



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 Annual General Meeting to be held on Thursday, 22 August 2013

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 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 ^(Note 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 annual general meeting (or at any adjournment thereof) (as the case may be) to be held at Garden Rooms A & B, 2/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 22 August 2013 at 10:00 a.m. (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 ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2013		
2.	To consider, approve and declare a final dividend of HK0.3 cents per share for the year ended 31 March 2013		
3.	(a) To re-elect Ms. Tang Mui Fun as executive director		
	(b) To re-elect Mr. Yuen Chi Choi as independent non-executive director		
	(c) To re-elect Mr. Cho Wing Mou as independent non-executive director		
	(d) To authorise the board of directors to fix the directors' remuneration		
4.	To re-appoint Ernst & Young as auditors of the Company and to authorise the board of directors to fix their remuneration		
5(A).	To grant a general mandate to the directors to repurchase the securities of the Company not exceeding 10% of the issued share capital of the Company as at the date of the Meeting		
5(B).	To grant a general mandate to the directors to allot, issue and deal with the securities in the capital of the Company not exceeding 20% of the issued share capital of the Company as at the date of the Meeting		
5(C).	To extend, conditional upon the passing of resolutions 5(A) and 5(B), the nominal amount of the securities repurchased under resolution 5(A) to the mandate granted to the directors under resolution 5(B)		
6.	To approve the termination of the existing share option scheme and the adoption of the new share option scheme		
SPECIAL RESOLUTIONS			
7(A).	To amend the bye-laws of the Company		
7(B).	To adopt the amended and restated bye-laws in substitution for the existing bye-laws		

Dated this _____ day of _____ 2013

Signature(s) ^(Note 5) : _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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).
- 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.
- 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.
- 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.**
- 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.
- 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- 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 purpose only