of the Meeting.		
4.	To extend, conditional upon the passing of resolutions numbered (2) and (3), the shares and other securities repurchased pursuant to the mandate granted to the Directors under the resolution numbered (3) above, to the mandate granted to the Directors under the resolution numbered (2) above.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011      Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, delete words "the chairman of the Meeting, or failing him" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Meeting will act as your proxy.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of any officer or attorney or other person duly authorised to sign the same. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. In order to be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not later than 48 hours before the time for holding the Meeting.
7. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

\* For identification purposes only