



# 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 Thursday, 27 December 2012

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 share 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 20th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong on Thursday, 27 December 2012 at 10:00 a.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.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve the sale and purchase agreement dated 22 November 2012 entered into between Gain Better Investments Limited and Ever Task Limited in respect of the sale and purchase of shares in PNG Resources Holdings Limited and the transactions contemplated thereunder.		
2.	To approve the loan agreement dated 22 November 2012 entered into between Give Power Limited and China Agri-Products Exchange Limited in respect of the granting of a revolving credit facility and the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012      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. Any member of the Company ("Member") entitled to attend and vote at a Meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a Member.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
7. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjourned meeting at which the person named in the instrument proposes to vote. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. Where there are joint holders of any shares, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding.
9. All of the above resolutions will be voted by way of a poll at the Meeting.

\* For identification purpose only