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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered institution dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Kontafarma China Holdings Limited**, you should at once hand this circular, the accompanying form of proxy and the 2023 Annual Report to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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華控康泰集團有限公司
Kontafarma China Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1312)

**PROPOSALS FOR RE-ELECTION OF DIRECTOR,
REQUISITION RECEIVED FOR PROPOSED
APPOINTMENT OF DIRECTORS,
GENERAL MANDATES TO ISSUE SECURITIES
AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Kontafarma China Holdings Limited (the “**Company**”) to be held at Room 12A09–12A20, 12A/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 7 June 2024 at 11:00 a.m. (the “**AGM**”) is set out on pages 21 to 26 of this circular.

If you do not intend to attend the AGM but wish to exercise your right as a shareholder of the Company (the “**Shareholders**”), you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

30 April 2024

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DEFINITIONS

In this circular (other than in the notice of AGM), unless the context otherwise requires, the following expressions have the following respective meanings:

“2023 Annual Report”	the annual report of the Company for the year ended 31 December 2023
“AGM”	the annual general meeting of the Company to be held at Room 12A09–12A20, 12A/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 7 June 2024 at 11:00 a.m., notice of which is set out on pages 21 to 26 of this circular
“Articles”	the third amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Buy-Back Mandate”	the general and unconditional mandate to the Directors to exercise the powers of the Company to buy back the fully paid up Shares not exceeding 10% of the total number of the issued Shares as at the date of passing of the relevant resolution
“China Health”	China Health Management Investment Limited, a company incorporated in the British Virgin Islands with limited liability and a Controlling Shareholder of the Company
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Kontafarma China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on the Main Board of the Stock Exchange (Stock Code: 1312)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	the executive director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

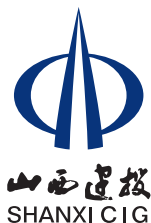
“Independent Non-Executive Director(s)”	the independent non-executive director(s) of the Company
“Issue Mandate”	the general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of the issued Shares as at the date of passing of the relevant resolution
“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Appointment of Directors”	the proposed appointment of (i) Mr. Wang Feifei (王飛飛先生), Ms. Qiao Linna (喬琳娜女士), Ms. Guo Zixiu (郭姿秀女士) and Mr. Liu Jiankun (劉劍焜先生) as executive Directors; and (ii) Dr. Tang Lai Wah (鄧麗華博士), Dr. Stan Ho Ho Ming (何昊洛博士) and Mr. Yao Xiaomin (姚小民先生) as independent non-executive Directors as set out in the Requisition Notice
“Requisition”	the requisition as set out in the Requisition Notice requesting the Board to convene a general meeting of the Company for considering and, if thought fit, passing the Requisition Resolutions
“Requisition Notice”	the requisition notice dated 16 April 2024 from the Requisitionist
“Requisition Resolutions”	(i) appoint Mr. Wang Feifei (王飛飛先生), Ms. Qiao Linna (喬琳娜女士), Ms. Guo Zixiu (郭姿秀女士) and Mr. Liu Jiankun (劉劍焜先生) as executive Directors; and (ii) appoint Dr. Tang Lai Wah (鄧麗華博士), Dr. Stan Ho Ho Ming (何昊洛博士) and Mr. Yao Xiaomin (姚小民先生) as independent non-executive Directors
“Requisitionist” or “Shenzhen Waranty”	Shenzhen Waranty Asset Management Co., Ltd.* (深圳市華融泰資產管理有限公司), a company established under the laws of the PRC with limited liability, which indirectly owns the entire issued share capital of China Health, and a Controlling Shareholder of the Company

DEFINITIONS

“Sanjin Guotou”	Ningbo Free Trade Zone Sanjin Guotou Private Equity Fund Partnership Enterprise (Limited Partnership)* (寧波保稅區三晉國投股權投資基金合夥企業(有限合夥)), a limited partnership enterprise established under the laws of the PRC and a Controlling Shareholder of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Shanxi Construction”	Shanxi Construction Investment Group Co., Ltd.* (山西建設投資集團有限公司), a company established under the laws of the PRC with limited liability and a Controlling Shareholder of the Company
“Share(s)”	ordinary share(s) of nominal value of HK\$0.002 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“State-owned Capital Operation Co.”	Shanxi State-owned Capital Operation Co., Ltd.* (山西省國有資本運營有限公司) (formerly known as Shanxi State Capital Investment and Operation Co., Ltd.* (山西省國有資本投資運營有限公司)), a company established under the laws of the PRC and a Controlling Shareholder of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission in Hong Kong
“Tsinghua Tongfang”	Tsinghua Tongfang Co., Ltd.* (同方股份有限公司), a company incorporated under the laws of the PRC
“%”	per cent.

* For identification purpose only

Reference to time and dates in this circular are to Hong Kong time and dates.



華控康泰集團有限公司
Kontafarma China Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1312)

Executive Directors:

Mr. Bai Pingyan (*Chairman*)

Mr. Chai Hongjie

Mr. Jiang Chaowen (*Chief Executive Officer*)

Non-executive Director:

Mr. Huang Yu

Independent non-executive Directors:

Mr. Chan Sze Chung

Mr. Zhang Ruibin

Mr. Zhang Junxi Jack

Registered office:

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head office and principal place
of business:*

Room 12A09–12A20, 12A/F

Sun Hung Kai Centre

30 Harbour Road

Wanchai

Hong Kong

30 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTOR,
REQUISITION RECEIVED FOR PROPOSED
APPOINTMENT OF DIRECTORS,
GENERAL MANDATES TO ISSUE SECURITIES
AND BUY BACK SHARES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM and to give you the notice of the AGM. Resolutions to be proposed at the AGM include, among other businesses, ordinary resolutions on (i) the re-election of the retiring Director; (ii) the Proposed Appointment of Directors; (iii) the grant of the Issue Mandate; (iv) the grant of the Buy-Back Mandate and (v) the extension of the Issue Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF THE RETIRING DIRECTOR

As at the Latest Practicable Date, the Board consists of seven (7) Directors, namely Mr. Bai Pingyan, Mr. Chai Hongjie, Mr. Jiang Chaowen, Mr. Huang Yu, Mr. Chan Sze Chung, Mr. Zhang Ruibin and Mr. Zhang Junxi Jack.

Article 109 of the Articles provides that at each annual general meeting of the Company, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to but not less than one-third (1/3), shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three (3) years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three (3) years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A Director is not required to retire upon reaching any particular age.

Pursuant to Article 109 of the Articles, Mr. Huang Yu, Mr. Chan Sze Chung, Mr. Zhang Ruibin and Mr. Zhang Junxi Jack shall retire from office by rotation and be eligible for re-election at the AGM. As disclosed in the announcement of the Company dated 19 April 2024 (the “**Announcement**”), each of Mr. Chan Sze Chung, Mr. Zhang Ruibin and Mr. Zhang Junxi Jack has notified the Board of his decision to not offer himself for re-election, and thus only Mr. Huang Yu will offer himself for re-election at the AGM.

The Nomination Committee has reviewed the biographical details of the retiring Director with reference to the nomination policy and board diversity policy of the Company and is satisfied that Mr. Huang Yu has the required characters, integrity and experiences to continuously fulfil his role as non-executive Director of the Company. The Nomination Committee recommended his re-election. Therefore, upon the nomination of the Nomination Committee, the Board has recommended the re-election of the retiring Director, Mr. Huang Yu as Director at the AGM. Mr. Huang Yu had abstained from voting at the relevant Board meeting on the propositions of their recommendations for re-election by the Shareholders.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting.

LETTER FROM THE BOARD

The brief biographical and other details of the retiring Director are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

REQUISITION FROM THE SHAREHOLDER

Reference is made to the Announcement, among other things, the Board received the Requisition Notice from the Requisitionist made pursuant to the Articles, in which Requisitionist requested the Board to convene an extraordinary general meeting of the Company for considering and, if thought fit, passing the Requisition Resolutions. As disclosed in the Announcement, each of Mr. Bai Pingyan, Mr. Chai Hongjie and Mr. Jiang Chaowen has decided to retire from the position as the executive Director with effect from the conclusion of the AGM, and each of Mr. Chan Sze Chung, Mr. Zhang Ruibin and Mr. Zhang Junxi Jack has notified the Board of his decision to retire as an independent non-executive Director by rotation at the AGM and to not offer himself for re-election.

So far as the Company is aware after making all reasonable enquiries, Shenzhen Waranty is the controlling shareholder of the Company, holding approximately 56.77% of the entire issued share capital of the Company as at the date of the Requisition Notice. Shenzhen Waranty is ultimately controlled by State-owned Capital Operation Co. following the completion of the transfer of the equity interest of Shenzhen Waranty in 2019.

Pursuant to article 64 of the Articles, extraordinary general meetings shall be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth voting rights, on a one vote per share basis, of the issued shares of the Company which as at that date carries the right to vote at general meetings; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner.

The Board, having considered the details of the Requisition, for cost and administrative efficiency, has resolved to put forward the Requisition Resolutions at the AGM for the Shareholders to consider and, if thought fit, pass the following resolutions:

1. to appoint Mr. Wang Feifei (王飛飛先生) as executive Director;
2. to appoint Ms. Qiao Linna (喬琳娜女士) as executive Director;
3. to appoint Ms. Guo Zixiu (郭姿秀女士) as executive Director;
4. to appoint Mr. Liu Jiankun (劉劍焜先生) as executive Director;
5. to appoint Dr. Tang Lai Wah (鄧麗華博士) as independent non-executive Director;

LETTER FROM THE BOARD

6. to appoint Dr. Stan Ho Ho Ming (何昊洛博士) as independent non-executive Director; and
7. to appoint Mr. Yao Xiaomin (姚小民先生) as independent non-executive Director.

Upon approval of the Proposed Appointment of Directors at the AGM, the membership information of each of the committees of the Board will be proposed as below:

	Executive Committee	Audit Committee	Remuneration Committee	Nomination Committee	Risks Management Committee	Share Dealing Committee	Investment Committee
Wang Feifei	C			C		C	C
Qiao Linna	M					M	
Guo Zixiu	M				M	M	
Liu Jiankun	M					M	
Tang Lai Wah		C	M	M	M		M
Stan Ho Ho Ming		M	M		C		M
Yao Xiaomin		M	C	M			

Notes:

C: Chairman of the relevant Board committees

M: Member of the relevant Board committees

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting. The biographical details of the proposed Directors, which have been reproduced from and are solely based upon the information provided by the Requisitionist, are set out in Appendix II to this circular.

GENERAL MANDATES TO ISSUE SECURITIES AND BUY BACK SHARES

At the annual general meeting of the Company held on 9 June 2023, ordinary resolutions were passed for the granting of general and unconditional mandates to the Directors (i) to allot, issue or otherwise deal with additional securities of the Company not exceeding 20% of the issued Shares as at that date of passing of such resolution (the “**Existing Issue Mandate**”), being 1,117,714,355 Shares; and (ii) to buy back Shares not exceeding 10% of the issued Shares as at that date of passing of such resolution (the “**Existing Buy-Back Mandate**”), being 558,857,177 Shares.

The Existing Issue Mandate and the Existing Buy-Back Mandate will expire upon the conclusion of the AGM. The Directors consider that the Existing Issue Mandate and the Existing Buy-Back Mandate increase the flexibility in dealing with the Company’s affairs and are in the interests of both the Company and the Shareholders as a whole, and that the same shall continue to be adopted by the Company.

LETTER FROM THE BOARD

Ordinary resolutions will be proposed at the AGM for the granting of the Issue Mandate as set out in Resolution No. 6(A) of the notice of AGM. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further securities are issued and no Shares are bought back before the AGM, the Company will be allowed under such mandate to issue a maximum of 1,117,714,355 Shares, representing 20% of the issued Shares as at the Latest Practicable Date.

In addition, ordinary resolution will also be proposed at the AGM for the granting of Buy-Back Mandate as set out in Resolution No. 6(B) of the notice of AGM. A resolution authorising the extension of the Issue Mandate to include the aggregate number of such Shares bought back (if any) under the Buy-Back Mandate is to be proposed at the AGM as Resolution No. 6(C) of the notice of AGM.

With reference to the proposed new general mandates, the Directors, as at the Latest Practicable Date, wish to state that they have no immediate plans to issue any new securities of the Company pursuant to the relevant mandates.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against Resolution No. 6(B) to be proposed at the AGM in relation to the proposed Buy-Back Mandate is set out in Appendix III to this circular.

THE AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at Room 12A09–12A20, 12A/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 7 June 2024 at 11:00 a.m. is set out on pages 21 to 26 of this circular. 2023 Annual Report together with this circular are made available on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company's website (<http://www.kontafarma.com.hk>). Ordinary resolutions in respect of, *inter alia*, the re-election of the retiring Director, the Proposed Appointment of Directors, the grant of Issue Mandate, the grant of Buy-Back Mandate and the extension of the Issue Mandate will be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions proposed at the AGM will be put to vote by way of poll. An announcement on the results of the poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

A form of proxy for the AGM is made available on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company's website (<http://www.kontafarma.com.hk>). If you do not intend to attend the AGM but wish to exercise your right as a Shareholder, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

RECOMMENDATION

The Directors consider that the following resolutions to be proposed at the AGM, including ordinary resolutions on (i) the re-election of Director; (ii) the grant of the Issue Mandate; (iii) the grant of the Buy-Back Mandate; and (iv) the extension of the Issue Mandate are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommend all Shareholders to vote in favour of all the above resolutions to be proposed at the AGM.

In respect of the Requisition Resolutions, Shareholders should note that the biographical details of the proposed Directors as set out in the Appendix II to this circular have been reproduced from and are solely based upon the information provided by the Requisitionist. The Board has not verified the particulars of the proposed Directors stated in Appendix II to this circular. Accordingly no recommendation has been made by the Board or the nomination committee of the Company with regard to the Proposed Appointment of Directors. Further, the Board is not in a position to comment on whether there is any matter regarding the Proposed Appointment of Directors that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules in relation to each of the proposed Directors.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. In case of any inconsistency between the English version and the Chinese version of this circular, the English version shall prevail.

Yours faithfully,
For and on behalf of the Board
Kontafarma China Holdings Limited
Bai Pingyan
Chairman

The brief biographical details of the Director proposed to be re-elected at the forthcoming AGM are set out as follows:

Mr. Huang Yu, aged 55, was re-designated as a non-executive Director of the Company on 19 April 2024. He is also a director of certain subsidiaries of the Company. Mr. Huang served as the chairman of the Board of the Company from July 2014 to September 2020, and had been an Executive Director of the Company from March 2014 to April 2024 and the president of the Group from September 2020 to April 2024. He is currently an executive director and general manager of Shenzhen Aorongxin Investment Development Co., Ltd.* (深圳市奧融信投資發展有限公司), the chairman of the supervisory committee of Penghua Fund Management Co., Ltd* (鵬華基金管理有限公司) and a director of the GuoDu Securities Co., Ltd.* (國都證券股份有限公司), a company listed on National Equities Exchange and Quotations (stock code: 870488). Mr. Huang had also been a director and senior management of several listed companies, including the chairman of the Board and a non-executive director of Neo-Neon Holdings Limited (stock code: 1868), the issued shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), a non-executive director of Technovator International Limited (stock code: 1206), the issued shares of which are listed on the Main Board of the Stock Exchange, the vice chairman and president of Tsinghua Tongfang Co., Ltd.* (同方股份有限公司) (stock code: 600100), the issued shares of which are listed on the Shanghai Stock Exchange and the chairman of the board of directors of Shenzhen Huakong Seg Co., Ltd. (stock code: 000068), the issued shares of which are listed on the Shenzhen Stock Exchange. Mr. Huang obtained a master’s degree in Science from the University of Greenwich.

An appointment letter which forms the basis of emoluments has been entered into between the Company and Mr. Huang, pursuant to which he is entitled to receive a total service fee of HK\$960,000 per annum (including a Director’s fee of HK\$10,000 per annum which was determined by the Board and shall be subject to the approval by the Shareholders). The remuneration of Mr. Huang was determined with reference to the prevailing market conditions and the terms of the remuneration policy of the Company. There is no designated length of service under the appointment letter of Mr. Huang and the Company but he will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office.

Save as disclosed above, Mr. Huang did not (i) have any relationship with any other Director, senior management, Substantial or Controlling Shareholder of the Company; (ii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (iii) hold any other positions with the Company and/or other members of the Group; and (iv) hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

There are no other matters or information in relation to Mr. Huang that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

* *For identification purpose only*

Particulars of the individuals proposed to be appointed as Directors as provided by the Requisitionist are set out below. Such particulars have been reproduced from and are solely based upon the information provided by the Requisitionist and have not been verified by the Board.

PROPOSED DIRECTORS

Mr. Wang Feifei (王飛飛先生) (“**Mr. Wang**”), aged 37, has extensive experience in refined financial management, investment management, budget management and risk control management. He is currently the Communist Party Committee member of Shenzhen Waranty. Prior to joining the Group, Mr. Wang had been the deputy chief clerk of the financial assets department of Shanxi Fourth Construction Group Co., Ltd.* (山西四建集團有限公司) and Shanxi Construction Investment Group Co., Ltd.* (山西建設投資集團有限公司). He also served as assistant to the general manager and chief accountant of Shanxi Jiantou Group Decoration Co., Ltd.* (山西建投集團裝飾有限公司). Mr. Wang was qualified as a Certified Management Accountant of the United States of America in June 2016 and a senior accountant of the PRC in November 2021. Mr. Wang obtained a bachelor’s degree from Jilin University of Finance and Economics.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) did not hold any other major appointment and professional qualification nor directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, senior management, substantial nor controlling shareholders (having the meaning ascribed to them in the Listing Rules) of the Company; (iii) did not hold any position with the Company nor other members of the Group; and (iv) did not have any interest in nor was deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is discloseable pursuant to any requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

Ms. Qiao Linna (喬琳娜女士) (“**Ms. Qiao**”), aged 33. Ms. Qiao worked at Shanxi Construction and Development Co., Ltd.* (山西建設發展有限公司) under Jiantou Group* (建投集團), assisting in the preparation for the issuance of corporate private corporate bonds, and participating in the establishment of Beijing Jinfa Asset Management Co., Ltd.* (北京晉發資產管理有限公司) and due diligence work for its listing on the NEEQ. She also successively served as the deputy director of the general office, the director of the enterprise management department, the director of the party committee work department and the vice chairman of the labour union of Shanxi Park Construction and Development Group Co., Ltd.* (山西園區建設發展集團有限公司) (formerly known as Shanxi Construction and Development Co., Ltd.) under Jiantou Group* (建投集團), mainly responsible for the company’s organisational construction, human resources management, internal control system and management system construction. During the term of office, she concurrently served as an external director of Shanxi Jiantou Zhiao International Exhibition Co., Ltd.*

(山西建投智奧國際會展有限公司) and Loufan County Jianfa Infrastructure Investment Co., Ltd.* (婁煩縣建發基礎設施投資有限公司), participating in the decision-making of major operation and management matters involving conference and exhibition services and PPP infrastructure investment, construction and operation. Ms. Qiao obtained a bachelor's degree in economics and mathematics and a master's degree in international business administration (IMBA) from the University of British Columbia.

Save as disclosed above, as at the Latest Practicable Date, Ms. Qiao (i) did not hold any other major appointment and professional qualification nor directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, senior management, substantial nor controlling shareholders (having the meaning ascribed to them in the Listing Rules) of the Company; (iii) did not hold any position with the Company nor other members of the Group; and (iv) did not have any interest in nor was deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is discloseable pursuant to any requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

Ms. Guo Zixiu (郭姿秀女士) (“**Ms. Guo**”), aged 35, has extensive experience in investment, auditing and finance. Ms. Guo worked in various financial and quasi-financial institutions, including Shanxi Financial Leasing Co., Ltd.* (山西金融租賃有限公司) and Jinshang Credit Investment Co., Ltd.* (晉商信用增進投資股份有限公司). She was also the head of the legal and audit department of Shenzhen Warranty. Ms. Guo obtained a master's degree in accounting from Shanxi University of Finance and Economics in June 2014. She was qualified as an intermediate accountant in September 2015, a certified public accountant in the PRC in May 2017 and a chartered financial analyst in May 2021.

Save as disclosed above, as at the Latest Practicable Date, Ms. Guo (i) did not hold any other major appointment and professional qualification nor directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, senior management, substantial nor controlling shareholders (having the meaning ascribed to them in the Listing Rules) of the Company; (iii) did not hold any position with the Company nor other members of the Group; and (iv) did not have any interest in nor was deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is discloseable pursuant to any requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Liu Jiankun (劉劍焜先生) (“**Mr. Liu**”), aged 31, is currently the head of the strategic investment department, the vice chairman of the labour union and the deputy director of the general office (concurrent) of Shenzhen Warranty Asset, a director of Tongfang Pharmaceutical Group Co., Ltd.* (同方藥業集團有限公司), a director of Chongqing Kangle Pharmaceutical Co., Ltd.* (重慶康樂製藥有限公司) and a director of SPF (Beijing) Biotechnology Co., Ltd.. Mr. Liu was the assistant to the board secretary and the deputy director of the general office of Shenzhen Warranty. Mr. Liu holds a master’s degree in mechanical engineering from Auburn University in the United States.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu (i) did not hold any other major appointment and professional qualification nor directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, senior management, substantial nor controlling shareholders (having the meaning ascribed to them in the Listing Rules) of the Company; (iii) did not hold any position with the Company nor other members of the Group; and (iv) did not have any interest in nor is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is discloseable pursuant to any requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

Dr. Tang Lai Wah (鄧麗華博士) (“**Dr. Tang**”), aged 66, holds a degree of Bachelor of Arts with honors in Accountancy, degree of Master of Business Administration (Executive) and degree of Doctor of Business Administration from the City University of Hong Kong. She also received a Distinguished Alumni Award from the College of Business of the City University of Hong Kong.

Dr. Tang is a fellow member of the Association of Chartered Certified Accountants (“**ACCA**”) as well as the Hong Kong Institute of Certified Public Accountants, a life member of the Hong Kong Independent Non-Executive Director Association as well as the Shenzhen Hong Kong Macau Women Directors Alliance.

Dr. Tang has been appointed as an independent non-executive director and a member of the audit committee and the salary review committee of Glory Sun Land Group Limited (listed on the main board of the Stock Exchange, stock code: 0299) since May 2016.

Dr. Tang has been appointed as an independent non-executive director and a member of the audit committee, the remuneration committee, the nomination committee and the risk committee of Binhai Investment Company Limited (listed on the main board of the Stock Exchange, stock code: 2886) since May 2023.

Dr. Tang has over 30 years of extensive experience in the telecommunication, media and information technology industries in the areas of accounting, financial management, corporate finance, merger and acquisition activities, initial public offering on the main board of the Stock Exchange, management of Hong Kong listed companies and corporate compliance with the Listing Rules.

From 1990 to 2001, she served as the group financial controller of a number of listed companies on the main board of the Stock Exchange. During the time, she participated in the listing of Star Telecom Holding on the main board of the Stock Exchange and the large-scale acquisition and merger of Tricom Holdings Limited. In the past twenty years (from 2002 to 2022), Dr. Tang has been the chief financial officer and company secretary of Excel Technology International (Hong Kong) Limited.

Dr. Tang is the vice president of Hong Kong Business Accountants Association, a committee member of the departmental advisory committee for the Department of Accountancy of the City University of Hong Kong and a committee member of Professional Accounting Committee of Guangdong's Association for Promotion of Cooperation between Guangdong, Hong Kong & Macau. She was also elected as a council member of ACCA Hong Kong Branch (from 2015 to 2021) and a Financial Expert by the Hong Kong Council for Accreditation of Academic & Vocational Qualifications.

Save as disclosed above, as at the Latest Practicable Date, Dr. Tang (i) did not hold any other major appointment and professional qualification nor directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, senior management, substantial nor controlling shareholders (having the meaning ascribed to them in the Listing Rules) of the Company; (iii) did not hold any position with the Company nor other members of the Group; and (iv) did not have any interest in nor was deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is discloseable pursuant to any requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

Dr. Stan Ho Ho Ming (何昊洺博士) (“**Dr. Ho**”), aged 51, is a seasoned investment banking and credit rating expert, having held senior management positions at global and China credit rating agencies with solid experience in China credit rating and capital market transactions, green finance and ESG rating, including CS First Boston, Merrill Lynch, Bear Stearns, Fitch Ratings and Lianhe Ratings Global. Dr. Ho is the Representative in Hong Kong of Syntao Green Finance International Ltd., and the Green Finance Certification Scheme Technical Committee Member of Hong Kong Quality Assurance Agency (HKQAA). He is also EFFAS Certified ESG Analyst (CESGA[®]) Examiner and the Senior Academic Advisor for Sustainable Finance Research Hub (SFRH) set up by EFFAS to promote EFFAS qualifications in the Asia Pacific Region.

Dr. Ho is the Adjunct Professor of the Business School at the University of Hong Kong (HKU), the Adjunct Professor (EMBA) of the College of Business at City University of Hong Kong (CityU), the Adjunct Professor of the School of Business at Hong Kong Baptist University (HKBU), and the Adjunct Professor of the Faculty of Business and the Professor of Practice (MIBF) of the Department of Economics at Lingnan University (LU).

Dr. Ho graduated with BBA in Information Systems from HKUST, MBA from University of Cambridge, and DBA from CityU. He is awarded the Distinguished Alumni Award by CityU College of Business in 2022. Dr. Ho is EFFAS Certified ESG Analyst (CESGA[®]) and SGS ESG Reporting Analyst.

Save as disclosed above, as at the Latest Practicable Date, Dr. Ho (i) did not hold any other major appointment and professional qualification nor directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, senior management, substantial nor controlling shareholders (having the meaning ascribed to them in the Listing Rules) of the Company; (iii) did not hold any position with the Company nor other members of the Group; and (iv) did not have any interest in nor was deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is discloseable pursuant to any requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Yao Xiaomin (姚小民先生) (“**Mr. Yao**”), aged 60, has extensive experience in corporate financial management. Mr. Yao was a professor at Shanxi University of Finance and Economics. He also served as the deputy dean of the Vocational and Technical College of Shanxi University of Finance and Economics, the deputy director of the Finance Department of Shanxi University of Finance and Economics, the dean of the School of Continuing Education of Shanxi University of Finance and Economics, and the dean of the MBA School of Education of Shanxi University of Finance and Economics. Prior to joining the Group, Mr. Yao served as an independent director of several listed companies, including Shanxi Road & Bridge Co., Ltd. (the issued shares of which are listed on the Shenzhen Stock Exchange, stock code: 000755), Tongbao Energy Co., Ltd. (the issued shares of which are listed on the Shanghai Stock Exchange (“SSE”), stock code: 600780), Taiyuan Heavy Industry Co., Ltd. (the issued shares of which are listed on the SSE, stock code: 600169), Jinxi Axle Company Limited (the issued shares of which are listed on the SSE, stock code: 600495), and Shanxi Sunshine Coking Group Holding Co., Ltd.* (山西陽光焦化集團股份有限公司) and Shanxi Jiaokou Rural Commercial Bank Co., Ltd.* (山西交口農村商業銀行股份有限公司). Mr. Yao obtained a bachelor’s degree in economics from the Department of Accounting of Shanxi Finance and Economic Institute (currently known as Shanxi University of Finance and Economics) specialising in accounting in June 1983 and a master’s degree in economics from the Department of Accounting of Zhongnan University of Finance and Economics (currently known as Zhongnan University of Economics and Law) specialising in accounting in June 1995.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yao (i) did not hold any other major appointment and professional qualification nor directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, senior management, substantial nor controlling shareholders (having the meaning ascribed to them in the Listing Rules) of the Company; (iii) did not hold any position with the Company nor other members of the Group; and (iv) did not have any interest in nor was deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is discloseable pursuant to any requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

* *For identification purpose only*

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Buy-Back Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 5,588,571,777 issued Shares.

Subject to the passing of the proposed resolution granting the Buy-Back Mandate and on the basis that no further Shares are issued and no Shares are bought back before the AGM, the Company will be allowed under the Buy-Back Mandate to buy back a maximum of 558,857,177 Shares, representing 10% of the issued Shares as at the AGM date up to the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the Cayman Islands; or (iii) the revocation or variation of the resolution of the Shareholders in general meeting of the Company.

REASONS FOR BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares on the Stock Exchange. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

The Directors would exercise the Buy-Back Mandate in circumstances where they consider that the buy-back would be in the best interests of the Company and in circumstances where they consider that the Shares can be bought back on the terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 December 2023, being the date to which the latest published audited financial statements of the Company were made up, if the Buy-Back Mandate was to be exercised in full at any time during the proposed buy-back period, it may have an adverse impact on the working capital and gearing level of the Company.

The Directors do not propose to exercise the Buy-Back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements of the Company or the gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

FUNDING OF BUY-BACKS

Buy-backs to be made pursuant to the Buy-Back Mandate would be financed out of funds legally available for such purpose in accordance with the Articles, the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution.

EFFECT OF THE TAKEOVERS CODE

Upon the exercise of the power to buy back Shares pursuant to the Buy-Back Mandate, a Shareholder's proportionate interests in the voting rights of the Company increase, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and on the date assuming the Buy-Back Mandate is exercised in full, the shareholding interests of the Substantial Shareholders of the Company were as follows:

Name of Shareholder(s)	Number of Shares interested	Approximate % of the total number of Shares in issue as at the Latest Practicable Date	Approximate % of the total number of Shares in issue should the Buy-Back Mandate be exercised in full
State-owned Capital Operation Co. and its associates ⁽¹⁾	3,172,778,000	56.77%	63.08%
Tsinghua Tongfang and its associates ⁽²⁾	513,994,000	9.20%	10.22%

Notes:

- (1) China Health directly holds 3,172,778,000 Shares, representing approximately 56.77% of the issued Shares. Shenzhen Waranty, through its wholly-owned subsidiary, namely Waranty Assets Management (HK) Limited, owns 100% interests in the issued share capital of China Health and is therefore deemed to have an interest in the Shares in which China Health is interested. The equity interest of Shenzhen Waranty is held by Shanxi Construction as to approximately 46.40% and by Sanjin Guotou as to approximately 45.50%, whereas Shanxi Construction owns 46.38% interests in the registered capital of Sanjin Guotou. Shanxi Construction and Sanjin Guotou are therefore deemed to have an interest in the Shares in which Shenzhen Waranty is interested. Shanxi Transportation Holdings Group Co., Ltd.* (山西交通控股集團有限公司) (“**Shanxi Transportation**”), through its wholly-owned subsidiary, namely Shanxi Province Expressway Group Limited Liability Company* (山西省高速公路集團有限責任公司), owns 46.38% interests in the registered capital of Sanjin Guotou and is therefore deemed to have an interest in the Shares in which Sanjin Guotou is interested. State-owned Capital Operation Co. owns 90% interests in the registered capital of Shanxi Construction and 90% interests in the registered capital of Shanxi Transportation respectively. State-owned Capital Operation Co. is therefore deemed to have an interest in the Shares in which Shenzhen Waranty is interested under the SFO. The entire registered capital of State-owned Capital Operation Co. is held by State-owned Assets Supervision and Administration Commission of Shan Xi Provincial Government (“**Shanxi Government Commission**”) and Shanxi Government Commission is therefore also deemed to have an interest in the Shares in which State-owned Capital Operation Co. is interested under the SFO, being 3,172,778,000 Shares, representing approximately 56.77% of the issued Shares.
- (2) THTF Energy-Saving Holdings Limited (“**THTF Energy-Saving**”) is the beneficial owner of 513,994,000 Shares, representing approximately 9.20% of the issued Shares. Tsinghua Tongfang, through its wholly-owned subsidiary, namely Resuccess Investments Limited, owns 100% interests in the issued share capital of THTF Energy-Saving and is therefore also deemed to have an interest in the Shares in which THTF Energy-Saving is interested under the SFO. Tsinghua Tongfang is therefore interested in 513,994,000 Shares representing approximately 9.20% of the issued Shares. If the Buy-Back Mandate is exercised in full, Tsinghua Tongfang and its associates will become Substantial Shareholders of the Company under the Listing Rules.

To the best of the knowledge and belief of the Directors and having made all reasonable enquiries, the Board is not aware of any consequences which would give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code as a result of an exercise of the Buy-Back Mandate. The Directors also have no immediate intention to exercise the Buy-Back Mandate to an extent which will result in the amount of Shares held by the public being reduced to less than 25%.

PRICE OF THE SHARES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months (up to and including the Latest Practicable Date):

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.060	0.040
May	0.051	0.038
June	0.047	0.035
July	0.041	0.031
August	0.039	0.026
September	0.042	0.029
October	0.036	0.027
November	0.038	0.030
December	0.037	0.032
2024		
January	0.039	0.030
February	0.037	0.030
March	0.060	0.038
April (<i>up to and including the Latest Practicable Date</i>)	0.037	0.031

BUY-BACK OF SHARES

No buy-back of Shares have been made by the Company on the Stock Exchange or otherwise during the six months immediately preceding the Latest Practicable Date.

GENERAL

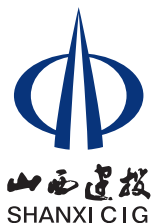
To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries.

No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Company is authorised to buy back the Shares.

The Directors confirmed that neither this explanatory statement nor the proposed buy-back has any unusual features.

The Directors will exercise the Buy-Back Mandate to buy back any Shares in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

* *For identification purpose only*



華控康泰集團有限公司

Kontafarma China Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1312)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Kontafarma China Holdings Limited (the “**Company**”) will be held at Room 12A09–12A20, 12A/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 7 June 2024 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements of the Company and the reports of the directors of the Company (the “**Director(s)**”) and independent auditor of the Company for the year ended 31 December 2023.
2. To re-elect Mr. Huang Yu as non-executive Director.
3. (A) to appoint Mr. Wang Feifei (王飛飛先生) as executive Director;
(B) to appoint Ms. Qiao Linna (喬琳娜女士) as executive Director;
(C) to appoint Ms. Guo Zixiu (郭姿秀女士) as executive Director;
(D) to appoint Mr. Liu Jiankun (劉劍焜先生) as executive Director;
(E) to appoint Dr. Tang Lai Wah (鄧麗華博士) as independent non-executive Director;
(F) to appoint Dr. Stan Ho Ho Ming (何昊洺博士) as independent non-executive Director; and
(G) to appoint Mr. Yao Xiaomin (姚小民先生) as independent non-executive Director.
4. To authorise the board of Directors (the “**Board**”) to fix the Directors’ fees for the year ending 31 December 2024.
5. To re-appoint BDO Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration.

NOTICE OF AGM

6. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

(A) “**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the amended and restated articles of association of the Company (the “**Articles**”) from time to time,shall not exceed 20% of the aggregate number of the issued Shares at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of each of paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

NOTICE OF AGM

(e) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares, whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange under the Code on Share Buy-backs administered by the SFC, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be bought back by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate number of the issued Shares at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

NOTICE OF AGM

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the passing of Resolution Nos. 6(A) and 6(B) as set out in the notice convening the Meeting (the “**Notice**”), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution No. 6(A) as set out in the Notice be and is hereby extended by the addition thereto an amount representing the aggregate number of the Shares bought back by the Company under the authority granted pursuant to Resolution No. 6(B) as set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares at the date of the passing of this Resolution.”

By Order of the Board
Kontafarma China Holdings Limited
Si Tou Man Wai
Company Secretary

Hong Kong, 30 April 2024

Registered office:

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business:

Room 12A09–12A20, 12A/F
Sun Hung Kai Centre
30 Harbour Road
Wanchai
Hong Kong

NOTICE OF AGM

Notes:

1. All resolutions set out in this Notice will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the results of the poll will be published on the respective websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member of the Company (the “**Member**”) entitled to attend and vote at the Meeting will be entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote in his/her/its stead. A proxy need not be a Member, but must be present to represent the Member.
3. A form of proxy in respect of the Meeting is made available on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company’s website (<http://www.kontafarma.com.hk>). If you do not intend to attend the Meeting but wish to exercise your right as a shareholder, you are urged to complete, sign and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch 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 fixed for the Meeting or any adjournment thereof.
5. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such Shares as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such Shares.
6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 3 June 2024 to Friday, 7 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order for a Member to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 31 May 2024.
7. In respect of Resolution No. 6(A) above, the Directors wish to state that they have no immediate plan to issue any new securities of the Company under this mandate. Approval is being sought from Members as a general mandate, in compliance with the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any securities of the Company up to 20% of the issued Shares at the date of the passing of the resolution.
8. The general purpose of the authority to be conferred on the Directors by Resolution No. 6(B) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to buy back Shares representing up to a maximum of 10% of the issued Shares at the date of the passing of the resolution.

NOTICE OF AGM

9. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted, or “extreme conditions” caused by super typhoons exist, or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the Meeting, the Meeting will be postponed and Members will be informed of the date, time and venue of the postponed Meeting by a supplemental notice posted on the respective websites of the Stock Exchange and the Company.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 8:00 a.m. on the date of the Meeting and where conditions permit, the Meeting will be held as scheduled.

The Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. After considering their own situations, Members should decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

10. References to time and dates in this notice are to Hong Kong time and dates.