
SUPPLEMENTAL NOTICE OF THE SPECIAL GENERAL MEETING



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)

Reference is made to the Notice of Special General Meeting (the “SGM Notice”) dated 13 March 2015 of Wai Yuen Tong Medicine Holdings Limited (位元堂藥業控股有限公司*) (the “Company”, and together with its subsidiaries, the “Group”). The special general meeting (the “SGM”) of the Company will be held at 20/F., Alexandra House, 18 Chater Road, Central, Hong Kong on Wednesday, 8 April 2015 at 11:00 a.m..

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the SGM be held as originally scheduled and will consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution of the Company, in addition to the resolution as set out in the SGM Notice:

ORDINARY RESOLUTION

2. “**THAT** Mr. Li Ka Fai, David be re-elected as the independent non-executive director of the Company.”

(For details of the biography of Mr. Li Ka Fai, David, please refer to the Appendix I)

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, 18 March 2015

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

* For identification purposes only

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. Leung Wai Ho, Mr. Siu Man Ho, Simon, Mr. Cho Wing Mou and Mr. Li Ka Fai, David.

Notes:

1. *Save for the inclusion of the newly proposed resolution, there are no other changes to the resolution set out in the SGM Notice. Please refer to the SGM Notice for the other resolution to be passed at the SGM and other relevant matter.*
2. *Since the proxy form sent together with the circular dated 13 March 2015 (the “**First Proxy Form**”) does not contain the proposed additional resolution as set out in this supplemental notice of SGM, a new proxy form (the “**Second Proxy Form**”) has been prepared and is enclosed with this supplemental notice of SGM.*
3. *Any member of the Company (“**Member**”) who has not yet lodged the First Proxy Form with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, is requested to lodge the Second Proxy Form if he or she wishes to appoint proxies to attend the SGM on his or her behalf. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, is at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.*
4. *A Member who has already lodged the First Proxy Form with the Company’s branch share registrar and transfer office in Hong Kong should note that:*
 - i. *if no Second Proxy Form is lodged with the Company’s branch share registrar and transfer office in Hong Kong, the First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the Member will also be entitled to vote at his or her discretion or to abstain from voting on any resolution properly put to the SGM other than that referred to in the SGM Notice and the First Proxy Form, including the additional proposed resolution as set out in this supplemental notice of SGM.*
 - ii. *if the Second Proxy Form is lodged with the Company’s branch share registrar and transfer office in Hong Kong at or before forty-eight (48) hours before the time appointed for holding the SGM or adjourned meeting, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him or her. The Second Proxy Form will be treated as a valid proxy form lodged by the Member if correctly completed.*
 - iii. *if the Second Proxy Form is lodged with the Company’s branch share registrar and transfer office in Hong Kong after forty-eight (48) hours before the time appointed for holding the SGM or adjourned meeting, the Second Proxy Form will be invalid. It will not revoke the First Proxy Form previously lodged by the Member. The First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the Member will also be entitled to vote at his or her discretion or to abstain from voting on any resolution properly put to the SGM other than that referred to in the SGM Notice and the First Proxy Form, including the additional proposed resolution as set out in this supplemental notice of SGM.*
5. *Members are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude Members from attending and voting in person at the SGM or at any adjourned meeting should they so wish.*

6. *Any Member entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. 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 a corporation is entitled to exercise the same powers on behalf of the Member which he/she or they represent as such Member could exercise.*
7. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her 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. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.*
8. *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 as if he/she is 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 of the Company in respect of the joint holding.*

Appendix I
PROFILE OF DIRECTOR PROPOSED TO BE RE-ELECTED

Biographical details of the director proposed to be re-elected at the SGM are set out below:

Mr. Li Ka Fai, David, aged 60, is currently the deputy managing partner of Li, Tang, Chen & Co. CPA (Practising). He is a fellow member of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants, U.K., The Institute of Chartered Secretaries and Administrators, U.K., as well as The Institute of Chartered Accountants in England and Wales. Mr. Li is an independent non-executive director and the chairman of the audit committee of each of China-Hongkong Photo Products Holdings Limited and Shanghai Industrial Urban Development Group Limited. Mr. Li is also an independent non-executive director, the chairman of the audit committee, member of the nomination committee and member of the remuneration committee of Cosmopolitan International Holdings Limited and Goldlion Holdings Limited, an independent non-executive director, member of the audit committee, member of the nomination committee and the chairman of the remuneration committee of China Merchants Holdings (International) Company Limited, and an independent non-executive director, member of the audit committee and member of the remuneration committee of AVIC International Holding (HK) Limited, all of such companies are being listed in Hong Kong.

Mr. Li has entered into a letter of appointment with the Company in relation to his appointment as an independent non-executive director for a specific term of three years. Pursuant to his letter of appointment, he is entitled to an annual remuneration of HK\$120,000 and will also be entitled to a fee of HK\$30,000 per annum determined with reference to his experience and duties as the chairman of the audit committee of the Company. Mr. Li shall hold office and be eligible for the re-election at the SGM after his appointment on 17 March 2015 and thereafter subject to retirement by rotation and re-election at any subsequent annual general meeting of the Company pursuant to the bye-laws of the Company.

Save as disclosed above, as at the date of this notice, Mr. Li has not held any other directorship in any listed public company in Hong Kong or overseas in the past three years preceding the date of this notice, nor does he have any other major appointments or professional qualification. Mr. Li also does not have any relationship with any other director, senior management, substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company, nor hold any other positions with the Company or any members of the Group. Furthermore, as at the date of this notice, Mr. Li does not have any interest in the shares, underlying shares or debenture of the Company and/or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and the Board is not aware of any other matters regarding the re-election of Mr. Li that needs to be brought to the attention of the shareholders of the Company.