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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 AND  
RE-ELECTION OF RETIRING DIRECTORS;  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF  
ASSOCIATION AND THE ADOPTION OF THE AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION AND THE SECOND AMENDED AND  
RESTATED ARTICLES OF ASSOCIATION;  
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 Tuesday, 27 June 2023 at 10:30 a.m. (the “AGM”) is set out on pages 31 to 35 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 and in such event, the proxy form shall be deemed to be revoked.

No refreshment and corporate gifts will be provided at the AGM.

Hong Kong, 24 May 2023

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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 Tuesday, 27 June 2023 at 10:30 a.m., notice of which is set out on pages 31 to 35 of this circular or any adjournment thereof
“AGM Notice”	the notice dated 24 May 2023 convening the AGM
“Amended and Restated Memorandum”	the amended and restated memorandum of association of the Company proposed to be adopted at the AGM
“Existing Articles”	the amended and restated articles of association of the Company currently in force
“Existing Memorandum”	the memorandum of association of the Company currently in force
“Board”	the board of directors of the Company or a duly authorised committee thereof for the time being
“Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961), as consolidated and revised, of the Cayman Islands as modified from time to time
“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 (Stock Code: 00455)
“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”	22 May 2023, 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

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## DEFINITIONS

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“Proposed Amendments”	proposed amendments to the Existing Memorandum and the Existing Articles as set out in Appendix III to this circular (reflecting proposed amendments marked-up against the conformed version of the Existing Memorandum and the Existing Articles posted on the websites of the Hong Kong Stock Exchange and the Company)
“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
“Second Amended and Restated Articles”	the second amended and restated articles of association of the Company proposed to be adopted at the AGM
“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 Codes 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, 24 May 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING  
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND  
RE-ELECTION OF RETIRING DIRECTORS;  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF  
ASSOCIATION AND THE ADOPTION OF THE AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION AND THE SECOND AMENDED AND  
RESTATED ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### 1. INTRODUCTION

At an annual general meeting of the Company held on 31 August 2022, 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;

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## LETTER FROM THE BOARD

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- (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
- (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.

Further, reference is made to the announcement of the Company dated 19 May 2023 regarding the Proposed Amendments and the adoption of the Amended and Restated Memorandum and the Second Amended and Restated Articles. 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, election of a new Director, the Proposed Amendments and the adoption of the Amended and Restated Memorandum and the Second Amended and Restated Articles and to seek your approval of the resolutions relating to these matters at the AGM.

AGM notice is set out on pages 31 to 35 of this circular.

### **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 19, 15 and 14 years respectively.

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## LETTER FROM THE BOARD

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In accordance with the Existing Articles, Mr. Lui Man Sang, Mr. Lam Yat Fai and Mr. Chiu Sung Hong, being the Directors longest in office since their last re-election, will retire by rotation at the AGM.

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 remain independent. In addition, the Nomination Committee had evaluated their performance and is of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced and objective view to the Company's affairs.

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. Lam Yat Fai and Mr. Chiu Sung Hong have served as Independent Non-executive Directors for more than nine years. In addition to the annual written confirmation as mentioned above, the Nomination Committee has reviewed the biography of Mr. Lam Yat Fai and Mr. Chiu Sung Hong and taken into consideration their 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 the scope of work of Mr. Lam Yat Fai and Mr. Chiu Sung Hong and the independent judgment and perspectives that Mr. Lam Yat Fai and Mr. Chiu Sung Hong have brought to the Board. Taking into account that, among other factors, (i) Mr. Lam Yat Fai and Mr. Chiu Sung Hong have continued demonstrating their capability of contributing independent judgment and fresh perspectives to the Board during their term of services, (ii) they have not engaged in any executive management of the Group; and (iii) they have demonstrated that they possess the required personal and professional integrity in exercising their duties as Independent Non-executive Directors, the Nomination Committee has formed the view that Mr. Lam Yat Fai and Mr. Chiu Sung Hong are able to maintain their objectivity and independence on the affairs of the Company despite the fact that they have 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. Lam Yat Fai and Mr. Chiu Sung Hong as Independent Non-executive Directors at the AGM.

According to code provision B.2.4(b) of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, where all the independent non-executive directors of an issuer have served more than nine years on the board, the issuer should appoint a new independent non-executive director on the board at the forthcoming annual general meeting (i.e. 2023 AGM).

The Company has been taken steps to identify a suitable candidate as independent non-executive director but has no success as at the latest practicable date and hence, additional time is required to finalize the appointment. An announcement on appointment of a new independent non-executive director will be made by the Company as and when appropriate.

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## LETTER FROM THE BOARD

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

### **5. PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND THE EXISTING ARTICLES AND THE ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND THE SECOND AMENDED AND RESTATED ARTICLES**

Reference is made to the announcement of the Company dated 19 May 2023. In order to further improve the corporate governance of the Company, conform to the core standards for shareholder protection set out in Appendix 3 of the Listing Rules and to incorporate certain housekeeping changes, the Board resolved to propose to make amendments to certain provisions in the Existing Memorandum and the Existing Articles and to adopt the Amended and Restated Memorandum and the Second Amended and Restated Articles incorporating the Proposed Amendments.

Detailed information of the Proposed Amendments is set out in the Appendix III of this circular. The Board also proposes to the AGM to authorise the management of the Company to make relevant arrangements regarding the registration and the filing procedures in relation to the Proposed Amendments. The Proposed Amendments and the adoption of the Amended and Restated Memorandum and the Second Amended and Restated Articles will be subject to the approval by the Shareholders by way of a special resolution at the AGM.

The Proposed Amendments are prepared in English. The Chinese translation of each of the Proposed Amendments, the Amended and Restated Memorandum and the Second Amended and Restated Articles is for reference only. In case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and the legal advisers to the Company as to Cayman Islands laws have confirmed that the Proposed Amendments do not violate the laws of the Cayman Islands. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a Cayman Islands company listed on the Hong Kong Stock Exchange.

### **6. AGM**

On pages 31 to 35 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;
- 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; and
- a special resolution to approve the Proposed Amendments and adopt the Amended and Restated Memorandum and the Second Amended and Restated Articles.

As far as the Board is aware, there is no Shareholder who is required to abstain from voting under the Listing Rules.

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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. Completion and return of the proxy form will not prevent the Shareholders from attending, speaking and voting at the AGM if they so wish and in such event, the proxy form shall be deemed to be revoked.

### 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 and the special resolution 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 re-elect the retiring Directors proposed for re-election, to elect a new Director and to approve the Proposed Amendments and adopt the Amended and Restated Memorandum and the Second Amended and Restated Articles. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions at the AGM.

### 10. GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Your attention is drawn to the information set out in the appendices to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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 Existing Articles and subject to the Companies Act, 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 Existing Articles and subject to the Companies Act, 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 nine months ended 31 December 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>2022</b>		
May	0.216	0.180
June	0.230	0.175
July	0.216	0.178
August	0.185	0.158
September	0.197	0.154
October	0.212	0.162
November	0.199	0.162
December	0.430	0.161
<b>2023</b>		
January	0.430	0.290
February	0.300	0.230
March	0.290	0.200
April	0.255	0.192
May (up to the Latest Practicable Date)	0.240	0.173

#### 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 1,219,579,370 Shares, 207,616,264 Shares and 280,517,724 shares, representing approximately 56.72%, 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 63.02%, 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. Lui Man Sang** (“Mr. Lui”), aged 59, has been appointed as an Executive Director of the Company on 30 September 2013 and is a director of the Group’s certain subsidiaries. Mr. Lui joined Tianda Group, the controlling shareholder of the Company in 2007 and is the deputy general manager of Tianda Group. He is responsible for the financial issues of Tianda Group and the Company. Mr. Lui is a director of Tianda Culture Holdings (China) Limited\* (listed on the National Equities Exchange and Quotations, stock code: 837889). Mr. Lui possesses enriched financial management experience covering a variety of industries including auditing in one of the big four accounting firms in Hong Kong and overseeing the finance department of a Hong Kong listed company. He holds an Executive MBA granted by City University of Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, (i) Mr. Lui 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. Lui does not hold other positions with the Company or any of its subsidiaries; (iii) Mr. Lui does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; and (iv) Mr. Lui 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. Lui for a term of 2 years until 29 September 2023 and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Existing Articles. There is no agreement as to the Director’s fee payable to him. The current Director’s fee of Mr. Lui is HK\$72,000 per annum which was determined by reference to his duties and responsibilities with the Company and the prevailing market conditions.

- (b) **Mr. Lam Yat Fai** (“Mr. Lam”), aged 57, has been appointed as an Independent Non-executive Director, a member of the remuneration committee and a member of audit committee of the Company in 2004. On 26 November 2013, he was appointed as the chairman of the audit committee. He was appointed as a member of nomination committee and risk management committee on 22 July 2009. He is a Certified Public Accountant (Practising). He is also a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Lam has accumulated rich experience in auditing, taxation, corporate finance and accounting over the years. Mr. Lam is an independent non-executive director of Oriental Enterprise Holdings Limited (formerly known as Oriental Press Group Limited) (stock code: 0018), which is listed on the Main Board of the Hong Kong Stock Exchange.

Save as disclosed above, (i) Mr. Lam 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. Lam does not hold other positions with the Company or any of its subsidiary; (iii) Mr. Lam 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. Lam 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. Lam for a term of 2 years until 31 March 2024 and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Existing Articles. There is no agreement as to the Director’s fee payable to him. The current Director’s fee of Mr. Lam is HK\$72,000 per annum which was determined by reference to his duties and responsibilities with the Company and the prevailing market conditions.

- (c) **Mr. Chiu Sung Hong** (“Mr. Chiu”), aged 75, was appointed as an Independent Non-executive Director, the chairman of the audit committee of the Company with effect from 10 April 2008. Mr. Chiu ceased to act as the chairman of the audit committee and remained as a member of the committee on 26 November 2013. Mr. Chiu was appointed as the chairman of risk management committee on 22 July 2009. On 1 April 2012, he was appointed as the chairman of the remuneration committee and a member of the nomination committee. He received an LL.B. degree from the University of Sydney. He was admitted as a solicitor of the Supreme Court of New South Wales and the High Court of Australia. He has over 40 years of experience in legal practice. Mr. Chiu is the founding member of the Board of Trustees of the Australian Nursing Home Foundation and a senior research fellow of Centre for Law & Globalization of Renmin University of China. He also served as the General Secretary of Australian Chinese Community Association of New South Wales. Mr. Chiu is an independent non-executive director of CNOOC Limited (a company listed on the Shanghai Stock Exchange with stock code 600938, and Hong Kong Stock Exchange with stock code: 0883) and Bank of China (Australia) Limited.

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 annual general meetings of the Company in accordance with the Existing Articles. 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*

**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND EXISTING ARTICLES**

In order to further improve the corporate governance of the Company, conform to the core standards for shareholder protection set out in Appendix 3 of the Listing Rules and to incorporate certain housekeeping changes, the Board resolved to propose to make the Proposed Amendments as follows:

- i. replacing all references to “Companies Law” with “Companies Act” and replacing all references to “Law” with “Act” in the Amended and Restated Memorandum and the Second Amended and Restated Articles; and
- ii. other amendments to the Existing Memorandum and Existing Articles as follows:

<b>Memorandum provisions</b>	<b>Original provision of the Existing Memorandum</b>	<b>Proposed Amendments</b>
1	The name of the Company is: Tianda Pharmaceuticals Limited 天大藥業有限公司.*	The name of the Company is: Tianda Pharmaceuticals Limited <u>and its dual foreign name is</u> 天大藥業有限公司.*
2	The Registered Office of the Company will be situate at The RHB Trust Co. Ltd., PO Box 1787, Third Floor, One Regis Place, George Town, Grand Cayman, Cayman Islands, British West Indies.*	The Registered Office of the Company will be situate at <u>Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.</u> <del>The RHB Trust Co. Ltd., PO Box 1787, Third Floor, One Regis Place, George Town, Grand Cayman, Cayman Islands, British West Indies.*</del>
8	The capital of the Company is US\$900,000.00 divided into 90,000,000 shares with a nominal or par value of US\$0.01 each provided always that subject to the provisions of the Companies Law (Revised) and the Articles of Association the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.	The capital of the Company is <del>HKUS\$900,000.00</del> 400,000,000.00 divided into <u>4,0090,000,000</u> shares with a nominal or par value of <del>HKUS\$0.1004</del> each provided always that subject to the provisions of the Companies <del>Law</del> Act (Revised) and the Articles of Association the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
2	N/A	<p>The following definition shall be added before the definition of “the Articles” or “these presents”:</p> <p><u>“the Act” means the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as modified from time to time;</u></p>
	<p>“business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day;</p>	<p><del>“business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day;</del></p>
	N/A	<p>The following definitions shall be added after the definition of “associates”:</p> <p><u>“auditors” means the persons appointed by the Company from time to time to perform the duties of auditors of the Company;</u></p> <p><u>“Board” or “Directors” shall mean the board of directors of the Company or the directors present at a meeting of directors of the Company at which a quorum is present;</u></p>
	<p>“the Company” or “this Company” means Tianda Pharmaceuticals Limited 天大藥業有限公司*;</p>	<p>“the Company” or “this Company” means Tianda Pharmaceuticals Limited 天大藥業有限公司*;</p>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
	N/A	<p>The following definition shall be added after the definition of “the Company” or “this Company”:</p> <p><u>“the Companies Ordinance” means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended from time to time;</u></p>
	<p><i>*The name of the Company was changed to its present name on 3 September, 2012</i></p> <p>“the Law” means The Companies Law (Revised) of the Cayman Islands as modified from time to time;</p> <p>“published in the newspaper” means published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published and circulating generally in Hong Kong and specified in the list of newspapers issued and published in the Hong Kong Government Gazette for the purposes of section 71A of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong);</p>	<p><i>*The name of the Company was changed to its present name on 3 September, 2012</i></p> <p><del>“the Law” means The Companies Law (Revised) of the Cayman Islands as modified from time to time;</del></p> <p><del>“published in the newspaper” means published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong and specified in the list of newspapers issued and published in the Hong Kong Government Gazette for the purposes of section 71A of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or not excluded for this purpose by the Designated Stock Exchange;</del></p>
4	<p>(A) The authorised share capital of the Company is HK\$100,000,000 dividend into 1,000,000,000 shares of HK\$0.10 each at the time of the annual general meeting held in 2004.*</p> <p><i>*The current authorised share capital of the Company is HK\$400,000,000 divided into 4,000,000,000 shares of HK\$0.10 each.</i></p>	<p>(A) The authorised share capital of the Company on the date on which these Articles come into effect is HK\$1400,000,000 dividend into 44,000,000,000 shares of HK\$0.10 each. <del>at the time of the annual general meeting held in 2004.*</del></p> <p><i>*The current authorised share capital of the Company is HK\$400,000,000 divided into 4,000,000,000 shares of HK\$0.10 each.</i></p>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
7	<p>(A) If at any time the capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To any such separate general meeting all the provisions of the Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one or more persons holding or representing by proxy or authorised representative not less than one-third of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, that any holder of shares of the class present in person or by proxy or authorised representative may demand a poll and that at any adjourned meeting of such holders one holder present in person or by proxy or authorised representative (whatever the number of shares held by him) shall be a quorum.</p>	<p>(A) If at any time the capital is divided into different classes of shares, <u>all or any of the rights attached to any class of shares for the time being issued</u> (unless otherwise provided by the terms of issue of the shares of that class) may, <u>subject to the provisions of the Act</u>, be varied with the consent in writing of the holders of <u>not less than three-fourths in nominal value of the issued voting rights of the members holding shares of in that class</u> or with the <del>sanction</del> approval of a <del>special</del>-resolution passed <u>by at least three-fourths of the votes cast by the holders of the shares of that class present and voting in person or by proxy at a separate general meeting of the such holders of the shares of that class</u>. To any such separate general meeting all the provisions of the Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be <del>one or more</del> <u>not less than two persons holding (or, in the case of a member being a corporation, by its duly authorised representative) or representing by proxy or authorised representative</u> not less than one-third of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, that any holder of shares of the class present in person <u>(or, in the case of a member being a corporation, by proxy or its duly authorised representative) or by proxy</u> may demand a poll and that at any adjourned meeting of such holders <del>one</del> <u>two</u> holders present in person <u>(or, in the case of a member being a corporation, by proxy or its duly authorised representative) or by proxy</u> (whatever the number of shares held by him) shall be a quorum.</p>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
11	(A) The Directors shall cause to be kept at such place as they shall deem fit a register of the members and there shall be entered therein the particulars of members and the class of shares issued to each of them.	(A) The Directors shall cause to be kept at such place as they shall deem fit a register of the members and there shall be entered therein the particulars of members and the class of shares issued to each of them <u>in accordance with the Act.</u>
	(D) The reference to business hours is subject to such reasonable restrictions as the Company in general meeting may impose, but so that not less than 2 hours in each day are to be allowed for inspection.	(D) <u>For the purpose of Article 11(C), The the reference to business hours is subject to such reasonable restrictions as the Company in general meeting may impose, but so that not less than 2 hours in each day are to be allowed for inspection to the extent permitted under the Act and the rules of the Designated Stock Exchange.</u>
	NA	(F) <u>Subject to the rules of the Designated Stock Exchange, the register may, after notice has been published in the newspaper circulating generally in Hong Kong in accordance with the requirements of the Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such time or for such period not exceeding in the whole 30 days in each year as the Directors may determine in accordance with the terms equivalent to the relevant section of the Companies Ordinance.</u>
	NA	(G) <u>The Company shall, on demand, provide any person who is entitled to inspect the register seeking to inspect a register or part of a register that is closed under this Article with a certificate signed by the company secretary of the Company stating the period for which, and by whose authority, it is closed.</u>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
56	<p>The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.</p>	<p>The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meetings in that <u>financial</u> year and shall specify the meeting as such in the notices calling it and <del>not more than 15 months shall elapse between the date of one such annual general meeting of the Company and that of the next</del> <u>Provided that so long as the Company holds its first annual general meeting must be held within 18 six (6) months after the end of its incorporation, it need the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings. A meeting of the members of any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</u></p>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
57	<p>The Directors may, whenever they think fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on the written requisition of any member or members holding at the date of the deposit of the requisition in aggregate not less than 10 per cent of such of the paid up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company. Such requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office. If the Directors do not within 21 days from the date of the deposit of such requisition proceed duly to convene an extraordinary general meeting, the requisitionists themselves may convene the extraordinary general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene such a meeting shall be reimbursed to them by the Company.</p>	<p>The Directors may, whenever they think fit, convene an extraordinary general meeting. <u>Subject to the rules of the Designated Stock Exchange, An extraordinary general meeting shall also be convened on the written requisition of any one member or more members (including a recognised Clearing House (or its nominees)) holding at the date of the deposit of the requisition in aggregate not less than 10 per cent of such of the paid up capital of the Company as at the date of the deposit carries the rights of voting at general meetings of the Company (on a one vote per share basis) may also make a requisition to convene an extraordinary general meeting and/or add resolutions to the agenda of a meeting. Such requisition shall be made in writing to the Directors or the secretary for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business or resolution specified in such requisition, must state the objects of the meeting and must shall be signed by the requisitionists and deposited at the office. If the Directors do not within 21 days from the date of the deposit of such requisition proceed duly to convene an extraordinary general meeting, the requisitionists themselves may convene the extraordinary general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene such a meeting shall be reimbursed to them by the Company.</u></p>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
58	<p>(A) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:</p> <p>(i) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p>(ii) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety five per cent. (95%) in nominal value of the issued shares giving that right.</p> <p>(B) The Notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a Member and to each of the Directors and the auditors of the Company.</p>	<p><del>(A) An annual general meeting shall</del> <u>must be called by Notice in writing of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty one (21) clear days and not less than ten (10) clear business days.</u> All other extraordinary general meetings (including an extraordinary general meeting) <del>may be called by</del> <u>Notice in writing of not less than fourteen (14) clear days, and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed: The Notice shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business, the general nature of that business. The Notice convening an annual general meeting shall specify the meeting as such and the notice convening a meeting to pass a special resolution shall specify the intention to propose the relevant resolution as a special resolution.</u></p> <p><del>(i) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</del></p> <p><del>(ii) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety five per cent. (95%) in nominal value of the issued shares giving that right.</del></p> <p><del>(B) The Notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a Member and to each of the Directors and the auditors of the Company.</del></p>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
59	<p>Subject to the foregoing Article, the notice of every general meeting shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are under the Articles entitled to receive such notices from the Company Provided that subject to the provisions of the Law a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-</p> <p>(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and</p> <p>(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.</p>	<p>Subject to the foregoing Article, the notice of every general meeting shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are under the Articles entitled to receive such notices from the Company Provided that subject to the provisions of the Law Act and the rules of the Designated Stock Exchange, a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-</p> <p>(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and</p> <p>(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding representing not less than 95 per cent in nominal value of the shares giving that right.</p>
64	<p>If within 5 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Directors and if at the adjourned meeting a quorum is not present within 5 minutes from the time appointed for the meeting, any member present shall be a quorum and may transact the business for which the meeting was called.</p>	<p>If within 5 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Directors and if at the adjourned meeting a quorum is not present within 5 minutes from the time appointed for the meeting, any member present (or, in the case of a member being a corporation by its duly authorised representative) or by proxy and entitled to vote shall be a quorum for all purposes and may transact the business for which the meeting was called.</p>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
78	(A) Where the Company has knowledge that any member is, under any applicable laws or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or against any particular resolution of the Company, any votes cast by or on behalf of such member in contravention or such requirement or restriction shall not be counted.	(A) Where the Company has knowledge that any member is, under <del>any applicable laws or the Rules Governing the Listing of Securities on The</del> <u>the rules of the Designated Stock Exchange of Hong Kong Limited from time to time</u> , required to abstain from voting on any particular resolution of the Company or restricted to voting only for or <u>only</u> against any particular resolution of the Company, any votes cast by or on behalf of such member in contravention <del>of</del> such requirement or restriction shall not be counted.  (B) All members shall have the right to (a) speak at a <u>general meeting</u> ; and (b) vote at a general meeting except where a member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under <u>consideration</u> .
79	Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy (which term shall for the purposes of this Article and Articles 80 to 85 include a representative appointed under Article 86). A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.	Any member of the Company entitled to attend and vote at a meeting of the Company <del>or a meeting of the holders of any class of shares in the Company</del> shall be entitled to appoint another person as his proxy to attend and vote instead of him. <u>On a poll, votes may be given either personally (or, in the case of a member being a corporation, by its duly authorised representative) <del>On a poll votes may be given either personally</del> or by proxy (which term shall for the purposes of this Article and Articles 80 to 85 include a representative appointed under Article 86). A proxy need not be a member of the Company. 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 on the same occasion provided that if more than one proxy is so appointed, the appointment shall specify the number and the class of shares in respect of which each such proxy is so appointed. A proxy shall be entitled to exercise the same powers on behalf of a Member who is an individual and for whom he acts as proxy as such Member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Member which is a corporation and for which he acts as proxy as such Member could exercise if it were an individual Member attend on the same occasion.</u>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
80	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. <u>In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</u>
81	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at the place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting or in any notice of any adjourned meeting or, in either case, in any document sent therewith or in the instrument of proxy issued by the Company not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a <del>notarially</del> certified copy of that power or authority shall be deposited at the office or at the place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting or in any notice of any adjourned meeting or, in either case, in any document sent therewith or in the instrument of proxy issued by the Company not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person (or in the case of a member being a corporation, its <u>duly authorised representative</u> ) at the meeting or poll concerned <u>and in such event, the instrument appointing a proxy shall be deemed to be revoked.</u>
83	The instrument appointing a proxy to vote at a general meeting shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit.	The instrument appointing a proxy to vote at a general meeting shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. <u>The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</u>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
86	<p>Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. Reference in these Articles to a member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a member represented at the meeting by such duly authorised representatives.</p> <p>(A) If a Clearing House (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the Clearing House (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.</p>	<p>(A) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. Reference in these Articles to a member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a member represented at the meeting by such duly authorised representatives.</p> <p><del>(A) If a Clearing House (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the Clearing House (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.</del></p> <p>(B) Where a Clearing House or its nominee(s) is a Member, it may authorise such person or persons as it thinks fit to act as its representative(s) (or proxies), who enjoy rights equivalent to the rights of other members, at any meeting of the Company or at any meeting of any class of members provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be entitled to exercise the same powers on behalf of the Clearing House or its nominee(s) could exercise as if such person were an individual member of the Company in respect of the number and class of shares specified in the relevant authorisation, including the right to speak and vote individually on a show of hands or on a poll. Any reference in these Articles to a duly authorised representative of a member being a corporation shall mean a representative authorised under the provisions of this Article.</p> <p>(C) Authorised representative(s) and proxy(ies) shall be entitled to vote in respect of a resolution whether such resolution is to be passed by a show of hands or by poll.</p>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
88	Subject to the provisions of the Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.	<u>The Directors shall have the power from time to time and at any time to appoint</u> <del>Subject to the provisions of the Articles and the Law, the Company may by ordinary resolution elect any person to be</del> a Director either to fill a casual vacancy <u>on the Board</u> or as an addition to the existing <del>Directors</del> <u>Board</u> . <u>Any Director so appointed shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.</u>
90	The Company may by ordinary resolution remove any Director before the expiration of his period of office (notwithstanding anything in the Articles or in any agreement between the Company and such Director but without prejudice to any claim which such Director may have against the Company for damages under any such agreement) and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office for such time only as the Director in whose place he is elected would have held the same if he had not been removed.	<del>The Company</del> <u>members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution</u> remove any Director <u>(including a managing director or other executive director)</u> before the expiration of his <del>period</del> <u>term</u> of office (notwithstanding anything in the Articles or in any agreement between the Company and such Director but without prejudice to any claim which such Director may have against the Company for damages under any such agreement) and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office for such time only as the Director in whose place he is elected would have held the same if he had not been removed.
91	Without prejudice to the power of the Company in pursuance of the provisions of the Articles to appoint any person to be a Director and subject to the provisions of the Law, the Directors may appoint any person to be a Director as an additional Director or to fill a casual vacancy provided that any person so appointed shall hold office only until the next following annual general meeting of the Company (in the case of an addition to the existing Board of Directors) or until the next following general meeting of the Company (in the case of filling a casual vacancy).	<del>[INTENTIONALLY DELETED]</del> <del>Without prejudice to the power of the Company in pursuance of the provisions of the Articles to appoint any person to be a Director and subject to the provisions of the Law, the Directors may appoint any person to be a Director as an additional Director or to fill a casual vacancy provided that any person so appointed shall hold office only until the next following annual general meeting of the Company (in the case of an addition to the existing Board of Directors) or until the next following general meeting of the Company (in the case of filling a casual vacancy).</del>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
105	(J) For the purposes of paragraph (F) of this Article, "net assets", in relation to the Company, means the aggregate of the Company's assets less the aggregate of its liabilities, and for the purposes of this definition "liabilities" includes any provision within the meaning of the Tenth Schedule of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) except to the extent that that provision is taken into account in calculating the value of any asset of the Company.	<del>(J) For the purposes of paragraph (F) of this Article, "net assets", in relation to the Company, means the aggregate of the Company's assets less the aggregate of its liabilities, and for the purposes of this definition "liabilities" includes any provision within the meaning of the Tenth Schedule of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) except to the extent that that provision is taken into account in calculating the value of any asset of the Company.</del>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
161	Auditors shall be appointed and their duties regulated in accordance with the Articles and the provisions of the Law.	<p><del>Auditors shall be appointed and their duties regulated in accordance with the Articles and the provisions of the Law.</del></p> <p><u>(A) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</u></p> <p><u>(B) The Board may appoint one or more firms of auditors to fill any casual vacancy in the office of auditors, but while any such vacancy continues the surviving or continuing auditors (if any) may act. The remuneration of any auditor appointed by the Board under this Article may be fixed by the Board. Subject to Article 161(C), an auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the members under Article 161(A) at such remuneration to be determined by the members under Article 162.</u></p> <p><u>(C) The members may, at any general meeting convened and held in accordance with these Articles, remove the auditors by ordinary resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint new auditors in its place for the remainder of the term.</u></p>
162	The remuneration of the auditors shall be fixed by the Company in general meeting Provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors.	<p><del>The remuneration of the auditors shall be fixed by the Company in an ordinary resolution passed at a general meeting or in such manner as the members may by ordinary resolution determine Provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors.</del></p>

Articles provisions	Original articles of the Existing Articles	Proposed Amendments
174	<p>If the Company is wound up and the assets available for distribution among the members as such are insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding-up on the shares held by them respectively. If in a winding-up the assets available for distribution among the members are more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding-up paid up by them respectively. This Article shall not add to or detract from the rights of the holders of shares issued upon special terms and conditions.</p>	<p>(A) <u>Subject to Article 174(B), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.</u></p> <p>(B) <u>A resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.</u></p> <p>(C) <u>If the Company is wound up and the assets available for distribution among the members as such are insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding-up on the shares held by them respectively. If in a winding-up the assets available for distribution among the members are more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding-up paid up by them respectively. This Article shall not add to or detract from the rights of the holders of shares issued upon special terms and conditions.</u></p>
179	<p>The financial year-end of the Company shall be prescribed by the Directors and may, from time to time, be changed by them.</p>	<p><del>The</del> <u>Unless otherwise determined by the Directors, the financial year-end of the Company shall end on the 31st day of December in each year</u> <del>be prescribed by the Directors and may, from time to time, be changed by them.</del></p>

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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 Tuesday, 27 June 2023 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 nine months ended 31 December 2022.
2. To declare a final dividend of HK0.26 cent per share.
3.
  - (a) To re-elect Mr. Lui Man Sang as an Executive Director;
  - (b) To re-elect Mr. Lam Yat Fai (who has served as an Independent Non-executive Director for more than 9 years) as an Independent Non-executive Director;
  - (c) To re-elect Mr. Chiu Sung Hong (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 December 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 memorandum of association and amended and restated articles of association of the Company (“**Existing M&A**”) 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 Existing M&A 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 Existing M&A 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.”

8. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

### SPECIAL RESOLUTION

“**THAT**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the memorandum of association of the Company (the “**Existing Memorandum**”) and the amended and restated articles of association of the Company (the “**Existing Articles**”), the details of which are set out in Appendix III to the circular of the Company dated 24 May 2023, be and are hereby approved;
- (b) the amended and restated memorandum of association of the Company (the “**Amended and Restated Memorandum**”) and the second amended and restated articles of association of the Company (the “**Second Amended and Restated Articles**”), which contain all the Proposed Amendments and copies of which have been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and the Existing Articles with immediate effect; and
- (c) any director or officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Memorandum and the Second Amended and Restated Articles, including without limitation, attending to the necessary registration and filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

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

Hong Kong, 24 May 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. The annual general meeting will be held in form of a physical meeting. Any member entitled to attend, speak 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 to attend, speak 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 and in such event, the proxy shall be deemed to be revoked.
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 Wednesday, 21 June 2023 to Tuesday, 27 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 20 June 2023.
5. The register of members of the Company will be closed from Monday, 3 July 2023 to Wednesday, 5 July 2023, 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 will be payable to shareholders whose names appears on the register of members of the Company on Wednesday, 5 July 2023. The proposed final dividend is expected to be paid on or before Friday, 14 July 2023. In order to qualify for the proposed final 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 30 June 2023.
6. If the Shareholders have any questions relating to the business of the AGM that they would like to be addressed, the Company encourages the Shareholders to submit their questions in writing by email to [ir@tianda.com](mailto:ir@tianda.com) from 9:00 a.m. on Wednesday, 14 June 2023 to 6:00 p.m. on Wednesday, 21 June 2023. The Company will endeavor to address the questions raised. However, due to time constraints, unanswered questions will be responded to after the AGM as appropriate.
7. In case the AGM is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no.8 or above, please refer to the websites of Hong Kong Stock Exchanges ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tiandapharma.com](http://www.tiandapharma.com)) for announcement on bad weather arrangement for the AGM.
8. No refreshment and corporate gifts will be provided at the AGM.
9. References to time and dates in this notice are to Hong Kong time and dates.
10. In the event of any inconsistency, the English version shall prevail.
11. 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