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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) 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 Monday, 20 June 2022 at 11:00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the circular of the Company dated 26 May 2022.

ORDINARY RESOLUTION

“THAT:

- (a) the equity transfer agreement dated 6 April 2022 (the “**Equity Transfer Agreement**”) entered into between Tongfang Pharmaceutical Group Co., Ltd.* (同方藥業集團有限公司) (“**Tongfang Pharmaceutical**”) (as the vendor), Shenzhen Warranty Asset Management Co., Ltd.* (深圳市華融泰資產管理有限公司) (“**Shenzhen Warranty**”) (as the purchaser) and SPF (Beijing) Biotechnology Co., Ltd.* (斯貝福(北京)生物技術有限公司) (the “**Target Company**”) pursuant to which Tongfang Pharmaceutical has conditionally agreed to sell, and Shenzhen Warranty has conditionally agreed to purchase the sale share, representing 55.43% equity interest in the Target Company, at the consideration of RMB159,675,300 (subject to interest), and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified in all respects; and

(b) any one of the directors of the Company (the “**Director**”) be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director in his sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Equity Transfer Agreement and the transaction contemplated thereunder.”

By Order of the Board
Tongfang Kontafarma Holdings Limited
Bai Pingyan
Chairman

Hong Kong, 26 May 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

Notes:

1. The resolution at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 EGM will be entitled to appoint a proxy to attend and vote on his/her behalf, subject to the amended and restated articles of association of the Company. A proxy need not be a Member. A Member who is the holder of two or more shares of the Company (the “**Share(s)**”) may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

3. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the branch share registrar of the Company 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 appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude a Member from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. 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 seal or under the hand of an officer or attorney duly authorised.
5. Where there are joint holders of any Shares, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company shall, in respect of such Shares, be entitled alone to vote in respect thereof.
6. The register of members of the Company will be closed from Wednesday, 15 June 2022 to Monday, 20 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 EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration by 4:30 p.m. on Tuesday, 14 June 2022.
7. 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 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 EGM, the EGM will be postponed and members will be informed of the date, time and venue of the postponed EGM 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 EGM and where conditions permit, the EGM will be held as scheduled.

The EGM will be held as scheduled when an amber or red rainstorm signal is in force. After considering their own situations, members should decide on their own whether or not they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

8. References to time and dates in this notice are to Hong Kong times and dates.

As at the date of this notice, the Board comprises four executive Directors, namely Mr. Bai Pingyan (Chairman), Mr. Chai Hongjie, Mr. Huang Yu (President) and Mr. Jiang Chaowen (Chief Executive Officer) and three independent non-executive Directors, namely Mr. Chan Sze Chung, Mr. Zhang Ruibin and Mr. Zhang Junxi Jack.

* *For identification purpose only*