



天大藥業有限公司

TIANDA PHARMACEUTICALS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00455)

Proxy form for use at the extraordinary general meeting (the "EGM") of Tianda Pharmaceuticals Limited to be held on Thursday, 9 November 2023 at 10:30 a.m. (or at any adjournment thereof)

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.10 each in the capital of
Tianda Pharmaceuticals Limited (the "Company") HEREBY APPOINT ⁽³⁾ _____
of _____

or the Chairman of the meeting to act as my/our proxy to attend and act for me/us and on my/our behalf at the EGM of the Company to be held at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong on Thursday, 9 November 2023 at 10:30 a.m. (or at any adjournment thereof) convened for the purpose of considering and, if though fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof), to vote for me/us as hereunder indicated⁽⁴⁾ or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ⁽⁹⁾		For ⁽⁴⁾	Against ⁽⁴⁾
1.	To approve, confirm and ratify the supplemental agreement dated 20 September 2023 between the Company and Shanghai Pharmaceuticals Holding Co., Ltd.* (上海醫藥集團股份有限公司) ("SPH"), in relation to, among other things, the proposed revision of annual cap for the year ending 31 December 2023 for the transactions contemplated under the framework agreement (the "2021 Framework Agreement") dated 9 April 2021 between the Company and SPH, and the change of the expiry date of the 2021 Framework Agreement.		
2.	To approve, confirm and ratify the framework agreement dated 20 September 2023 between the Company and SPH in relation to the sales of various pharmaceutical products, Chinese medicine and healthcare products manufactured and supplied by the Company and its subsidiaries to SPH and its subsidiaries from 1 January 2024 to 31 December 2026 and the terms of and proposed annual caps in relation to the transactions contemplated thereunder.		

* For identification only

Signature ⁽⁵⁾ _____ Dated this _____ day of _____ 2023.

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company. The name of all joint registered holders should be stated. A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and speak and, on a poll, vote in his/her stead. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "or the Chairman of the meeting" and insert the name and address of the proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A "✓" IN THE BOX MARKED "AGAINST".** Failure to tick in the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- In the case of joint holders of any share, any one of such persons may vote at the meeting either personally or by proxy in respect of such share but if more than one of such joint holders are present at the meeting personally or by proxy the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof must be deposited at the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment thereof).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.
- The descriptions of the resolutions are by way of summary only. The full text appears in the notice of the EGM, which is included in the circular dispatched to the shareholders.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Company.