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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 a special general meeting (the “SGM”) of Wai Yuen Tong Medicine Holdings Limited (the “Company”) will be held at 19th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong on Thursday, 7 March 2024 at 11:00 a.m. to consider and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTION

- (1) “**THAT** subject to the Share Premium Reduction (as defined in resolution no. (2) of the notice convening this meeting) taking effect:
 - (a) a special dividend be and is hereby declared and paid in the form of a distribution in specie (the “**Distribution in Specie**”) of 1,715,665,730 shares in the issued and paid-up share capital of Wang On Group Limited (宏安集團有限公司)* (“WOG”) and 5,310,951,597 shares in the issued and paid-up share capital of China Agri-Products Exchange Limited 中國農產品交易有限公司 (“CAP”) held by the Company and/or its subsidiaries to the shareholders of the Company whose names appear on the register of members of the Company on 18 March 2024 on the basis of 293 shares of WOG and 907 shares of CAP for every 200 shares of the Company held and on the terms and subject to the exclusions described in the circular of the Company dated 15 February 2024, and the Distribution in Specie be paid out of the contributed surplus account and/or other distributable reserve accounts of the Company; and
 - (b) any director of the Company be and is hereby authorised to effect the Distribution in Specie, to do all such acts and things, and to approve, sign and execute (including affixing the common seal of the Company where required) all such documents, as such director may consider necessary, desirable or expedient, for the purposes of or incidental to the Distribution in Specie.”

SPECIAL RESOLUTION

- (2) “**THAT** subject to and conditional upon compliance with section 46(2) of the Companies Act 1981 (as amended) of Bermuda, and with effect from the day of passing this special resolution or upon the day on which the above condition is fulfilled (whichever is the later) (the “**Effective Date**”):
- (a) approximately HK\$2,082.7 million standing to the credit of the share premium account of the Company on the Effective Date be reduced by HK\$950 million to approximately HK\$1,132.7 million, and that the credit arising therefrom be transferred to the contributed surplus account of the Company (the “**Share Premium Reduction**”);
 - (b) the board of directors of the Company or a committee thereof be and is authorised to apply the entire amount standing to the credit of the contributed surplus account of the Company in such manner as it considers appropriate from time to time, including but not limited to the Distribution in Specie (as defined in resolution no. (1) of the notice convening this meeting) without further authorisation from the shareholders of the Company, and all such actions in relation thereto be approved, confirmed and ratified; and
 - (c) any director of the Company be and is hereby authorised generally to carry out all acts and things, and to approve, sign and execute (including affixing the common seal of the Company where required) all such documents, which they may consider appropriate, necessary or desirable to give effect to or to implement the Share Premium Reduction and the foregoing.”

By Order of the Board
WAI YUEN TONG MEDICINE HOLDINGS LIMITED
(位元堂藥業控股有限公司*)
Tang Wai Man
Executive Director

Hong Kong, 15 February 2024

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
Suite 3101, 31/F., Skyline Tower
39 Wang Kwong Road
Kowloon Bay
Kowloon
Hong Kong

Notes:

1. A form of proxy for use at the SGM is enclosed.
2. The register of members of the Company will be closed from Monday, 4 March 2024 to Thursday, 7 March 2024, both days inclusive, for determining the identity of the shareholders entitled to attend and vote at the SGM. During this period, no transfer of shares will be effected. In order for a shareholder to be entitled to attend and vote at the SGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 1 March 2024. Shareholders whose names appear on the register of members of the Company on Thursday, 7 March 2024 shall be entitled to attend and vote at the SGM.
3. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one proxy or, if such member is a holder of more than one share of the Company, more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company.
4. 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, 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as practicable and in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be).
5. Completion and delivery of the form of proxy will not preclude members from attending and voting at the SGM or any adjournment thereof (as the case may be) should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any shares of the Company, any one of such holders may vote at the SGM either personally or by proxy in respect of such shares as if he/she was solely entitled thereto provided that if more than one of such joint holders be present at the SGM whether personally or by proxy, the person whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the votes of the other joint holder.
7. The above resolutions will be voted by way of a poll at the SGM.

As at the date of this notice, the Board comprises Mr. Tang Ching Ho, Ms. Tang Wai Man and Ms. Law Man Yee, Anita as executive Directors, and Mr. Siu Man Ho, Simon, Mr. Li Ka Fai, David, Professor Sit Wing Hang and Professor Chan Wing Kwong as independent non-executive Directors.

** For identification purpose only*