THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

天大藥業有限公司
TIANDA PHARMACEUTICALS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00455)

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

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, 12 June 2026 at 10:30 a.m. (the "AGM") is set out on pages 15 to 19 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 Investor Services 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.

Hong Kong, 30 April 2026

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, 12 June 2026 at 10:30 a.m., notice of which is set out on pages 15 to 19 of this circular or any adjournment thereof
"AGM Notice"	the notice dated 30 April 2026 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"	23 April 2026, 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

"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.

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
Zhu Haomiao

Independent Non-executive Directors:
Lam Yat Fai *(Lead Independent Non-executive Director)*
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 2026

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

At an annual general meeting of the Company held on 13 June 2025, 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 (excluding treasury shares) as at the date of passing of such resolution;

(ii) allot, issue and otherwise deal with Shares not exceeding 20% of the number of the issued Shares (excluding treasury 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 15 to 19 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.

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. Zhu Haomiao, Mr. Lam Yat Fai (Lead Independent Non-executive Director), Mr. Chiu Sung Hong and Dr. Xian Yanfang. Mr. Lam Yat Fai, Mr. Chiu Sung Hong and Dr. Xian Yanfang, have served as Independent Non-executive Directors for approximately 22, 18 and 3 years respectively.

In accordance with the Existing Articles, Mr. Fang Wen Quan, Mr. Zhong Tao and Mr. Chiu Sung Hong, being the Directors longest in office since their last re-election, will retire by rotation at the AGM. Mr. Zhu Haomiao who has been appointed as Director on 29 August 2025, shall hold office only until the AGM and, being eligible, offer himself for re-election 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 existing code provision B.2.3 of the Corporate Governance Code as 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. Chiu Sung Hong 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. Chiu Sung Hong 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. Chiu Sung Hong and the independent judgment and perspectives that Mr. Chiu Sung Hong has brought to the Board. Taking into account that, among other factors, (i) Mr. Chiu Sung Hong 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. Chiu Sung Hong will continue 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. Chiu Sung Hong 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 reviewed and 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 also been reviewed and 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.

5. RE-APPOINTMENT OF AUDITOR

At the AGM, an ordinary resolution will be proposed to re-appoint Ernst & Young as auditor and to authorise the Board to fix the remuneration of the auditor.

The estimated audit fee for the upcoming reporting period is expected to be in the range of HK$1.50 million to HK$1.65 million, based on the 2025 annual audit fee of HK$1.53 million. This estimate is based on discussions between the Company and the auditor, taking into account the current audit fee, and the complexity of the Company's operations, the planned business activities for the period, the expected audit scope, the proposed audit timetable, and the auditors' resources required to perform the audit, which are expected to be similar to those in the 2025 reporting year. The estimated fee is a fair and reasonable assessment based on the facts and circumstances known at the relevant time and is provided for illustrative purposes only; it may be subject to adjustment prior to the final determination of the audit fee.

6. AGM

On pages 15 to 19 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.

7. 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 Investor Services 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.

8. 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.

9. 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 and to approve the re-appointment of auditors. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions at the AGM.

10. 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 2025 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	**Lowest**
	HK$	*HK$*
2025		
April	0.190	0.130
May	0.176	0.130
June	0.155	0.134
July	0.182	0.120
August	0.215	0.151
September	0.180	0.151
October	0.173	0.130
November	0.131	0.120
December	0.135	0.094
2026		
January	0.135	0.101
February	0.125	0.098
March	0.125	0.089
April (up to the Latest Practicable Date)	0.100	0.095

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. Fang Wen Quan** ("Mr. Fang"), aged 55, has been appointed as an Executive Director since 6 October 2003. He is currently Chairman, Managing Director, chairman of the nomination committee and a member of the remuneration committee and the risk management committee of the Company, and a director of the Group's certain subsidiaries. Mr. Fang is the founder, chairman and beneficial owner of Tianda Group Limited ("Tianda Group") (the controlling shareholder of the Company holding 56.72% equity interest in the Company). Mr. Fang is the chairman of the board of directors, general manager and authorized representative of Tianda Culture Holdings (China) Limited* (listed on the National Equities Exchange and Quotations, company code: 837889, and delisted on 3 April 2024). Mr. Fang studied International Relations at the University of Sydney and Tsinghua University. He has ample experience in corporate strategy and management. He also established a non-profit strategic studies think tank named "Tianda Institute". With the mission of "Caring for a Better World", Mr. Fang has all along provided financial support to communities in need, including donations to the poor, education and talent development, medical and healthcare, scientific research and environmental protection, culture and arts, and so on.

Save as disclosed above, (i) Mr. Fang 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. Fang does not hold other positions with the Company or any of its subsidiaries; and (iii) Mr. Fang does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company. Save for the interest in shares held through Tianda Group Limited as disclosed as above, Mr. Fang 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. Fang for a term of 2 years until 31 March 2028 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 him. The current Director's fee of Mr. Fang is HK$60,000 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. Zhong Tao** ("Mr. Zhong"), aged 52, has been appointed as a Non-executive Director and a member of the audit committee of the Company since 29 August 2023. He is the vice president, board secretary and joint company secretary of Shanghai Pharmaceuticals Holding Co., Ltd. (a company listed on the Shanghai Stock Exchange with stock code 601607, and The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange") with stock code 02607, which holds 13.05% equity interest in the Company). Mr. Zhong previously served as an executive director and a vice president of Shanghai Industrial Urban Development Group Limited (a company listed on Hong Kong Stock Exchange with stock code 00563); and held several management positions in other companies including Shanghai Industrial Management (Shanghai) Company Limited., Shanghai Galaxy Digital Investment Company Limited., and Shanghai Industrial Real Property Group (Shanghai) Company Limited. etc. Mr. Zhong holds a master's degree in Business Management from Fudan University.

Save as disclosed above, (i) Mr. Zhong 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. Zhong does not hold other positions with the Company or any of its subsidiary; (iii) Mr. Zhong does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; and (iv) Mr. Zhong 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. Zhong for a term of 2 years until 28 August 2027 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 him. The current Director's fee of Mr. Zhong 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) **Mr. Chiu Sung Hong** ("Mr. Chiu"), aged 78, was appointed as an Independent Non-executive Director, the chairman of the audit committee of the Company with effect from 10 April 2008. Mr. Chiu ceased to act as the chairman of the audit committee and remained as a member of the audit committee on 26 November 2013. Mr. Chiu was appointed as the chairman of risk management committee on 22 July 2009. On 1 April 2012, he was appointed as the chairman of the remuneration committee and a member of the nomination committee. Mr. Chiu ceased to be a member of the nomination committee on 27 June 2025. He received an LL.B. degree from the University of Sydney. He was admitted as a solicitor of the Supreme Court of New South Wales and the High Court of Australia. He has over 40 years of experience in legal practice. Mr. Chiu is the founding member of the Board of Trustees of the Australian Nursing Home Foundation and a senior research fellow of Centre for Law & Globalization of Renmin University of China. He also served as the General Secretary of Australian Chinese Community Association of New South Wales. Mr. Chiu is an independent non-executive director of Bank of China (Australia) Limited. Mr. Chiu previously served as an independent non-executive director of CNOOC Limited (a company listed on the Shanghai Stock Exchange with stock code 600938, and Hong Kong Stock Exchange with stock code 0883), which is listed on the Main Board of the Hong Kong Stock Exchange until his retirement on 5 June 2025.

Save as disclosed above, (i) Mr. Chiu 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. Chiu does not hold other positions with the Company or any of its subsidiary; (iii) Mr. Chiu 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. Chiu 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. Chiu for a term of 2 years until 31 March 2028 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 him. The current Director's fee of Mr. Chiu is HK$72,000 per annum which was determined by reference to his duties and responsibilities with the Company and the prevailing market conditions.

(d) **Mr. Zhu Haomiao** ("Mr. Zhu"), aged 41, was appointed as a Non-executive Director, with effect from 29 August 2025. He is currently the head of the financial management department of Hongta Tobacco Limited ("Hongta"), which holds 9.66% equity interest in the Company. He has extensive experience in corporate finance accounting and asset management. Mr. Zhu joined Hongta in July 2006 and worked in the finance department of Hongta. During the period from January 2014 to December 2024, he held various positions in the finance department and financial management department of Yunnan China Tobacco Industrial Limited, including first-level officer and assistant officer of the finance department, assistant officer, officer and first-level assistant of the financial management department. During the period from August 2019 to January 2023, he was seconded to China Tobacco Schweitzer (Yunnan) Reconstituted Tobacco Co., Ltd. as the deputy general manager of finance. Mr. Zhu obtained his bachelor degree in accounting from Sun Yat-sen University in 2006 and master degree in management from Yunnan University in 2014. Mr. Zhu is currently a senior accountant in mainland China.

Save as disclosed above, (i) Mr. Zhu 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. Zhu does not hold other positions with the Company or any of its subsidiary; (iii) Mr. Zhu does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; and (iv) Mr. Zhu 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. Zhu for a term of 2 years until 28 August 2027 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 him. Mr. Zhu did not receive remuneration from the Company for being a Non-executive Director.

In relation to the re-election of the above four 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.

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, 12 June 2026 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 2025.

2. (a) To re-elect Mr. Fang Wen Quan as an Executive Director;

   (b) To re-elect Mr. Zhong Tao as a Non-executive Director;

   (c) To re-elect Mr. Zhu Haomiao as a Non-executive Director;

   (d) To re-elect Mr. Chiu Sung Hong (who has served as an Independent Non-executive Director for more than 9 years) as an Independent Non-executive Director; and

   (e) To authorise the Board of Directors to fix the Directors' remuneration for the year ending 31 December 2026.

3. To re-appoint Ernst & Young as auditor and to authorise the Board of Directors to fix the remuneration of auditor.

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."

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

"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 2026

Notes:

1. The AGM 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 Investor Services 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.

4. The register of members of the Company will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for entitlement to attend, speak and vote at the AGM is 9 June 2026. 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 Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 8 June 2026.

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 from 9:00 a.m. on Thursday, 4 June 2026 to 6:00 p.m. on Tuesday, 9 June 2026. 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) and the Company (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
Zhu Haomiao

Independent Non-executive Directors:
Lam Yat Fai *(Lead Independent Non-executive Director)*
Chiu Sung Hong
Xian Yanfang