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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all or transferred all your shares in **Tianda Pharmaceuticals Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the 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 the transferee.

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**PROPOSALS INVOLVING  
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Tianda Pharmaceuticals Limited (the "Company") to be held at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong on Friday, 13 June 2025 at 10:30 a.m. (the "AGM") is set out on pages 14 to 18 of this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's 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 holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not prevent shareholders of the Company from attending and voting at the meeting if they so wish and in such event, the proxy form shall be deemed to be revoked.

No refreshment and corporate gifts will be provided at the AGM.

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

|                                   |                                                                                                                                                                                                                                                                             |
|-----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “AGM” or “Annual General Meeting” | the AGM of the Company to be held on Friday, 13 June 2025 at 10:30 a.m., notice of which is set out on pages 14 to 18 of this circular or any adjournment thereof                                                                                                           |
| “AGM Notice”                      | the notice dated 30 April 2025 convening the AGM                                                                                                                                                                                                                            |
| “Existing Articles”               | the latest amended and restated articles of association of the Company currently in force                                                                                                                                                                                   |
| “Board”                           | the board of directors of the Company or a duly authorised committee thereof for the time being                                                                                                                                                                             |
| “Companies Act”                   | the Companies Act (as revised), as consolidated and revised, of the Cayman Islands as modified from time to time                                                                                                                                                            |
| “Company”                         | Tianda Pharmaceuticals Limited 天大藥業有限公司, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Hong Kong Stock Exchange (Stock Code: 00455)                                                               |
| “Director(s)”                     | the 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 People’s Republic of China                                                                                                                                                                                               |
| “Hong Kong Stock Exchange”        | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                     |
| “Latest Practicable Date”         | 22 April 2025, 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 Hong Kong Stock Exchange                                                                                                                                                                                               |
| “Register of Members”             | the register of members of the Company                                                                                                                                                                                                                                      |
| “Repurchase Proposal”             | the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company (excluding Treasury Shares) as at the date of the passing of the Repurchase Resolution |

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## DEFINITIONS

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| “Repurchase Resolution”  | the proposed ordinary resolution as referred to in item 4 of the AGM Notice                                                                                                                          |
| “SFO”                    | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)                                                                                                                              |
| “Share(s)”               | ordinary share(s) of HK\$0.10 each in the share capital of the Company                                                                                                                               |
| “Shareholder(s)”         | holder(s) of Share(s)                                                                                                                                                                                |
| “Share Repurchase Rules” | the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Hong Kong Stock Exchange of their own securities on the Hong Kong Stock Exchange |
| “Takeovers Code”         | The Codes on Takeovers and Mergers and Share Buy-backs                                                                                                                                               |
| “Treasury Shares”        | has the meaning ascribed thereto under the Listing Rules                                                                                                                                             |
| “%”                      | per cent.                                                                                                                                                                                            |

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## LETTER FROM THE BOARD

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**天大藥業有限公司**

**TIANDA PHARMACEUTICALS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00455)**

*Directors:*

*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

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Island

*Head office and principal*

*place of business:*

Suites 2405-2410, 24th Floor

CITIC Tower

No. 1 Tim Mei Avenue

Central

Hong Kong

Hong Kong, 30 April 2025

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING  
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

At an annual general meeting of the Company held on 7 June 2024, ordinary resolutions were passed by Shareholders, amongst other things, to give general unconditional mandates to the Directors to exercise the powers of the Company to:

- (i) to repurchase Shares up to a maximum of 10% of the number of the issued Shares as at the date of passing of such resolution;

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## LETTER FROM THE BOARD

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- (ii) allot, issue and otherwise deal with Shares not exceeding 20% of the number of the issued Shares as at the date of passing of such resolution; and
- (iii) extend the general mandates for issuing Shares as mentioned in paragraph (ii) above by the number of the issued Shares repurchased by the Company under the general mandate granted to the Directors to repurchase Shares as mentioned in paragraph (i) above.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of the ordinary resolutions at the AGM to grant fresh general mandates to the Directors.

The AGM notice is set out on pages 14 to 18 of this circular.

### **2. GENERAL MANDATE TO REPURCHASE SHARES**

The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the AGM. The Shares which may be repurchased by the Company pursuant to the Repurchase Resolution shall not exceed 10% of the number of issued Shares (excluding Treasury Shares) as at the date of passing the Repurchase Resolution. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I to this circular.

### **3. GENERAL MANDATE TO ISSUE NEW SHARES**

Two ordinary resolutions will also be proposed at the AGM, namely an ordinary resolution granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares (excluding Treasury Shares) as at the date of passing the resolution and another ordinary resolution adding to such general mandate so granted to the Directors any Shares representing the number of the Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the number of issued Shares as at the date of the passing of the Repurchase Resolution.

Subject to the passing of the ordinary resolution granting the general mandate to issue new Shares and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under such general mandate to issue a maximum of 430,008,376 Shares representing 20% of the number of issued Shares as at the Latest Practicable Date.

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## LETTER FROM THE BOARD

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### 4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. Fang Wen Quan (Chairman and Managing Director), Mr. Lui Man Sang, Mr. Zhong Tao, Mr. Feng Quanming, Mr. Lam Yat Fai, Mr. Chiu Sung Hong and Dr. Xian Yanfang. Mr. Lam Yat Fai, Mr. Chiu Sung Hong and Dr. Xian Yanfang, the three Independent Non-executive Directors, have served as Independent Non-executive Directors for approximately 21, 17 and 2 years respectively.

In accordance with the Existing Articles, Mr. Lui Man Sang, Mr. Lam Yat Fai and Dr. Xian Yanfang will retire by rotation at the AGM.

The nomination committee of the Board (the "Nomination Committee") had assessed and reviewed the independence of each of the Independent Non-executive Directors based on the annual written confirmation on the independence criteria as set out in Rule 3.13 of the Listing Rules provided by each Independent Non-executive Director as well as other potential factors that affect their independence and confirmed that all of them remain independent. In addition, the Nomination Committee had evaluated their performance and is of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced and objective view to the Company's affairs.

Pursuant to code provision B.2.3 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, if an Independent Non-executive Director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Lam Yat Fai has served as Independent Non-executive Director for more than nine years. In addition to the annual written confirmation as mentioned above, the Nomination Committee has reviewed the biography of Mr. Lam Yat Fai and taken into consideration his knowledge, experience and capability and also various diversity aspects as set out in the board diversity policy of the Company. The Nomination Committee has also reviewed the scope of work of Mr. Lam Yat Fai and the independent judgment and perspectives that Mr. Lam Yat Fai has brought to the Board. Taking into account that, among other factors, (i) Mr. Lam Yat Fai has continued demonstrating his capability of contributing independent judgment and fresh perspectives to the Board during his term of services, (ii) he has not engaged in any executive management of the Group; and (iii) he has demonstrated that he possess the required personal and professional integrity in exercising his duties as an Independent Non-executive Director, the Nomination Committee has formed the view that Mr. Lam Yat Fai is able to maintain his objectivity and independence on the affairs of the Company despite the fact that he has served the Company for more than nine years. Based on the recommendation of the Nomination Committee, the Board has agreed with the above conclusion and proposed to the Shareholders the re-election of Mr. Lam Yat Fai as an Independent Non-executive Director at the AGM.

Having considered the structure, size and composition of the Board as well as the skill, knowledge and experience of the above retiring Directors and their respective contribution to the Board with reference to the board diversity policy and the nomination policy of the Company, the Nomination Committee had nominated the above retiring Directors to the Board for it to propose to the Shareholders their re-election at the AGM. The re-election of each of the retiring Directors, as proposed by the Board, shall be subject to a separate resolution to be approved by the Shareholders at the AGM.

Details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 5. AGM

On pages 14 to 18 of this circular, you will find the AGM Notice at which, among other things, the following resolutions will be proposed:

- an ordinary resolution to grant to the Directors a general mandate to exercise all powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares (excluding Treasury Shares) as at the date of the passing of the Repurchase Resolution;
- an ordinary resolution to grant to the Directors a general mandate to authorise the Directors to issue, allot and deal with Shares representing up to 20% of the number of issued Shares (excluding Treasury Shares) as at the date of the passing of such resolution; and
- an ordinary resolution to extend the general mandate which will be granted to the Directors to issue, allot and deal with additional Shares by adding to it the number of Shares repurchased under the Repurchase Proposal after the granting of the general mandate.

As far as the Board is aware, there is no Shareholder who is required to abstain from voting under the Listing Rules.

### 6. ACTIONS TO BE TAKEN

A proxy form for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to 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 holding the AGM. Completion and return of the proxy form will not prevent the Shareholders from attending, speaking and voting at the AGM if they so wish and in such event, the proxy form shall be deemed to be revoked.

### 7. VOTING BY WAY OF POLL

Pursuant to rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM will be taken by poll except where the chairman of the meeting, 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. The Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

### 8. RECOMMENDATION

The Board considers that the ordinary resolutions as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. The Board also considers that it is in the interests of the Company and the Shareholders to re-elect the retiring Directors proposed for re-election. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions at the AGM.

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## LETTER FROM THE BOARD

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### 9. GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Your attention is drawn to the information set out in the appendices to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of  
**Tianda Pharmaceuticals Limited**  
**Fang Wen Quan**  
*Chairman and Managing Director*

*This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Repurchase Proposal.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,150,041,884 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 215,004,188 Shares representing 10% of the number of issued Shares (excluding Treasury Shares) as at the Latest Practicable Date.

## **2. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Proposal is in the best interest of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

As at the Latest Practicable Date, the Company has no Shares repurchased and does not hold any Treasury Shares. It is intended that any shares which are repurchased by the Company will be cancelled.

## **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws of the Cayman Islands. The law of Cayman Islands provides that any repurchase by the Company may be made out of the profits of the Company or out of a fresh issue of shares made for the purpose of the repurchase or, if authorised by its Existing Articles and subject to the Companies Act, out of capital and, in case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company, or if authorised by its Existing Articles and subject to the Companies Act, out of capital.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2024 in the event that the Repurchase Proposal was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Proposal to such extent as would, in the circumstance, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Hong Kong Stock Exchange during each of the previous 12 months before the Latest Practicable Date are as follows:

|                                           | Price per Share |                |
|-------------------------------------------|-----------------|----------------|
|                                           | Highest<br>HK\$ | Lowest<br>HK\$ |
| <b>2024</b>                               |                 |                |
| April                                     | 0.270           | 0.240          |
| May                                       | 0.270           | 0.222          |
| June                                      | 0.260           | 0.228          |
| July                                      | 0.275           | 0.202          |
| August                                    | 0.240           | 0.180          |
| September                                 | 0.239           | 0.200          |
| October                                   | 0.210           | 0.160          |
| November                                  | 0.200           | 0.170          |
| December                                  | 0.200           | 0.160          |
| <b>2025</b>                               |                 |                |
| January                                   | 0.196           | 0.161          |
| February                                  | 0.190           | 0.170          |
| March                                     | 0.184           | 0.155          |
| April (up to the Latest Practicable Date) | 0.180           | 0.130          |

#### 5. GENERAL

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Proposal and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

The Directors have confirmed that the explanatory statement set out in this circular relating to the Repurchase Mandate contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed repurchase of Shares has unusual features.

**6. EFFECTS OF TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,150,041,884 Shares and Tianda Group Limited, Hongta Tobacco (Group) Limited and SIIC Medical Science and Technology (Group) Limited held respectively 1,219,579,370 Shares, 207,616,264 Shares and 280,517,724 shares, representing approximately 56.72%, 9.66% and 13.05% of the issued share capital of the Company. In the event that the Repurchase Proposal is exercised in full (if their shareholdings in the Company, all the repurchased Shares are cancelled and the capital structure of the Company otherwise remained the same), their shareholding percentage in the issued capital of the Company will be increased respectively to approximately 63.02%, 10.73% and 14.50%.

The Directors believe that such an increase would not give rise to an obligation to make a mandatory offer under the Takeover Code. The Directors have no present intention to repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25%.

**7. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of its Shares (whether on the Hong Kong Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The following are the particulars of the retiring Directors subject to re-election at the AGM:*

- (a) **Mr. Lui Man Sang** (“Mr. Lui”), aged 60, has been appointed as an Executive Director of the Company since 30 September 2013 and is a director of the Group’s certain subsidiaries. Mr. Lui joined Tianda Group Limited (“Tianda Group”), the controlling shareholder of the Company in 2007 and is the deputy general manager of Tianda Group. He is responsible for the financial management of Tianda Group and the Company. Mr. Lui is a director of Tianda Culture Holdings (China) Limited\* (listed on the National Equities Exchange and Quotations, company code: 837889, and delisted on 3 April 2024). Mr. Lui possesses enriched financial management experience covering a variety of industries including auditing in one of the big four accounting firms in Hong Kong and overseeing the finance department of a Hong Kong listed company. He holds an Executive MBA granted by City University of Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, (i) Mr. Lui has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) Mr. Lui does not hold other positions with the Company or any of its subsidiaries; (iii) Mr. Lui does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; and (iv) Mr. Lui does not have any interest in Shares within the meaning of Part XV of the SFO.

The Company has entered into an appointment letter with Mr. Lui for a term of 2 years until 29 September 2025 and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Existing Articles. There is no agreement as to the Director’s fee payable to him. The current Director’s fee of Mr. Lui is HK\$72,000 per annum which was determined by reference to his duties and responsibilities with the Company and the prevailing market conditions.

\* For identification purpose only

- (b) **Mr. Lam Yat Fai** ("Mr. Lam"), aged 59, has been appointed as an Independent Non-executive Director, a member of the remuneration committee and a member of audit committee of the Company since 2004. On 26 November 2013, he was appointed as the chairman of the audit committee. He was appointed as a member of nomination committee and risk management committee on 22 July 2009. He is a Certified Public Accountant (Practising). He is also a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Lam has accumulated rich experience in auditing, taxation, corporate finance and accounting over the years. Mr. Lam is an independent non-executive director of Oriental Enterprise Holdings Limited (stock code: 0018), which is listed on the Main Board of the Hong Kong Stock Exchange.

Save as disclosed above, (i) Mr. Lam has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) Mr. Lam does not hold other positions with the Company or any of its subsidiary; (iii) Mr. Lam has given his written annual independence confirmation to the Company and the nomination committee had assessed and reviewed it based on the independence criteria as set out in Rule 3.13 of the Listing Rules. He does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; and (iv) Mr. Lam does not have any interest in Shares within the meaning of Part XV of the SFO.

The Company has entered into an appointment letter with Mr. Lam for a term of 2 years until 31 March 2026 and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Existing Articles. There is no agreement as to the Director's fee payable to him. The current Director's fee of Mr. Lam is HK\$72,000 per annum which was determined by reference to his duties and responsibilities with the Company and the prevailing market conditions.

- (c) **Dr. Xian Yanfang** ("Dr. Xian"), aged 43, has been appointed as an Independent Non-executive Director and a member of the audit committee and remuneration committee of the Company since 27 June 2023. Dr. Xian is an assistant professor of School of Chinese Medicine, The Chinese University of Hong Kong. She has extensive research experience in the field of pharmacology of Chinese medicines, herb-drug interactions of Chinese and western medicines and quality control of Chinese medicines. Dr. Xian is currently a project review expert of National Natural Science Foundation of China, the general secretary of Hong Kong Association of Chinese Herbal Pharmacology, a member of technical support team in Pharmacology and Toxicology of The Hong Kong Government Chinese Medicines Testing Institute, the committee member of Deficiency Syndrome and Geriatrics Professional Committee of China Association of Integrative Medicine, and a member of Branch of Integrative Traditional Chinese and Western Medicine of the China Association of Gerontology and Geriatrics. Dr. Xian holds a Ph. D degree in Chinese Medicine from The Chinese University of Hong Kong, and a master's degree and a bachelor's degree in Science of Chinese Materia Medica from Guangzhou University of Chinese Medicine.

Save as disclosed above, (i) Dr. Xian has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) Dr. Xian does not hold other positions with the Company or any of its subsidiary; (iii) Dr. Xian has given her written annual independence confirmation to the Company and the nomination committee had assessed and reviewed it based on the independence criteria as set out in Rule 3.13 of the Listing Rules. She does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; and (iv) Dr. Xian does not have any interest in Shares within the meaning of Part XV of the SFO.

The Company has entered into an appointment letter with Dr. Xian for a term of 2 years until 26 June 2025 and subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Existing Articles. There is no agreement as to the Director's fee payable to her. The current Director's fee of Dr. Xian is HK\$72,000 per annum which was determined by reference to her duties and responsibilities with the Company and the prevailing market conditions.

In relation to the re-election of the above three retiring Directors, there is no information which is discloseable nor are/were they involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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**天大藥業有限公司**

**TIANDA PHARMACEUTICALS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00455)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) 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 Friday, 13 June 2025 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the Directors and the independent auditor's report of the Company for the year ended 31 December 2024.
2.
  - (a) To re-elect Mr. Lui Man Sang as an Executive Director;
  - (b) To re-elect Mr. Lam Yat Fai (who has served as an Independent Non-executive Director for more than 9 years) as an Independent Non-executive Director;
  - (c) To re-elect Dr. Xian Yanfang as an Independent Non-executive Director; and
  - (d) To authorise the Board of Directors to fix the Directors' remuneration for the year ending 31 December 2025.
3. To re-appoint Ernst & Young as auditor and to authorise the Board of Directors to fix the remuneration of auditor.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

### ORDINARY RESOLUTION

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company (excluding Treasury Shares) as at the date of the passing of this Resolution and provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (c) for the purposes 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 AGM of the Company;
  - (ii) the expiration of the period within which the next AGM of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; or
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

### ORDINARY RESOLUTION

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares 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 of the Company; or (iii) an issue of shares as scrip dividends pursuant to the Existing M&A from time to time, shall not exceed 20% of the total number of issued shares of the Company (excluding Treasury Shares) as at the date of passing this Resolution, and provided that if any subsequent consolidation or subdivision of shares of the Company is effect, the maximum number of shares of the Company that may be issued pursuant to the approval in paragraph (a) above as a percentage of the number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (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 AGM of the Company;
  - (ii) the expiration of the period within which the next AGM of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; or
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company; and

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## NOTICE OF ANNUAL GENERAL MEETING

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“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company whose names appear on the register on a fixed record date in proportion to their holdings of shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

### ORDINARY RESOLUTION

“**THAT** subject to the passing of the Resolutions set out in items 4 and 5 of the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to the Resolution set out in item 5 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of issued shares of the Company (excluding Treasury Shares) repurchased by the Company under the authority granted pursuant to Resolution set out in item 4 of the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the number of issued shares of the Company as at the date of passing this Resolution.”

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

Hong Kong, 30 April 2025

*Notes:*

1. The annual general meeting will be held in form of a physical meeting. Any member entitled to attend, speak and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, 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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the proxy shall be deemed to be revoked.
3. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. The register of members of the Company will be closed from Tuesday, 10 June 2025 to Friday, 13 June 2025, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar and transfer office, 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 Monday, 9 June 2025.
5. If the Shareholders have any questions relating to the business of the AGM that they would like to be addressed, the Company encourages the Shareholders to submit their questions in writing by email to [ir@tianda.com](mailto:ir@tianda.com) from 9:00 a.m. on Thursday, 5 June 2025 to 6:00 p.m. on Tuesday, 10 June 2025. The Company will endeavor to address the questions raised. However, due to time constraints, unanswered questions will be responded to after the AGM as appropriate.
6. In case the AGM 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](http://www.hkexnews.hk)) and the Company ([www.tiandapharma.com](http://www.tiandapharma.com)) for announcement on bad weather arrangement for the AGM.
7. No refreshment and corporate gifts will be provided at the AGM.
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 at the date of this notice 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