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同方康泰產業集團有限公司
Tongfang Kontafarma Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1312)

PROPOSED CHANGE OF COMPANY NAME
AND
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Tongfang Kontafarma Holdings Limited” to “Kontafarma China Holdings Limited” and the dual foreign name of the Company in Chinese from “同方康泰產業集團有限公司” to “華控康泰集團有限公司”.

PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board also proposes to amend the Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association in substitution for and to the exclusion of the Memorandum and Articles of Association for the purpose of, among others, (i) reflecting the Change of Company Name, (ii) conforming to the current requirements of the Listing Rules and the Cayman Islands Companies Act, (iii) providing flexibility to the Company in relation to the conduct of general meetings by electronic means, and (iv) incorporating other consequential and housekeeping amendments.

GENERAL

Special resolutions will be proposed at the EGM of the Company to be held on 24 August 2022 for Shareholders to approve the Change of Company Name and the adoption of the New Memorandum and Articles of Association. A circular containing, among other things, (i) details of the proposed Change of Company Name; (ii) details of the Proposed Amendments and the adoption of the New Memorandum and Articles of Association; and (iii) the notice of the EGM, together with a proxy form will be despatched to the Shareholders on 2 August 2022.

PROPOSED CHANGE OF COMPANY NAME

The board of directors (the “**Board**”) of Tongfang Kontafarma Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to change the English name of the Company from “Tongfang Kontafarma Holdings Limited” to “Kontafarma China Holdings Limited” and the dual foreign name of the Company in Chinese from “同方康泰產業集團有限公司” to “華控康泰集團有限公司” (the “**Change of Company Name**”).

Conditions for the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming extraordinary general meeting of the Company (the “**EGM**”), which is scheduled to take place on 24 August 2022, to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and the new dual foreign name in Chinese in the register of companies in place of the current English name and the current dual foreign name in Chinese of the Company, and issues a certificate of incorporation on change of name. Thereafter, the Company will comply with the necessary filing or registration procedures in Hong Kong and the Cayman Islands.

Reasons for the Change of Company Name

Following the disposal of cement business by the Group in December 2020, details of which were disclosed in the circular of the Company dated 18 December 2020, the Group currently focuses on the pharmaceutical business and the fitness business which are expected to bring higher positive returns to the Company and its Shareholders in long term. In particular, the Group is currently principally engaged in (i) the manufacturing and sales of prescription drugs, including chemical drugs and prescribed traditional Chinese medicines in the People’s Republic of China; and (ii) operating of fitness centres and providing consultation services for fitness and health activities, and operating of franchise business for royalty fee income. In light of the latest development of the Group, the Board believes that the Change of Company Name will more accurately reflect the current status of the Group’s business and better promote its corporate image. The Board also believes that the Change of Company Name will benefit the Group’s future development and is in the interests of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders or the Group's daily operations or financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becomes effective, continue to be evidence of title to the share(s) of the Company (the "**Shares**") and will remain valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new share certificates of the Company will be issued only in the new name of the Company.

In addition, subject to the confirmation of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the Company intends to change the stock short name of the Company for trading of the Shares on the Stock Exchange after the Change of Company Name becomes effective.

The Company will make further announcement(s) to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name, the new stock short name of the Company under which the Shares will be traded on the Stock Exchange and the new website address and logo of the Company in due course.

PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend the amended and restated memorandum and articles of association of the Company (the "**Memorandum and Articles of Association**") in order to, amongst others, (i) reflect the Change of Company Name; (ii) conform to the current requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), including but not limited to the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules, and the Cayman Islands Companies Act; (iii) provide flexibility to the Company in relation to the conduct of general meetings by electronic means; and (iv) incorporate other consequential and housekeeping amendments (the "**Proposed Amendments**").

In view of the number of the Proposed Amendments, the Board proposes that a new Memorandum and Articles of Association which consolidate all the Proposed Amendments be adopted as the second amended and restated Memorandum and Articles of Association (the "**New Memorandum and Articles**") in substitution for and to the exclusion of the Memorandum and Articles of Association.

GENERAL

Special resolutions will be proposed at the EGM of the Company to be held on 24 August 2022 for Shareholders to approve the Change of Company Name and the adoption of New Memorandum and Articles of Association. A circular containing, among other things, (i) details of the proposed Change of Company Name; (ii) details of the Proposed Amendments and the adoption of the New Memorandum and Articles of Association; and (iii) the notice of the EGM, together with a proxy form will be despatched to the Shareholders on 2 August 2022.

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

Hong Kong, 25 July 2022

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