

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the “EGM”) 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 Thursday, 9 November 2023 at 10:30 a.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. **“THAT** the supplemental agreement dated 20 September 2023 (the “**2023 Supplemental Agreement**”, a copy of which marked “A” has been tabled before the meeting and initialled by the chairman of the meeting for the purpose of identification) 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 (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 be and are hereby approved, confirmed and ratified; and the directors of the Company be and are hereby authorised to do all such things and exercise all powers which they consider necessary, desirable or expedient in connection with the 2023 Supplemental Agreement and the Proposed Revision of Annual Cap.”
2. **“THAT** the framework agreement dated 20 September 2023 (the “**2023 Framework Agreement**”, a copy of which marked “B” has been tabled before the meeting and initialled by the chairman of the meeting for the purpose of identification) 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 be and are hereby approved, confirmed and ratified; and the directors of the Company be and are hereby authorised to do all such things and exercise all powers which they consider necessary, desirable or expedient in connection with the 2023 Framework Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder including without limitation to any amendment or supplement thereof.”

Yours faithfully,
For and on behalf of the board of Directors
Tianda Pharmaceuticals Limited
FANG Wen Quan
Chairman and Managing Director

Hong Kong, 19 October 2023

* For identification only

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, 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 meeting (i.e. not later than 10:30 a.m. on Tuesday, 7 November 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 6 November 2023 to Thursday, 9 November 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, 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, 3 November 2023.
5. If the Shareholders have any questions relating to the business of the EGM that they would like to be addressed, the Company encourages the Shareholders to submit their questions in writing by email to ir@tianda.com from 9:00 a.m. on Monday, 30 October 2023 to 6:00 p.m. on Monday, 6 November 2023. The Company will endeavor to address the questions raised. However, due to time constraints, unanswered questions will be responded to after the EGM as appropriate.
6. In case the EGM 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) and the Company (www.tiandapharma.com) for announcement on bad weather arrangement for the EGM.
7. A circular containing further details concerning items 1 and 2 set out in the above notice will be sent to all shareholders of the Company.
8. References to time and dates in this notice are to Hong Kong time and dates.
9. In the event of any inconsistency, the English version shall prevail.
10. The Board of Directors of the Company comprises:

Executive Directors:

Fang Wen Quan (*Chairman and Managing Director*)
Lui Man Sang

Non-executive Directors:

Zhong Tao
Feng Quanming

Independent Non-executive Directors:

Lam Yat Fai
Chiu Sung Hong
Xian Yanfang