

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered institution dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Tongfang Kontafarma Holdings Limited**, you should at once hand this circular, the accompanying form of proxy and the 2021 Annual Report to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



### 同方康泰產業集團有限公司 Tongfang Kontafarma Holdings Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1312)**

## PROPOSALS FOR RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO ISSUE SECURITIES AND BUY BACK SHARES, AND NOTICE OF ANNUAL GENERAL MEETING

---

A notice convening the annual general meeting of Tongfang Kontafarma Holdings Limited (the “**Company**”) to be held at Room 12A09–12A20, 12A/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 10 June 2022 at 11:00 a.m. (the “**AGM**”) is set out on pages 20 to 24 of this circular.

If you do not intend to attend the AGM but wish to exercise your right as a shareholder of the Company (the “**Shareholders**”), you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

#### PRECAUTIONARY MEASURES AT THE AGM

Please see page 1 of this circular for precautionary measures being taken to try to prevent and control the spread of the coronavirus disease 2019 (“**COVID-19**”) at the AGM, including but not limited to:

- (1) compulsory body temperature checks
- (2) compulsory of wearing of a surgical mask
- (3) appropriate distancing and spacing in line with the guidance from the Hong Kong Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding
- (4) no distribution of corporate gift or serving of refreshment

Any person who does not comply with the precautionary measures (1) to (3) above or is subject to any Hong Kong Government prescribed compulsory quarantine may be denied entry into the AGM venue, at the discretion of the Company as permitted by the law. The Company reminds the Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

---

## CONTENTS

---

|  | <i>Page</i> |
|--|-------------|
| <b>Precautionary Measures for the AGM</b> .....                              | 1           |
| <b>Definitions</b> .....   | 2           |
| <b>Letter from the Board</b>   |             |
| (1) Introduction .....   | 5           |
| (2) Re-election of the retiring Directors .....                              | 5           |
| (3) General Mandates to Issue Securities and Buy Back Shares .....           | 8           |
| (4) The AGM and Proxy Arrangement .....                                      | 9           |
| (5) Recommendation .....   | 10          |
| (6) General Information .....  | 10          |
| <b>Appendix I — Particulars of Directors proposed to be re-elected</b> ..... | 11          |
| <b>Appendix II — Explanatory Statement</b> .....                             | 17          |
| <b>Notice of AGM</b> .....   | 20          |

---

## PRECAUTIONARY MEASURES FOR THE AGM

---

In view of the ongoing COVID-19 pandemic, the following precautionary measures will be implemented at the AGM to ensure the health and safety of attending Shareholders, staff and other stakeholders:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at the entrance of the AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) Each attendee is requested to wear a surgical face mask throughout the AGM and inside the AGM venue, and to maintain a safe distance between seats. Please note that no masks will be provided at the AGM venue and each attendee should bring his/her own mask.
- (iii) Each attendee is requested to keep appropriate distancing and spacing in line with the guidance from the Hong Kong Government and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.
- (iv) No refreshment will be served, and there will be no corporate gift.
- (v) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed compulsory quarantine. Anyone who responds positively to any of these questions may be denied entry into the AGM venue or be required to leave the AGM venue.

In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person, by completing and returning the accompanying form of proxy.

The Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to the Shareholders and others attending the AGM and to comply with any requirements or recommendations of any government agencies from time to time.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.

---

## DEFINITIONS

---

*In this circular (other than in the notice of AGM), unless the context otherwise requires, the following expressions have the following respective meanings:*

|                              |   |
|------------------------------|---|
| “2021 Annual Report”         | the annual report of the Company for the year ended 31 December 2021  |
| “AGM”                        | the annual general meeting of the Company to be held at Room 12A09–12A20, 12A/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 10 June 2022 at 11:00 a.m., notice of which is set out on pages 20 to 24 of this circular    |
| “Articles”                   | the amended and restated articles of association of the Company currently in force  |
| “Board”                      | the board of Directors  |
| “Buy-Back Mandate”           | the general and unconditional mandate to the Directors to exercise the powers of the Company to buy back the fully paid up Shares not exceeding 10% of the total number of the issued Shares as at the date of passing of the relevant resolution |
| “China Health”               | China Health Management Investment Limited, a company incorporated in the British Virgin Islands with limited liability and a Controlling Shareholder of the Company  |
| “close associate(s)”         | has the meaning ascribed to it under the Listing Rules  |
| “Company”                    | Tongfang Kontafarma Holdings Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on the Main Board of the Stock Exchange (Stock Code: 1312)  |
| “Controlling Shareholder(s)” | has the meaning ascribed to it under the Listing Rules  |
| “core connected person(s)”   | has the meaning ascribed to it under the Listing Rules  |
| “COVID-19”                   | coronavirus disease 2019  |
| “Director(s)”                | the director(s) of the Company  |
| “Executive Director(s)”      | the executive director(s) of the Company  |
| “Group”                      | the Company and its subsidiaries  |
| “HK\$”                       | Hong Kong dollars, the lawful currency of Hong Kong   |
| “Hong Kong”                  | the Hong Kong Special Administrative Region of the PRC  |

---

## DEFINITIONS

---

|   |   |
|---|---|
| “Independent Non-Executive Director(s)” | the independent non-executive director(s) of the Company  |
| “Issue Mandate”                         | the general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of the issued Shares as at the date of passing of the relevant resolution           |
| “Latest Practicable Date”               | 20 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein   |
| “Listing Rules”                         | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “Nomination Committee”                  | the nomination committee of the Board   |
| “PRC”                                   | the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan   |
| “Sanjin Guotou”                         | Ningbo Free Trade Zone Sanjin Guotou Private Equity Fund Partnership Enterprise (Limited Partnership)* (寧波保稅區三晉國投股權投資基金合夥企業(有限合夥)), a limited partnership enterprise established under the laws of the PRC and a Controlling Shareholder of the Company     |
| “SFO”                                   | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time  |
| “Shanxi Construction”                   | Shanxi Construction Investment Group Co., Ltd.* (山西建設投資集團有限公司), a company incorporated under the laws of the PRC with limited liability and a Controlling Shareholder of the Company  |
| “Share(s)”                              | ordinary share(s) of nominal value of HK\$0.002 each in the share capital of the Company  |
| “Shareholder(s)”                        | holder(s) of the Share(s)   |
| “Shenzhen Waranty”                      | Shenzhen Waranty Asset Management Co., Ltd.* (深圳市華融泰資產管理有限公司), a company incorporated under the laws of the PRC with limited liability, which indirectly owns the entire issued share capital of China Health, and a Controlling Shareholder of the Company |

---

## DEFINITIONS

---

|                                     |  |
|-------------------------------------|--|
| “State-owned Capital Operation Co.” | Shanxi State-owned Capital Operation Co., Ltd.* (山西省國有資本運營有限公司) (Formerly known as Shanxi State Capital Investment and Operation Co., Ltd.* (山西省國有資本投資運營有限公司)), a company established under the laws of the PRC and a Controlling Shareholder of the Company |
| “Stock Exchange”                    | The Stock Exchange of Hong Kong Limited  |
| “subsidiary(ies)”                   | has the meaning ascribed to it under the Listing Rules   |
| “Substantial Shareholder(s)”        | has the meaning ascribed to it under the Listing Rules   |
| “Takeovers Code”                    | the Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission in Hong Kong   |
| “Tsinghua Tongfang”                 | Tsinghua Tongfang Co., Ltd.* (同方股份有限公司), a company incorporated under the laws of the PRC  |
| “%”                                 | per cent.  |

\* *For identification purpose only*

Reference to time and dates in this circular are to Hong Kong time and dates.

---

## LETTER FROM THE BOARD

---



### 同方康泰產業集團有限公司 Tongfang Kontafarma Holdings Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1312)**

*Executive Directors:*

Mr. Bai Pingyan (*Chairman*)  
Mr. Chai Hongjie  
Mr. Huang Yu (*President*)  
Mr. Jiang Chaowen (*Chief Executive Officer*)

*Independent Non-Executive Directors:*

Mr. Chan Sze Chung  
Mr. Zhang Ruibin  
Mr. Zhang Junxi Jack

*Registered Office:*

Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Head office and principal place  
of business:*

Room 12A09–12A20, 12A/F  
Sun Hung Kai Centre  
30 Harbour Road  
Wanchai  
Hong Kong

28 April 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE SECURITIES  
AND BUY BACK SHARES,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM and to give you the notice of AGM. Resolutions to be proposed at the AGM include, among other businesses, ordinary resolutions on (i) the re-election of the retiring Directors; (ii) the grant of the Issue Mandate; (iii) the grant of the Buy-Back Mandate; and (iv) the extension of the Issue Mandate.

#### **RE-ELECTION OF THE RETIRING DIRECTORS**

As at the Latest Practicable Date, the Board consists of seven (7) Directors, namely Mr. Bai Pingyan, Mr. Chai Hongjie, Mr. Huang Yu, Mr. Jiang Chaowen, Mr. Chan Sze Chung, Mr. Zhang Ruibin and Mr. Zhang Junxi Jack.

---

## LETTER FROM THE BOARD

---

Article 108 of the Articles provides that at each annual general meeting of the Company, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to but not less than one-third (1/3), shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three (3) years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three (3) years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A Director is not required to retire upon reaching any particular age.

In addition, Article 112 of the Articles provides that the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 108 of the Articles, Mr. Huang Yu, Mr. Jiang Chaowen, Mr. Chan Sze Chung and Mr. Zhang Ruibin shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Pursuant to Article 112 of the Articles, Mr. Bai Pingyan shall hold office until the first general meeting of the Company after his appointment and subject to re-election at such meeting. Therefore, he shall retire at the AGM and, being eligible, offer himself for re-election at the AGM.

In accordance with code provision B.3.4 of Appendix 14 of the Listing Rules, the Nomination Committee has assessed and reviewed the re-election of each of Mr. Chan Sze Chung and Mr. Zhang Ruibin as an Independent Non-Executive Director. Mr. Chan Sze Chung has served the Company for over ten (10) years while Mr. Zhang Ruibin has served the Company for over seven (7) years. Both of them are familiar with the businesses of the Group. Their education, background, experience and qualifications allow them to provide valuable and relevant insights to, and contribute to the diversity of, the Board. The Nomination Committee has also assessed and reviewed the Independent Non-Executive Directors' annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all the Independent Non-Executive Directors remain independent.

---

## LETTER FROM THE BOARD

---

According to code provision B.2.3 of Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than nine (9) years should be subject to a separate resolution to be approved by the shareholders. Notwithstanding that Mr. Chan Sze Chung has been serving as Independent Non-Executive Director of the Company for more than ten (10) years, the Nomination Committee considers that Mr. Chan Sze Chung is still independent, after discussion and taking into account the following reasons:

- (i) the Company has continued to receive annual written confirmation from Mr. Chan Sze Chung regarding his independence with respect of each of the factors set out in Rule 3.13 of the Listing Rules;
- (ii) Mr. Chan Sze Chung is able to bring an independent judgement and make a positive contribution to the development of the Company's strategies;
- (iii) as at the Latest Practicable Date, Mr. Chan Sze Chung did not have any interest in the Shares or underlying Shares of the Company or any associated corporation of the Company;
- (iv) Mr. Chan Sze Chung does not receive any remuneration from the Company other than his Director's fee and Director's services fees. He is also not financially dependent on the Company, its holding company or any of their respective subsidiaries or core connected persons of the Company;
- (v) Mr. Chan Sze Chung does not have a material interest in any principal business activity of or is involved in any material business dealings with the Company or any associated corporation of the Company;
- (vi) Mr. Chan Sze Chung has not had any executive or management role or function in the Company, its subsidiaries or any associated corporation of the Company or is not involved in the day-to-day management of the Company;
- (vii) Mr. Chan Sze Chung is a professional in accountancy and corporate governance. He has extensive experience in financial management and business management consultancy. The Nomination Committee believes that the skill and experience Mr. Chan Sze Chung acquires from a different background will be beneficial to the Board;
- (viii) during his tenure of office as an Independent Non-Executive Director, Mr. Chan Sze Chung has, with his comprehensive understanding of the Group's business and operations over the years, discharged his duty by providing insightful and independent opinion on matters that came to the Board and the relevant board committees of the Company; and
- (ix) Mr. Chan Sze Chung has devoted sufficient time to his duties as an Independent Non-Executive Director and demonstrated a good track record of attendance at the meetings of the Board and the relevant board committees.

---

## LETTER FROM THE BOARD

---

The Nomination Committee has reviewed the biographical details of each of the retiring Directors with reference to the nomination policy and board diversity policy of the Company and is satisfied that Mr. Bai Pingyan, Mr. Huang Yu, Mr. Jiang Chaowen, Mr. Chan Sze Chung and Mr. Zhang Ruibin have the required characters, integrity and experiences to continuously fulfil their roles as Executive Directors and Independent Non-Executive Directors, respectively. The Nomination Committee recommended their re-elections. Therefore, upon the nomination of the Nomination Committee, the Board has recommended the re-election of the abovementioned retiring Directors as Directors at the AGM. Each of Mr. Bai Pingyan, Mr. Huang Yu, Mr. Jiang Chaowen, Mr. Chan Sze Chung and Mr. Zhang Ruibin had abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting.

The brief biographical and other details of the Directors proposed to be re-elected are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

### **GENERAL MANDATES TO ISSUE SECURITIES AND BUY BACK SHARES**

At the annual general meeting of the Company held on 27 May 2021, ordinary resolutions were passed for the granting of general and unconditional mandates to the Directors (i) to allot, issue or otherwise deal with additional securities of the Company not exceeding 20% of the issued Shares as at that date of passing of such resolution (the “**Existing Issue Mandate**”), being 1,117,714,355 Shares; and (ii) to buy back Shares not exceeding 10% of the issued Shares as at that date of passing of such resolution (the “**Existing Buy-Back Mandate**”), being 558,857,177 Shares.

The Existing Issue Mandate and the Existing Buy-Back Mandate will expire upon the conclusion of the AGM. The Directors consider that the Existing Issue Mandate and the Existing Buy-Back Mandate increase the flexibility in dealing with the Company's affairs and are in the interests of both the Company and the Shareholders as a whole, and that the same shall continue to be adopted by the Company.

Ordinary resolutions will be proposed at the AGM for the granting of the Issue Mandate as set out in Resolution No. 5(A) of the notice of AGM. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further securities are issued and no Shares are bought back before the AGM, the Company will be allowed under such mandate to issue a maximum of 1,117,714,355 Shares, representing 20% of the issued Shares as at the Latest Practicable Date.

---

## LETTER FROM THE BOARD

---

In addition, ordinary resolution will also be proposed at the AGM for the granting of Buy-Back Mandate as set out in Resolution No. 5(B) of the notice of AGM. A resolution authorising the extension of the Issue Mandate to include the aggregate number of such Shares bought back (if any) under the Buy-Back Mandate is to be proposed at the AGM as Resolution No. 5(C) of the notice of AGM.

With reference to the proposed new general mandates, the Directors, as at the date hereof, wish to state that they have no immediate plans to issue any new securities of the Company pursuant to the relevant mandates.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against Resolution No. 5(B) to be proposed at the AGM in relation to the proposed Buy-Back Mandate is set out in Appendix II to this circular.

### THE AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at Room 12A09–12A20, 12A/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 10 June 2022 at 11:00 a.m. is set out on pages 20 to 24 of this circular. A copy of the 2021 Annual Report is despatched to the Shareholders together with this circular. Ordinary resolutions in respect of, *inter alia*, the re-election of the Directors, the grant of Issue Mandate, the grant of Buy-Back Mandate and the extension of the Issue Mandate will be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions proposed at the AGM will be put to vote by way of poll. An announcement on the results of the poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

A form of proxy for the AGM is enclosed with this circular. If you do not intend to attend the AGM but wish to exercise your right as a Shareholder, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Directors consider that the resolutions to be proposed at the AGM, including ordinary resolutions on (i) the re-election of Directors; (ii) the grant of the Issue Mandate; (iii) the grant of the Buy-Back Mandate; and (iv) the extension of the Issue Mandate are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. In case of any inconsistency between the English version and the Chinese version of this circular, the English version shall prevail.

Yours faithfully,  
For and on behalf of the Board  
**Tongfang Kontafarma Holdings Limited**  
**Bai Pingyan**  
*Chairman*

---

## APPENDIX I PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED

---

*The brief biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:*

**Mr. Bai Pingyan**, aged 50, was appointed as an Executive Director and the Chairman of the Board on 27 September 2021 and 19 April 2022 respectively. He is the chairman of each of the executive committee, the Nomination Committee, the share dealing committee, and the investment committee of the Board. Mr. Bai has extensive experience in corporate and finance management. He is currently the chairman of the board of directors and the general manager of Shenzhen Warranty, and the chief accountant of Shanxi Construction. Prior to joining the Group, Mr. Bai had been the deputy head of the finance department and head of equity investment department of Huayang New Material Technology Group Co., Ltd.\* (華陽新材料科技集團有限公司) (formerly known as Yangquan Coal Industry (Group) Co., Ltd.\* (陽泉煤業(集團)有限責任公司)), the chief accountant and director of Shanxi Zhaofeng Aluminum Industry Co., Ltd.\* (山西兆豐鋁業有限責任公司), the chief accountant of Yangquan Coal Industry Chemical Group Co., Ltd.\* (陽泉煤業化工集團有限責任公司) and the deputy general manager and chief accountant of Shanxi Yangmei Chemical Investment Co., Ltd.\* (山西陽煤化工投資有限責任公司). Mr. Bai had also been the director of Yangmei Chemical Co., Ltd. (陽煤化工股份有限公司) (stock code: 600691), the issued shares of which are listed on the Shanghai Stock Exchange, the chairman of the board of directors and general manager of Yangquan Coal Industry Group Tian'an Industry Incubator Co., Ltd.\* (陽泉煤業集團天安產業孵化器有限責任公司) and the chairman of the board of directors and general manager of Yangquan Coal Industry Group Huaneng Coal Power Investment Co., Ltd.\* (陽泉煤業集團華能煤電投資有限責任公司). Mr. Bai obtained a Master of Business Administration degree at the Nankai University in June 2009. He was qualified as a senior accountant\* (正高級會計師) in December 2019.

A service contract has been entered into between the Company and Mr. Bai, and Mr. Bai does not receive any Director's fee from the Company. There is no designated length of service under the service contract of Mr. Bai and the Company but he will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office.

Save as disclosed above, Mr. Bai did not (i) have any relationship with any other Director, senior management, Substantial or Controlling Shareholder of the Company; (ii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; and (iii) hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

There are no other matters or information in relation to Mr. Bai that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**Mr. Huang Yu**, aged 53, was appointed as an Executive Director and the President of the Group on 15 March 2014 and 3 September 2020 respectively. He is a member of each of the executive committee and the share dealing committee of the Board. He is also a director of certain subsidiaries of the Company. Mr. Huang served as the Chairman of the Board from July 2014 to September 2020. He is currently an executive director and general manager of Shenzhen Aorongxin Investment Development Co., Ltd.\* (深圳市奧融信投資發展有限公司) and the chairman of the supervisory committee of Penghua Fund Management Co., Ltd\* (鵬華基金管理有限公司). Mr. Huang had also been a director and senior management of several listed companies, including the chairman of the board and a non-executive director of Neo-Neon Holdings Limited (stock code: 1868), the issued shares of which are listed on the Main Board of the Stock Exchange, a non-executive director of Technovator International Limited (stock code: 1206), the issued shares of which are listed on the Main Board of the Stock Exchange, the vice chairman and president of Tsinghua Tongfang (stock code: 600100), the issued shares of which are listed on the Shanghai Stock Exchange and the chairman of the board of directors of Shenzhen Huakong Seg Co., Ltd. (stock code: 000068), the issued shares of which are listed on the Shenzhen Stock Exchange. Mr. Huang obtained a master's degree in Science from the University of Greenwich.

An employment contract which forms the basis of emoluments has been entered into between the Company and Mr. Huang, pursuant to which he is entitled to receive (i) a total remuneration package of HK\$1,705,737 per annum (including a monthly basic salary together with allowances and a thirteen-month salary payment); and (ii) a discretionary bonus based on the performance of both Mr. Huang and the Group. He is also entitled to a Director's fee of HK\$10,000 per annum which was determined by the Board and shall be subject to the approval by the Shareholders. The remuneration of Mr. Huang was determined with reference to the prevailing market conditions and the terms of the remuneration policy of the Company. There is no designated length of service under the employment contract of Mr. Huang and the Company but he will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office.

Save as disclosed above, Mr. Huang did not (i) have any relationship with any other Director, senior management, Substantial or Controlling Shareholder of the Company; (ii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; and (iii) hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

There are no other matters or information in relation to Mr. Huang that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**Mr. Jiang Chaowen**, aged 56, was appointed as the Chief Executive Officer of the Company, an Executive Director and the Vice President of the Group on 11 December 2017, 23 January 2018 and 3 September 2020 respectively. He is also a member of each of the executive committee, the risks management committee and the share dealing committee of the Board. He joined the Group in July 2016, and is currently the president of Tongfang Pharmaceutical Group Co., Ltd.\* (同方藥業集團有限公司) and the chairman of SPF (Beijing) Biotechnology Co., Ltd.\* (斯貝福(北京)生物技術有限公司), Chongqing Kangle Pharmaceutical Co., Ltd.\* (重慶康樂製藥有限公司), Shaanxi Unisplendour Life Care Pharmaceutical Co., Ltd.\* (陝西紫光辰濟藥業有限公司) and Huakong Innovation (Beijing) Institute of Pharmaceutical Research Co., Ltd.\* (華控創新(北京)藥物研究院有限公司), all of which are subsidiaries of the Company. He is also a director of certain subsidiaries of the Company. Mr. Jiang has over 30 years of extensive management experience in the pharmaceutical industry. Mr. Jiang is currently a director of Chongqing Jewelland Pharmaceutical Co., Ltd.\* (重慶健能醫藥開發有限公司) (“**Chongqing Jewelland**”) and Si Chuan Jewelland Pharmaceutical Co., Ltd.\* (四川健能製藥有限公司) (“**Si Chuan Jewelland**”). Prior to joining the Group, he held positions of chairman and general manager in The First South-west Pharmaceutical Factory\* (西南製藥一廠) (Chongqing Qingyang Pharmaceutical Co., Ltd.\* (重慶青陽藥業有限公司)), Chongqing Jiachen Biological Engineering Co., Ltd.\* (重慶佳辰生物工程有限公司), Chongqing Jewelland and Si Chuan Jewelland. Mr. Jiang graduated from the School of Business Administration of Chongqing University with a postgraduate qualification. He further studied at the Party School of Chinese Communist Party of Chongqing City, Tsinghua University, Southwest China Normal University, and Chongqing University etc. during working time.

An employment contract which forms the basis of emoluments has been entered into between the Company and Mr. Jiang, pursuant to which he is entitled to receive (i) a total remuneration package of HK\$1,705,737 per annum (including a monthly basic salary together with allowances and a thirteen-month salary payment); and (ii) a discretionary bonus based on the performance of both Mr. Jiang and the Group. He is also entitled to a Director’s fee of HK\$10,000 per annum which was determined by the Board and shall be subject to the approval by the Shareholders. The remuneration of Mr. Jiang was determined with reference to the prevailing market conditions and the terms of the remuneration policy of the Company. There is no designated length of service under the employment contract of Mr. Jiang and the Company but he will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office.

Mr. Jiang owned 5.47% interests in the registered capital of SPF (Beijing) Biotechnology Co., Ltd.\* (斯貝福(北京)生物技術有限公司), which is an associated corporation of the Company, within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Jiang did not (i) have any relationship with any other Director, senior management, Substantial or Controlling Shareholder of the Company; (ii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; and (iii) hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

---

**APPENDIX I PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

---

There are no other matters or information in relation to Mr. Jiang that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**Mr. Chan Sze Chung**, aged 52, was appointed as an Independent Non-Executive Director on 20 December 2011. He is the chairman of the audit committee of the Board and a member of each of the remuneration committee, the Nomination Committee, the risks management committee and the investment committee of the Board. Mr. Chan has been an independent non-executive director of Da Yu Financial Holdings Limited (stock code: 1073) since July 2019, the issued shares of which are listed on the Stock Exchange. Prior to joining the Company, he had acted as the chief financial officer (from December 2009 to August 2010) of Coolpoint Energy Limited (now known as Viva China Holdings Limited) (stock code: 8032), the issued shares of which are listed on the Stock Exchange, as the acting chief financial officer (from September 2008 to March 2009) of Nam Tai Electronic & Electrical Products Limited, the issued shares of which were previously listed on the Stock Exchange, and as the vice chief financial officer (from March 2009 to November 2009) of Nam Tai Electronics, Inc. (now known as Nam Tai Property Inc.) (NYSE: NTP), the issued shares of which are listed on the New York Stock Exchange. During the period from January 1993 to August 1997, Mr. Chan was employed by Deloitte Touche Tohmatsu and served as a senior accountant at the time of his resignation. He graduated from the University of Wales with a Bachelor of Arts degree in Accounting and Finance in July 1991 and obtained a Master of Arts degree in Accounting and Finance at the University of Lancaster in December 1992. Mr. Chan is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Besides, he is recognised as a chartered financial analyst by the CFA Institute of the United States of America.

An appointment letter which forms the basis of emoluments has been entered into between the Company and Mr. Chan, pursuant to which (i) his term of appointment shall continue until 17 January 2024, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office; and (ii) he is entitled to (a) a Director's fee of HK\$10,000 per annum, which was determined by the Board and shall be subject to the approval by the Shareholders; and (b) a service fee of HK\$108,150 per annum with effect from 1 January 2022. The remuneration of Mr. Chan was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

Mr. Chan has been serving as Independent Non-Executive Director for more than ten (10) years, the Nomination Committee considers that Mr. Chan is still independent, after discussion and taking into account the factors regarding his independence as set out on pages 6 to 7 of this circular. Mr. Chan has also given an annual confirmation of his independence to the Company, and has been assessed by the Nomination Committee to be independent.

---

## APPENDIX I PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED

---

Save as disclosed above, Mr. Chan did not (i) have any relationship with any other Director, senior management, Substantial or Controlling Shareholder of the Company; (ii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; and (iii) hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

There are no other matters or information in relation to Mr. Chan that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**Mr. Zhang Ruibin**, aged 49, was appointed as an Independent Non-Executive Director on 24 July 2014. Mr. Zhang is also the chairman of the remuneration committee of the Board and a member of each of the audit committee, the Nomination Committee, the risks management committee and the investment committee of the Board. Mr. Zhang is an external director of Moutai Group Company Limited\* (中國貴州茅台酒廠集團有限責任公司). Mr. Zhang has been (i) an independent director of Guizhou Panjiang Refined Coal Co., Ltd. (stock code: 600395), the issued shares of which are listed on the Shanghai Stock Exchange, from 18 May 2013 to 23 March 2017; (ii) an independent director of China Zhenhua (Group) Science & Technology Co., Ltd. (stock code: 000733), the issued shares of which are listed on the Shenzhen Stock Exchange, from 5 June 2015 to 17 December 2021; (iii) an independent director of Guizhou Qianyuan Power Co., Ltd (stock code: 002039), the issued shares of which are listed on the Shenzhen Stock Exchange, from 12 September 2014 to 20 November 2020; (iv) an independent director of Poly Union Chemical Holding Group Co., Ltd. (formally known as Guizhou Jiulian Industrial Explosive Materials Development Co., Ltd) (stock code: 002037), the issued shares of which are listed on the Shenzhen Stock Exchange, since 10 March 2016; and (v) an executive director of Beijing Wudaokou Education & Technology Co., Ltd.\* (北京五道口教育科技有限公司) since 22 July 2016. Mr. Zhang holds a doctoral degree in statistics from the Xiamen University. He was a postdoctoral research fellow at the Renmin University of China and The Finance Research Institute of the People's Bank of China\* (中國人民銀行金融研究所). He obtained a qualification of non-practicing certified public accountant in China. He was qualified as a senior economist by the Human Resources Department of Guangdong Province\* (廣東省人事廳). He was qualified as a certified treasury professional of The Association for Financial Professionals. He has been awarded the research project second prize by The Securities Association of China and the key research project third prize by the People's Bank of China.

An appointment letter which forms the basis of emoluments has been entered into between the Company and Mr. Zhang, pursuant to which (i) his term of appointment shall continue until 23 July 2023, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office; and (ii) he is entitled to (a) a Director's fee of HK\$10,000 per annum, which was determined by the Board and shall be subject to the approval by the Shareholders; and (b) a service fee of HK\$108,150 per annum with effect from 1 January 2022. The remuneration of Mr. Zhang was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

---

**APPENDIX I PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

---

Mr. Zhang has also given an annual confirmation of his independence to the Company, and has been assessed by the Nomination Committee to be independent.

Save as disclosed above, Mr. Zhang did not (i) have any relationship with any other Director, senior management, Substantial or Controlling Shareholder of the Company; (ii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; and (iii) hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

There are no other matters or information in relation to Mr. Zhang that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

*\* For identification purpose only*

*This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Buy-Back Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 5,588,571,777 issued Shares.

Subject to the passing of the proposed resolution granting the Buy-Back Mandate and on the basis that no further Shares are issued and no Shares are bought back before the AGM, the Company will be allowed under the Buy-Back Mandate to buy back a maximum of 558,857,177 Shares, representing 10% of the issued Shares as at the AGM date up to the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the Cayman Islands; or (iii) the revocation or variation of the resolution of the Shareholders in general meeting of the Company.

## **REASONS FOR BUY-BACKS**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares on the Stock Exchange. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

The Directors would exercise the Buy-Back Mandate in circumstances where they consider that the buy-back would be in the best interests of the Company and in circumstances where they consider that the Shares can be bought back on the terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 December 2021, being the date to which the latest published audited financial statements of the Company were made up, if the Buy-Back Mandate was to be exercised in full at any time during the proposed buy-back period, it may have an adverse impact on the working capital and gearing level of the Company.

The Directors do not propose to exercise the Buy-Back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements of the Company or the gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

## **FUNDING OF BUY-BACKS**

Buy-backs to be made pursuant to the Buy-Back Mandate would be financed out of funds legally available for such purpose in accordance with the Articles, the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution.

## **EFFECT OF THE TAKEOVERS CODE**

Upon the exercise of the power to buy back Shares pursuant to the Buy-Back Mandate, a Shareholder's proportionate interests in the voting rights of the Company increase, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of

the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and on the date assuming the Buy-Back Mandate is exercised in full, the shareholding interests of the Substantial Shareholders of the Company were as follows:

| Name of Shareholder(s)  | Number of<br>Shares interested | Approximate %<br>of the total<br>number of Shares<br>in issue as at<br>the Latest<br>Practicable Date | Approximate %<br>of the total<br>number of Shares<br>in issue should<br>the Buy-Back<br>Mandate be<br>exercised in full |
|---|--------------------------------|---|---|
| State-owned Capital<br>Operation Co. and its<br>associates <sup>(1)</sup> | 3,172,778,000                  | 56.77%  | 63.08%  |
| Tsinghua Tongfang and its<br>associates <sup>(2)</sup>                    | 513,994,000                    | 9.20%   | 10.22%  |

*Notes:*

- (1) China Health directly holds 3,172,778,000 Shares, representing approximately 56.77% of the issued Shares. Shenzhen Waranty, through its wholly-owned subsidiary, namely Waranty Assets Management (HK) Limited, owns 100% interests in the issued share capital of China Health and is therefore deemed to have an interest in the Shares in which China Health is interested. The equity interest of Shenzhen Waranty is held by Shanxi Construction as to approximately 46.40% and by Sanjin Guotou as to approximately 45.50%, whereas Shanxi Construction owns 46.38% interests in the registered capital of Sanjin Guotou. Shanxi Construction and Sanjin Guotou are therefore deemed to have an interest in the Shares in which Shenzhen Waranty is interested. Shanxi Transportation Holdings Group Co., Ltd.\* (山西交通控股集團有限公司) (“**Shanxi Transportation**”), through its wholly-owned subsidiary, namely Shanxi Province Expressway Group Limited Liability Company\* (山西省高速公路集團有限責任公司), owns 46.38% interests in the registered capital of Sanjin Guotou and is therefore deemed to have an interest in the Shares in which Sanjin Guotou is interested. State-owned Capital Operation Co. owns 90% interests in the registered capital of Shanxi Construction and 90% interests in the registered capital of Shanxi Transportation respectively. State-owned Capital Operation Co. is therefore deemed to have an interest in the Shares in which Shenzhen Waranty is interested under the SFO. The entire registered capital of State-owned Capital Operation Co. is held by State-owned Assets Supervision and Administration Commission of Shan Xi Provincial Government (“**Shanxi Government Commission**”) and Shanxi Government Commission is therefore also deemed to have an interest in the Shares in which State-owned Capital Operation Co. is interested under the SFO, being 3,172,778,000 Shares, representing approximately 56.77% of the issued Shares of the Company.
- (2) THTF Energy-Saving Holdings Limited (“**THTF Energy-Saving**”) is the beneficial owner of 513,994,000 Shares, representing approximately 9.20% of the issued Shares. Tsinghua Tongfang, through its wholly-owned subsidiary, namely Resuccess Investments Limited, owns 100% interests in the issued share capital of THTF Energy-Saving and is therefore also deemed to have an interest in the Shares in which THTF Energy-Saving is interested under the SFO. Tsinghua Tongfang is therefore interested in 513,994,000 Shares representing approximately 9.20% of the issued Shares of the Company. If the Buy-Back Mandate is exercised in full, Tsinghua Tongfang and its associates will become Substantial Shareholders of the Company under the Listing Rules.

To the best of the knowledge and belief of the Directors and having made all reasonable enquiries, the Board is not aware of any consequences which would give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code as a result of an exercise of the Buy-Back Mandate. The Directors also have no immediate intention to exercise the Buy-Back Mandate to an extent which will result in the amount of Shares held by the public being reduced to less than 25%.

### PRICE OF THE SHARES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months (up to and including the Latest Practicable Date):

|  | Price per Share |                |
|--|-----------------|----------------|
|  | Highest<br>HK\$ | Lowest<br>HK\$ |
| <b>2021</b>  |                 |                |
| April  | 0.068           | 0.056          |
| May  | 0.090           | 0.061          |
| June   | 0.089           | 0.067          |
| July   | 0.088           | 0.053          |
| August   | 0.071           | 0.054          |
| September  | 0.070           | 0.059          |
| October  | 0.065           | 0.056          |
| November   | 0.077           | 0.056          |
| December   | 0.062           | 0.046          |
| <b>2022</b>  |                 |                |
| January  | 0.051           | 0.042          |
| February   | 0.050           | 0.042          |
| March  | 0.056           | 0.029          |
| April ( <i>up to and including the Latest Practicable Date</i> ) | 0.075           | 0.044          |

### BUY-BACK OF SHARES

No buy-back of Shares have been made by the Company on the Stock Exchange or otherwise during the six months immediately preceding the Latest Practicable Date.

### GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries.

No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Company is authorised to buy back the Shares.

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the Buy-Back Mandate to buy back any Shares in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

\* *For identification purpose only*

---

## NOTICE OF AGM

---



### 同方康泰產業集團有限公司 Tongfang Kontafarma Holdings Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1312)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “**Meeting**”) of Tongfang Kontafarma Holdings Limited (the “**Company**”) will be held at Room 12A09–12A20, 12A/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 10 June 2022 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements of the Company and the reports of the directors of the Company (the “**Director(s)**”) and independent auditor of the Company for the year ended 31 December 2021.
2. To re-elect the following retiring Directors:
  - (A) To re-elect Mr. Bai Pingyan as an executive Director.
  - (B) To re-elect Mr. Huang Yu as an executive Director.
  - (C) To re-elect Mr. Jiang Chaowen as an executive Director.
  - (D) To re-elect Mr. Chan Sze Chung as an independent non-executive Director.
  - (E) To re-elect Mr. Zhang Ruibin as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ fees for the year ending 31 December 2022.
4. To re-appoint BDO Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to

---

## NOTICE OF AGM

---

make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the amended and restated articles of association of the Company (the “**Articles**”) from time to time,

shall not exceed 20% of the aggregate number of the issued Shares at the date of passing of this Resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

---

## NOTICE OF AGM

---

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares, whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange under the Code on Share Buy-backs administered by the SFC, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be bought back by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate number of the issued Shares at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

---

## NOTICE OF AGM

---

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the passing of Resolution Nos. 5(A) and 5(B) as set out in the notice convening the Meeting (the “**Notice**”), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution No. 5(A) as set out in the Notice be and is hereby extended by the addition thereto an amount representing the aggregate number of the Shares bought back by the Company under the authority granted pursuant to Resolution No. 5(B) as set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares at the date of the passing of this Resolution.”

By Order of the Board  
**Tongfang Kontafarma Holdings Limited**  
**Si Tou Man Wai**  
*Company Secretary*

Hong Kong, 28 April 2022

*Registered Office:*

Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Head office and principal place of business:*

Room 12A09–12A20, 12A/F  
Sun Hung Kai Centre  
30 Harbour Road  
Wanchai  
Hong Kong

---

## NOTICE OF AGM

---

*Notes:*

1. All resolutions set out in this Notice will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the results of the poll will be published on the respective websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member of the Company (the “**Member**”) entitled to attend and vote at the Meeting will be entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote in his/her/its stead. A proxy need not be a Member, but must be present to represent the Member.
3. A form of proxy in respect of the Meeting is enclosed with the Company’s circular dated 28 April 2022. If you do not intend to attend the Meeting but wish to exercise your right as a shareholder, you are urged to complete, sign and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
5. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such Shares as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such Shares.
6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 6 June 2022 to Friday, 10 June 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order for a member to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 2 June 2022.
7. In respect of Resolution No. 5(A) above, the Directors wish to state that they have no immediate plan to issue any new securities of the Company under this mandate. Approval is being sought from Members as a general mandate, in compliance with the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any securities of the Company up to 20% of the issued Shares at the date of the passing of the resolution.
8. The general purpose of the authority to be conferred on the Directors by Resolution No. 5(B) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to buy back Shares representing up to a maximum of 10% of the issued Shares at the date of the passing of the resolution.
9. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted, or “extreme conditions” caused by super typhoons exist, or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the Meeting, the Meeting will be postponed and Members will be informed of the date, time and venue of the postponed Meeting by a supplemental notice posted on the respective websites of the Stock Exchange and the Company.  
  
If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 8:00 a.m. on the date of the Meeting and where conditions permit, the Meeting will be held as scheduled.  
  
The Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. After considering their own situations, Members should decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.
10. References to time and dates in this notice are to Hong Kong time and dates.