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JINTIAN PHARMACEUTICAL GROUP LIMITED
金天醫藥集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2211)

**CHANGE OF JOINT COMPANY SECRETARY AND
AUTHORIZED REPRESENTATIVE**

The Board announces that Ms. Yung has tendered her resignation as one of the joint company secretaries and an authorized representative of the Company and that Mr. Tam has been appointed as successor and take up the role and responsibilities as one of the joint company secretaries and authorized representative of the Company with effect from 23 March 2015.

The board of directors (the “**Board**”) of Jintian Pharmaceutical Group Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”) announces that Ms. Yung Mei Yee (“**Ms. Yung**”) has tendered her resignation as one of the joint company secretaries and an authorized representative of the Company with effect from 23 March 2015. Ms. Yung confirmed that she has no disagreement with the Board and there was no other matter relating to her resignation that needed to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Tam Tsang Ngai (“**Mr. Tam**”) has been appointed as successor and take up the role and responsibilities as one of the joint company secretaries and an authorized representative of the Company with effect from 23 March 2015.

**REASONS FOR CHANGE OF ONE OF THE JOINT COMPANY SECRETARIES AND
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING
RULES**

As disclosed in the prospectus of the Company dated 2 December 2013 (the “**Prospectus**”), Since Mr. Ge Junming (“**Mr. Ge**”), the other joint company secretary of the Company, did not fulfil the requirements under Rules 3.28 and 8.17 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange, the Company had applied to the Stock Exchange for, and the Stock Exchange had granted, a waiver (the “**Original Waiver**”) from the strict compliance with such requirements in respect of the appointment of Mr. Ge and Ms. Yung as joint company secretaries for

a period of three years commencing from the date of listing of the shares of the Company on the Stock Exchange (the “**Waiver Period**”), provided that Ms. Yung assisted Mr. Ge during the Waiver Period to obtain the “relevant experience” within the meaning of Rules 3.28(2) of the Listing Rules and to discharge the duties of a company secretary.

To cope with the expansion of the Group, the Board considers it is more desirable to appoint a full-time employee of the Group and replace a company secretarial service provider as company secretary. Therefore, the Company has appointed Mr. Tam as successor and take up the role of Ms. Yung, upon her resignation, as one of the joint company secretaries. Upon the resignation of Ms. Yung on 23 March 2015, the Original Waiver has become lapsed at the even date. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a new waiver (“**New Waiver**”) from the strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for appointing Mr. Tam as one of the joint company secretaries together Mr. Ge for a period from the appointment date of Mr. Tam to 11 December 2016 (the “**New Waiver Period**”), provided that (i) Mr. Ge will be assisted by Mr. Tam during the New Waiver Period to acquire the relevant experience to discharge the duties of a company secretary, (ii) the Company shall notify the Stock Exchange at the end of the New Waiver Period to allow the Stock Exchange to review the situation and it is expected that after having the benefit of the assistance from Mr. Tam, Mr. Ge will be able to satisfy the requirements of Rules 3.28 and 8.17 of the Listing Rules as an independent company secretary of the Company and further waiver will not be necessary, and (iii) the Company will disclose the details of the New Waiver, including reasons for the waiver and the waiver conditions, which the Company does by this announcement.

APPOINTMENT OF JOINT COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE

The Board is pleased to announce that Mr. Tam has been appointed as successor to take up the role of Ms. Yung as one of the joint company secretaries and an authorized representative of the Company for the purpose of Rule 3.05 of the Listing Rules with effect from 23 March 2015.

Mr. TAM Tsang Ngai (譚錚毅), aged 40, was appointed as financial controller of the Group in November 2014. He is responsible for the financial management of the Group outside the People’s Republic of China.

Experiences of Mr. Tam:–

- 1997 – 2000: semi-senior accountant, audit of Deloitte Touche Tohmatsu (德勤 • 關黃陳方會計師行)
- 2001 – 2007: finance manager of China Resources Petrochems (Group) Co., Ltd. (華潤石化(集團)有限公司) and China Resources Gas Holdings Ltd. (華潤燃氣控股有限公司)
- 2008 – 2010: finance manager of Ming Hing Civil Contractors Limited (明興土木工程有限公司)

- 2010 – 2012: chief financial officer and company secretary of CNC Holdings Ltd. (中國新華電視控股有限公司), a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 08356)
- 2012 – 2014: director of Voyage Consulting Ltd. (沃亞顧問有限公司)

Educational backgrounds of Mr. Tam:–

- 1997: graduated with a bachelor's degree in business administration from the Chinese University of Hong Kong

Mr. Tam is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Yung for her past contribution to the Group during her term of service with the Group and extend a warm welcome to Mr. Tam on his new appointment.

By order of the Board
Jintian Pharmaceutical Group Limited
Jin Dongtao
Chairman

Hong Kong, 23 March 2015

As at the date of this announcement, the Board of the Company comprises four executive directors, namely, Mr. Jin Dongtao, Mr. Jin Dongkun, Mr. Chu Chuanfu and Mr. Yang Jiacheng and three independent non-executive directors, namely, Mr. Cheng Sheung Hing, Ms. Chiang Su Hui Susie and Mr. Chen Xiao.