



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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Wai Yuen Tong Medicine Holdings Limited (the “**Company**”) will be held at 37th Floor, Two International Finance Centre, 8 Finance Street, Hong Kong on Thursday, 15 March 2007, at 9:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

“**THAT** (a) the conditional loan agreement dated as of 26 January 2007 (the “**Loan Agreement**”) between Gain Better Investments Limited (“**GBIL**”) (a subsidiary of the Company) and LeRoi Holdings Limited (“**LeRoi**”), a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, pursuant to which, inter alia, GBIL has agreed to provide an unsecured loan facility to LeRoi for an amount of up to HK\$35,000,000 at an interest rate of 6.5% per annum, the provision of which constitutes financial assistance from the Company to LeRoi and which is for the benefit of Wang On Group Limited; and (b) other transactions contemplated by or incidental to the Loan Agreement and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to the Loan Agreement, be and is hereby generally and unconditionally approved, confirmed and ratified.”

By Order of the Board
Wai Yuen Tong Medicine Holdings Limited
Chan Chun Hong, Thomas
Managing Director

Hong Kong, 26 February 2007

Notes:

- (1) A member of the Company entitled to attend and vote at the above meeting may appoint a proxy or more than one proxy to attend and vote on his behalf. A form of proxy for use at the above meeting is enclosed herewith. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or an attorney duly authorized in writing. If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer, attorney or other person authorized to sign the proxy.
- (3) In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited at the Hong Kong branch share registrar of the Company, Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong.
- (4) Completion and delivery of the form of proxy will not preclude members from attending and voting at the above meeting or any adjournment thereof, in which case the form of proxy shall be deemed to be revoked.

* *For identification purposes only*

“Please also refer to the published version of this announcement in The Standard”