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## **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**

The board of directors (the “**Board**”) of Tianda Pharmaceuticals Limited (the “**Company**”) proposes to amend the existing memorandum of association (the “**Existing Memorandum**”) and the existing amended and restated articles of association of the Company (the “**Existing Articles**”) and to adopt an amended and restated memorandum of association (the “**Amended and Restated Memorandum**”) and a second amended and restated articles of association of the Company (the “**Second Amended and Restated Articles**”) in order to (i) conform to the Core Shareholder Protection Standards as set out in Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); and (ii) incorporate certain housekeeping changes.

Major changes to be brought about by the proposed amendments to the Existing Memorandum and the Existing Articles (“**Proposed Amendments**”) are set out below:

1. to update and include certain defined terms to align with the applicable laws of the Cayman Islands, the Listing Rules and the relevant provisions in the Second Amended and Restated Articles including but not limited to, “the Act”, “Board” or “Directors”, “auditors”, “the Companies Ordinance” and “published in the newspaper” and to update the relevant provisions in the Second Amended and Restated Articles in this regard;
2. to update the Company’s authorised share capital;
3. to clarify that the Company shall hold a general meeting for each financial year as its annual general meeting and clarify that each of such annual general meeting must be held within six months after the end of the Company’s financial year;
4. to provide that the shareholders of the Company (“**Shareholders**”) shall have right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a Shareholder is required, by the rules of the designated stock exchange, to abstain from voting to approve the matter under consideration;

5. to clarify that any person appointed by the Board to fill a casual vacancy on the Board shall hold office only until the first annual general meeting of the Company after the appointment, and shall be eligible for re-election at such annual general meeting;
6. to clarify that the appointment, removal and remuneration of auditors of the Company must be approved by the Shareholders by ordinary resolution in general meeting of the Company;
7. to state the financial year end of the Company; and
8. to make other amendments to update or clarify provisions where the Board considers appropriate in accordance with or to better align with the wordings in the applicable laws of Cayman Islands and the Listing Rules.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments and the adoption of the Amended and Restated Memorandum and the Second Amended and Restated Articles, together with a notice of the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 19 May 2023

*As at the date of this announcement, the Executive Directors are Mr. FANG Wen Quan (Chairman and Managing Director) and Mr. LUI Man Sang; the Non-executive Directors are Mr. SHEN Bo and Mr. FENG Quanming; and the Independent Non-executive Directors are Mr. LAM Yat Fai, Mr. CHIU Sung Hong and Mr. CHIU Fan Wa.*