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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all or transferred all your shares in Tianda Pharmaceuticals Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the 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 the transferee.

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### PROPOSALS INVOLVING GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES RE-ELECTION OF RETIRING DIRECTORS DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening an annual general meeting of Tianda Pharmaceuticals Limited (the "Company") to be held at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong on Thursday, 25 August 2022 at 10:30 a.m. (the "AGM") is set out on pages 14 to 18 of this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the head office and principal place of business of the Company at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not prevent shareholders of the Company from attending and voting at the meeting if they so wish.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please refer to page 19 of this circular for measures being taken to try to prevent and control the spread of the coronavirus disease 2019 (COVID-19) at the AGM, including, without limitation:

- (1) **Compulsory body temperature checks;**
- (2) **Compulsory wearing of surgical face mask;**
- (3) **Maintaining proper distance between seats;**
- (4) **No provision or distribution of refreshments, corporate gifts or souvenirs; and**
- (5) **Other measures may be required by the governmental authorities from time to time.**

**Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue.** Shareholders are recommended to appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) instead of attending the AGM in person.

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM” or “Annual General Meeting”	The AGM of the Company to be held on Thursday, 25 August 2022 at 10:30 a.m., notice of which is set out on pages 14 to 18 of this circular
“AGM Notice”	the notice dated 25 July 2022 convening the AGM
“Articles of Association”	the articles of association of the Company for the time being, and “Article” shall mean an article thereof
“Board”	the board of directors of the Company or a duly authorised committee thereof for the time being
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961), as consolidated and revised, of the Cayman Islands
“Company”	Tianda Pharmaceuticals Limited 天大藥業有限公司, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Hong Kong Stock Exchange
“Director(s)”	the 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 People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	18 July 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 Hong Kong Stock Exchange
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in item 5 of the AGM Notice

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Hong Kong Stock Exchange of their own securities on the Hong Kong Stock Exchange
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

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## LETTER FROM THE BOARD

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*Directors:*

*Executive Directors:*

Fang Wen Quan (*Chairman and Managing Director*)

Lui Man Sang

*Non-executive Directors:*

Shen Bo

Feng Quanming

*Independent Non-executive Directors:*

Lam Yat Fai

Chiu Sung Hong

Chiu Fan Wa

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1 – 1111

Cayman Island

*Head office and principal*

*place of business:*

Suites 2405-2410, 24th Floor

CITIC Tower

No. 1 Tim Mei Avenue

Central

Hong Kong

Hong Kong, 25 July 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING  
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES  
RE-ELECTION OF RETIRING DIRECTORS  
DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### 1. INTRODUCTION

At an annual general meeting of the Company held on 26 August 2021, ordinary resolutions were passed by Shareholders, amongst other things, to give general unconditional mandates to the Directors to exercise the powers of the Company to:

- (i) to repurchase Shares up to a maximum of 10% of the number of the issued Shares as at the date of passing of such resolution;
- (ii) allot, issue and otherwise deal with Shares not exceeding 20% of the number of the issued Shares as at the date of passing of such resolution; and

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## LETTER FROM THE BOARD

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- (iii) extend the general mandates for issuing Shares as mentioned in paragraph (ii) above by the number of the issued Shares repurchased by the Company under the general mandate granted to the Directors to repurchase Shares as mentioned in paragraph (i) above.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of the ordinary resolutions at the AGM to grant fresh general mandates to the Directors.

The purpose of this circular is to provide you with information regarding the proposed general mandates to allot, issue and deal with Shares and to repurchase Shares, re-election of retiring Directors and to seek your approval of the resolutions relating to these matters at the AGM.

### **2. GENERAL MANDATE TO REPURCHASE SHARES**

The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the AGM. The Shares which may be repurchased by the Company pursuant to the Repurchase Resolution shall not exceed 10% of the number of issued Shares as at the date of passing the Repurchase Resolution. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I to this circular.

### **3. GENERAL MANDATE TO ISSUE NEW SHARES**

Two ordinary resolutions will also be proposed at the AGM, namely an ordinary resolution granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing the resolution and another ordinary resolution adding to such general mandate so granted to the Directors any Shares representing the number of the Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the number of issued Shares as at the date of the passing of the Repurchase Resolution.

Subject to the passing of the ordinary resolution granting the general mandate to issue new Shares and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under such general mandate to issue a maximum of 430,008,376 Shares representing 20% of the number of issued Shares as at the Latest Practicable Date.

### **4. RE-ELECTION OF RETIRING DIRECTORS**

The Board currently consists of seven Directors, namely Mr. Fang Wen Quan (Chairman and Managing Director), Mr. Lui Man Sang, Mr. Shen Bo, Mr. Feng Quanming, Mr. Lam Yat Fai, Mr. Chiu Sung Hong and Mr. Chiu Fan Wa. Mr. Lam Yat Fai, Mr. Chiu Sung Hong and Mr. Chiu Fan Wa, the three Independent Non-executive Directors, have served as Independent Non-executive Directors for approximately 18, 14 and 13 years respectively.

In accordance with the Articles of Association, Mr. Fang Wen Quan, Mr. Feng Quanming and Mr. Chiu Fan Wa, being the Directors longest in office since their last re-election, will retire by rotation at the AGM.

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## LETTER FROM THE BOARD

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Having considered the structure, size and composition of the Board as well as the skill, knowledge and experience of the above retiring Directors and their respective contribution to the Board with reference to the board diversity policy and the nomination policy of the Company, the nomination committee of the Board (the “Nomination Committee”) had nominated the above retiring Directors to the Board for it to propose to the Shareholders their re-election at the AGM. The re-election of each of the retiring Directors shall be subject to a separate resolution to be approved by the Shareholders at the AGM.

The Nomination Committee had assessed and reviewed the independence of each of the Independent Non-executive Directors based on the annual written confirmation on the independence criteria as set out in Rule 3.13 of the Listing Rules provided by each Independent Non-executive Director as well as other potential factors that affect their independence and confirmed that all of them, including Mr. Chiu Fan Wa, remain independent.

Pursuant to code provision B.2.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, if an Independent Non-executive Director has served more than nine years, such director’s further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Chiu Fan Wa has served as an Independent Non-executive Director for more than nine years. In addition to the annual written confirmation as mentioned above, the Nomination Committee has reviewed the biography of Mr. Chiu Fan Wa and taken into consideration his knowledge, experience and capability and also various diversity aspects as set out in the board diversity policy of the Company. The Nomination Committee has also reviewed Mr. Chiu Fan Wa’s scope of work and the independent judgment and perspectives that Mr. Chiu Fan Wa has brought to the Board. Taking into account that, among other factors, (i) Mr. Chiu Fan Wa has continued demonstrating his capability of contributing independent judgment and fresh perspectives to the Board during his term of services, (ii) he has not engaged in any executive management of the Group; and (iii) he has demonstrated that he possesses the required personal and professional integrity in exercising his duties as an Independent Non-executive Director, the Nomination Committee has formed the view that Mr. Chiu Fan Wa is able to maintain his objectivity and independence on the affairs of the Company despite the fact that he has served the Company for more than nine years. Based on the recommendation of the Nomination Committee, the Board has agreed with the above conclusion and proposed to the Shareholders the re-election of Mr. Chiu Fan Wa as an Independent Non-executive Director at the AGM.

Details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II of this circular.

### **5. PROPOSED DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

#### **Proposed final dividend and special dividend**

As mentioned in the annual results announcement of the Company dated 29 June 2022, to celebrate the 10<sup>th</sup> anniversary of the change of the Group’s name to “Tianda Pharmaceuticals Limited” and to reward the shareholders for their long term support and trust, the Board has recommended the payment of a final dividend of HK0.26 cent per share and a special dividend of HK0.56 cent per share for the year ended 31 March 2022, which are subject to the approval of the Shareholders at the AGM.

The proposed final dividend and special dividend, if approved by the Shareholders at the AGM, will be paid on Thursday, 8 September 2022 to the Shareholders whose names appear on the register of members of the Company on Friday, 2 September 2022.

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## LETTER FROM THE BOARD

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### **Closure of register of members**

In order to determine the identity of the Shareholders who are entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar and transfer office, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on or after 15 August 2022) for registration not later than 4:30 p.m. on Friday, 19 August 2022. The register of members of our Company will be closed from Monday, 22 August 2022 to Thursday, 25 August 2022, both days inclusive, during which period no transfer of shares will be registered.

In order to establish the identity of the Shareholders who are entitled to the proposed final dividend and special dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar and transfer office, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on or after 15 August 2022) for registration not later than 4:30 p.m. on Tuesday, 30 August 2022. The register of members of our Company will be closed from Wednesday, 31 August 2022 to Friday, 2 September 2022, both days inclusive, during which no transfer of shares will be registered.

### **6. AGM**

On pages 14 to 18 of this circular, you will find the AGM Notice at which, among other things, the following resolutions will be proposed:

- an ordinary resolution to grant to the Directors a general mandate to exercise all powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of the passing of the Repurchase Resolution;
- an ordinary resolution to grant to the Directors a general mandate to authorise the Directors to issue, allot and deal with Shares representing up to 20% of the number of issued Shares as at the date of the passing of such resolution; and
- an ordinary resolution to extend the general mandate which will be granted to the Directors to issue, allot and deal with additional Shares by adding to it the number of Shares repurchased under the Repurchase Proposal after the granting of the general mandate.

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## LETTER FROM THE BOARD

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### 7. ACTIONS TO BE TAKEN

A proxy form for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the head office and principal place of business of the Company at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not prevent the Shareholders from attending and voting at the AGM if they so wish.

### 8. VOTING BY WAY OF POLL

Pursuant to rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM will be taken by poll except where the chairman of the meeting, 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. The Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

### 9. RECOMMENDATION

The Board considers that the ordinary resolutions as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. The Board also considers that it is in the interests of the Company and the Shareholders to elect the retiring Directors proposed to be re-elected. Accordingly, the Board recommends you to vote in favour of all such resolutions at the AGM.

Yours faithfully,  
For and on behalf of  
**Tianda Pharmaceuticals Limited**  
**Fang Wen Quan**  
*Chairman and Managing Director*

*This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Repurchase Proposal.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,150,041,884 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 215,004,188 Shares representing 10% of the number of issued Shares as at the Latest Practicable Date.

## **2. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Proposal is in the best interest of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

## **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws of the Cayman Islands. The law of Cayman Islands provides that any repurchase by the Company may be made out of the profits of the Company or out of a fresh issue of shares made for the purpose of the repurchase or, if authorised by its Articles of Association and subject to the Companies Law, out of capital and, in case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company, or if authorised by its Articles of Association and subject to the Companies Law, out of capital.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2022 in the event that the Repurchase Proposal was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Proposal to such extent as would, in the circumstance, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Hong Kong Stock Exchange during each of the previous 12 months before the Latest Practicable Date are as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2021</b>		
July	0.229	0.190
August	0.200	0.162
September	0.220	0.181
October	0.295	0.207
November	0.305	0.203
December	0.320	0.260
<b>2022</b>		
January	0.365	0.220
February	0.238	0.205
March	0.239	0.198
April	0.233	0.203
May	0.216	0.180
June	0.230	0.175
July (up to the Latest Practicable Date)	0.216	0.178

#### 5. UNDERTAKING

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Proposal and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

**6. EFFECTS OF TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,150,041,884 Shares and Tianda Group Limited, Hongta Tobacco (Group) Limited and SIIC Medical Science and Technology (Group) Limited held respectively 1,194,971,370 Shares, 207,616,264 Shares and 280,517,724 shares, representing approximately 55.58%, 9.66% and 13.05% of the issued share capital of the Company. In the event that the Repurchase Proposal is exercised in full (if their shareholdings in the Company and the capital structure of the Company otherwise remained the same), their shareholding percentage in the issued capital of the Company will be increased respectively to approximately 61.75%, 10.73% and 14.50%.

The Directors believe that such an increase would not give rise to an obligation to make a mandatory offer under the Takeover Code. The Directors have no present intention to repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25%.

**7. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of its Shares (whether on the Hong Kong Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The following are the particulars of the retiring Directors subject to re-election at the AGM:*

- (a) **Mr. FANG Wen Quan** (“Mr. Fang”), aged 53, was appointed as an Executive Director since 6 October 2003. He is currently the Chairman, the Managing Director, the chairman of the nomination committee and a member of the remuneration committee and the risk management committee of the Company, and a director of the Group’s certain subsidiaries. Mr. Fang is the founder, chairman and beneficial owner of Tianda Group Limited (the controlling shareholder of the Company holding 1,194,971,370 Shares). Mr. Fang is currently the chairman of the board of directors, general manager and authorised representative of Tianda Culture Holdings (China) Limited\* (listed on the National Equities Exchange and Quotations Systems, company code: 837889). Mr. Fang studied International Relations in the University of Sydney and Tsinghua University. He has ample experience in corporate strategy and management. He established a non-profit strategic studies think tank named “Tianda Institute”. Upholding the mission of “Caring for a Better World”, Mr. Fang has all along provided financial support to communities in need, including donations to the poverties, education and talent development, healthcare, scientific research and environmental protection, culture and arts.

Save as disclosed above, (i) Mr. Fang has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) Mr. Fang does not hold other positions with the Company or any of its subsidiaries; (iii) Mr. Fang does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; and (iv) Save for the interest in shares held through Tianda Group Limited as disclosed as above, Mr. Fang does not have any interest in Shares within the meaning of Part XV of the SFO.

The Company has entered into an appointment letter with Mr. Fang for a term of 2 years until 31 March 2024 and subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. There is no agreement as to the Director’s fee payable to him. The current Director’s fee of Mr. Fang is HK\$60,000 per annum which was determined by reference to his duties and responsibilities with the Company and the prevailing market conditions.

- (b) **Mr. Feng Quanming**, aged 45, was appointed as a Non-executive Director on 23 March 2016. Mr. Feng is Chief Financial Officer of Hongta Tobacco (Group) Limited (Hongta), which holds 9.66% equity interest in the Company. He has extensive experience in corporate financial accounting and asset management. Mr. Feng joined Hongta in July 2001. During the period from August 2007 to January 2022, he took various positions in the finance department of Hongta, including deputy head of industrial finance division, head and deputy head of asset management division and head of general management division and head of the finance department. He was also the head of financial planning division of Yunnan Hongta Group Co., Ltd\*, a wholly-owned subsidiary of Hongta, during the period from June 2013 to August 2014. Mr. Feng obtained his bachelor degree in accounting at Southwestern University of Finance and Economics in 2001 and master in business administration at Renmin University of China in 2009. Mr. Feng possesses the qualification of practising certified public accountant in mainland China.

Save as disclosed above, (i) Mr. Feng has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) Mr. Feng does not hold other positions with the Company or any of its subsidiaries; (iii) Mr. Feng does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; and (iv) Mr. Feng does not have any interests in Shares within the meaning of Part XV of the SFO.

The Company has entered into an appointment letter with Mr. Feng for a term of 2 years until 22 March 2024 and subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Pursuant to Mr. Feng's appointment letter, he will not receive remuneration from the Company for being a Non-executive Director, but the expenses incurred in connection with his discharge of duties as a Non-executive Director will be borne by the Company.

- (c) **Mr. Chiu Fan Wa**, aged 57, was appointed as an Independent Non-executive Director, a member of the remuneration committee and audit committee of the Company on 31 March 2009. Mr. Chiu is a founder and the managing director of Chiu, Choy & Chung C.P.A. Limited, and a partner of F. S. Li & Co. He graduated from City University of Hong Kong and obtained a Bachelor of Arts (Honours) degree with major in accountancy in 1992 and was awarded a Master of Professional Accounting from The Hong Kong Polytechnic University in 2002. He is a Certified Public Accountant (Practising) in Hong Kong, a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, a fellow member of the Institute of the Chartered Accountants in England and Wales, a fellow member of The Society of Chinese Accountants & Auditors, an associate of The Hong Kong Institute of Chartered Secretaries and an associate of The Chartered Governance Institute, a fellow member of The Taxation Institute of Hong Kong and a Certified Tax Advisor.

Save as disclosed above, (i) Mr. Chiu has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) Mr. Chiu does not hold other positions with the Company or any of its subsidiary; (iii) Mr. Chiu has given his written annual independence confirmation to the Company and the nomination committee had assessed and reviewed it based on the independence criteria as set out in Rule 3.13 of the Listing Rules. He does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; and (iv) Mr. Chiu does not have any interest in Shares within the meaning of Part XV of the SFO.

The Company has entered into an appointment letter with Mr. Chiu for a term of 2 years until 31 March 2024 and subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. There is no agreement as to the Director's fee payable to him. The current Director's fee of Mr. Chiu is HK\$72,000 per annum which was determined by reference to his duties and responsibilities with the Company and the prevailing market conditions.

In relation to the re-election of the above three retiring Directors, there is no information which is discloseable nor are/were they involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Tianda Pharmaceuticals Limited (the “Company”) will be held at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong on Thursday, 25 August 2022 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the Directors and the independent auditor’s report of the Company for the year ended 31 March 2022.
2.
  - (a) To declare a final dividend of HK0.26 cent per share.
  - (b) To declare a special dividend of HK0.56 cent per share.
3.
  - (a) To re-elect Mr. Fang Wen Quan as an Executive Director;
  - (b) To re-elect Mr. Feng Quanming as a Non-executive Director;
  - (c) To re-elect Mr. Chiu Fan Wa (who has served as an Independent Non-executive Director for more than 9 years) as an Independent Non-executive Director; and
  - (d) To authorise the Board of Directors to fix the Directors’ remuneration for the year ending 31 March 2023.
4. To re-appoint Ernst & Young as auditor and to authorise the Board of Directors to fix the remuneration of auditor.
5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

### ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company as at the date of the passing of this Resolution and provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
  - (c) for the purposes 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 AGM of the Company;
    - (ii) the expiration of the period within which the next AGM of the Company is required by the laws of the Cayman Islands or the Articles of Association of the Company to be held; or
    - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

### ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares 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 of the Company; or (iii) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this Resolution, and provided that if any subsequent consolidation or subdivision of shares of the Company is effect, the maximum number of shares of the Company that may be issued pursuant to the approval in paragraph (a) above as a percentage of the number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (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 AGM of the Company;
  - (ii) the expiration of the period within which the next AGM of the Company is required by the laws of the Cayman Islands or the Articles of Association of the Company to be held; or
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company; and

"Rights Issue" means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company whose names appear on the register on a fixed record date in proportion to their holdings of shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company)."

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## NOTICE OF ANNUAL GENERAL MEETING

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7. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

### ORDINARY RESOLUTION

“**THAT** subject to the passing of the Resolutions set out in items 5 and 6 of the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to the Resolution set out in item 6 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of issued shares of the Company repurchased by the Company under the authority granted pursuant to Resolution set out in item 5 of the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the number of issued shares of the Company as at the date of passing this Resolution.”

By Order of the Board  
**Tianda Pharmaceuticals Limited**  
**Fang Wen Quan**  
*Chairman and Managing Director*

Hong Kong, 25 July 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any member entitled to attend and vote at the meeting 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. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the head office and principal place of business of the Company in Hong Kong at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting.
3. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative, 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.
4. The register of members of the Company will be closed from Monday, 22 August 2022 to Thursday, 25 August 2022, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar and transfer office, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on or after 15 August 2022) for registration not later than 4:30 p.m. on Friday, 19 August 2022.
5. The register of members of the Company will be closed from Wednesday, 31 August 2022 to Friday, 2 September 2022, both days inclusive, during which period no transfer of shares will be registered. Subject to approval of shareholders in the meeting, the proposed final dividend and special dividend will be payable to shareholders whose names appears on the register of members of the Company on Friday, 2 September 2022. The proposed final dividend and special dividend is expected to be paid on or before Thursday, 8 September 2022. In order to qualify for the proposed final dividend and special dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar and transfer office, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the transfer will be lodged on or after 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on or after 15 August 2022) for registration not later than 4:30 p.m. on Tuesday, 30 August 2022.
6. The Board of Directors of the Company comprises:

*Executive Directors:*

Fang Wen Quan (*Chairman and Managing Director*)

Lui Man Sang

*Non-executive Directors:*

Shen Bo

Feng Quanming

*Independent Non-executive Directors:*

Lam Yat Fai

Chiu Sung Hong

Chiu Fan Wa

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (COVID-19), the Company will implement precautionary measures at the AGM to safeguard the health and safety of our shareholders, investors, directors, staff and other participants from the risk of infection which include without limitation:

- (1) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at the entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius will be denied entry into the meeting venue;
- (2) Every attendee will be required to wear his/her own surgical face mask throughout the AGM;
- (3) Maintaining proper distance between seats;
- (4) No provision or distribution of refreshments, corporate gifts or souvenirs; and
- (5) Other measures may be required by the governmental authorities from time to time.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to have the AGM venue in order to ensure the safety of the attendees at the AGM.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the form of proxy which can be downloaded from the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tiandapharma.com](http://www.tiandapharma.com)).