



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 by shareholders at the Special General Meeting to be held on Friday, 2 October 2009

I/We⁽¹⁾ _____

of _____

being the registered holder(s) of ⁽²⁾ _____ 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 ⁽³⁾ 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 (and at any adjournment thereof) of the Company ("Meeting") to be held at 11/F, Two Exchange Square, Central, Hong Kong on Friday, 2 October 2009 at 10:00 a.m. in respect of the resolutions set out in the notice convening the Meeting ("Notice") as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

| | ORDINARY RESOLUTIONS | FOR ⁽⁴⁾ | AGAINST ⁽⁴⁾ |
|-----|--|--------------------|------------------------|
| (1) | To approve the acquisition of 1,463,835,000 shares in the capital of LeRoi Holdings Limited ("LeRoi") from the shareholders of LeRoi other than Gain Better Investments Limited ("Gain Better"), a wholly owned subsidiary of the Company, and parties acting in concert with it (the "Independent LeRoi Shareholders") pursuant to the possible voluntary conditional partial share exchange offer (the "Offer") by Kingston Securities Limited on behalf of Gain Better and the allotment and issue of 3,659,587,500 new shares in the share capital of the Company as consideration to the Independent LeRoi Shareholder(s) who has/have validly accepted the Offer, details of which are set out in the circular to the shareholders of the Company dated 16 September 2009, and to authorise the directors of the Company (the "Director") to do all such acts and things necessary, appropriate, desirable or expedient to implement and/or give effect to the foregoing transactions. | | |
| (2) | To approve the conditional loan agreement dated 28 August 2009 entered into between Gain Better and LeRoi in relation to a loan of HK\$190 million to be granted by Gain Better to LeRoi (the "Loan Agreement"), details of which are set out in the circular to the shareholders of the Company dated 16 September 2009, and to authorise the Directors to do all such acts and things necessary, appropriate, desirable or expedient to implement and/or give effect to the Loan Agreement and the transactions contemplated therein. | | |

Dated this _____ day of _____ 2009 Signature(s)⁽⁵⁾ _____

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 the 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.
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 INITIALLED BY THE PERSON WHO SIGNS IT.**
6. In order to be valid, this form of proxy, together with the 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 branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed 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 needs 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, this form of proxy shall be deemed to be revoked.

* For identification purpose only