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## 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 the special general meeting (the “SGM”) of Wai Yuen Tong Medicine Holdings Limited (位元堂藥業控股有限公司\*) (the “Company”) will be held at 20/F., Alexandra House, 18 Chater Road, Central, Hong Kong on Wednesday, 12 February 2014 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without modification, as ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT**

- (a) the underwriting by, amongst others, Ultimate Fame Holdings Limited (“**Ultimate Fame**”, a wholly-owned subsidiary of the Company) of the issue of 228,000,000 rights shares (with bonus shares) of China Agri-Products Exchange Limited (“**CAP**”) pursuant to the conditional underwriting agreement in relation to a proposed rights issue by CAP dated 4 December 2013 (“**Underwriting Agreement**”, a copy of which has been marked “A” and produced to the Meeting and initialled by the chairman of the Meeting for identification) entered into among Wang On Group Limited, CAP, Huge Thrive Investments Limited, Kingston Securities Limited, Ultimate Fame and the Company (as warrantor of the obligations of Ultimate Fame under the Underwriting Agreement), particulars of which are set out in a joint announcement dated 19 December 2013 by (amongst others) the Company (a copy of which has been marked “B” and produced to the meeting and initialled by the chairman of the meeting for identification), and all transactions contemplated under the Underwriting Agreement be and are hereby approved; and
- (b) the directors of the Company be and are authorised to take, on behalf of the Company, all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Underwriting Agreement and the transactions contemplated thereunder.”

By Order of the Board  
**Wai Yuen Tong Medicine Holdings Limited**  
(位元堂藥業控股有限公司\*)  
**Mak Yuen Ming, Anita**  
*Company Secretary*

Hong Kong, 23 January 2014

\* *For identification purpose only*

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
5/F., Wai Yuen Tong Medicine Building  
9 Wang Kwong Road  
Kowloon Bay  
Kowloon  
Hong Kong

*Notes:*

1. Any member of the Company (“**Member**”) entitled to attend and vote at the SGM shall be 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 the SGM. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.
2. 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.
3. 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 and transfer office in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjourned meeting (as the case may be) 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 SGM convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share(s) 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.
5. The above resolution will be voted by way of a poll at the SGM.

*As at the date of this notice, the executive directors of the Company are Mr. Tang Ching Ho, Mr. Chan Chun Hong, Thomas and Ms. Tang Mui Fun, and the independent non-executive directors of the Company are Mr. Siu Man Ho, Simon, Mr. Yuen Chi Choi, Mr. Leung Wai Ho and Mr. Cho Wing Mou.*