# 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 you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Northeast Tiger Pharmaceutical Co., Ltd.\*, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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This circular, for which the directors of Northeast Tiger Pharmaceutical Co., Ltd.\* collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Northeast Tiger Pharmaceutical Co., Ltd.\* The directors of Northeast Tiger Pharmaceutical Co., Ltd.\*, 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.



# 東北虎藥業股份有限公司 NORTHEAST TIGER PHARMACEUTICAL CO., LTD.\*

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8197)

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Holder of H shares of the Company who intend to attend the AGM in person or by proxy should return the reply slip to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or the Company's registered office at No. 3, No. 2 Road, Jilin Hi-Tech Development Zone, Jilin City, Jilin Province, the PRC.

This circular will remain on the "Latest Company Announcement" page of the GEM website (www.hkgem.com) for at least 7 days from its date of publication and on the website of the Company (www.northeasttiger.com).

\* For identification purposes only

A letter from the Board is set out on pages 2 to 7 of this circular. supplemental notice convening the AGM to be held at 3:00 p.m. on Monday, 30 May 2016 together with the relevant revised form of proxy and reply slip have been despatched to the Shareholders on Friday, 15 April 2016. For ease of reference, the supplemental notice of the AGM is set out on pages 8 to 14 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice of the AGM and the supplemental notice of the AGM and to complete, sign and return the reply slip and revised form of proxy in accordance with the instructions printed thereon. For holder of H shares of the Company, the revised form of proxy should be returned to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjourned meeting. Completion and return of the revised form of proxy will not preclude you from attending and voting in person at, the AGM or any adjourned meeting, if you so wish.

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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# DEFINITIONS

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

"AGM"	the annual general meeting of the Company to be held at 3:00 p.m. on Monday, 30 May 2016
"Articles of Association"	the articles of association of the Company as amended from time to time
"Board"	the board of Directors
"Company"	Northeast Tiger Pharmaceutical Co., Ltd.*, a joint stock limited company established in the PRC whose shares are listed on GEM of the Stock Exchange
"Director(s)"	director(s) of the Company
"GEM"	the Growth Enterprise Market
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	13 April 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular
"PRC"	the People's Republic of China and for the sole purpose of this circular shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
"SFO"	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
"Shareholder(s)"	holder(s) of share(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited



# 東北虎藥業股份有限公司 NORTHEAST TIGER PHARMACEUTICAL CO., LTD.\*

(A joint stock limited company incorporated in the People's Republic of China) (Stock Code: 8197)

Executive Directors: Wang Shaoyan Cui Bingyan Qin Haibo

Non-executive Directors: Guo Aiqun Cao Yang

Independent Non-executive Directors: Chen Youfang Zhao Zhen Xing Hui Lai Yam Registered Office: No. 3, No. 2 Road Jilin Hi-Tech Development Zone Jilin City Jilin Province PRC

Principal place of business in Hong Kong:
22/F, World-Wide House
19 Des Voeux Road Central
Central, Hong Kong

15 April 2016

To the Shareholders

Dear Sir or Madam,

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

## I. INTRODUCTION

Reference is made to the announcements of the Company dated 28 March 2016 and 13 April 2016, respectively in relation to the proposed amendments to the Articles of Association.

The purpose of this circular is to provide you with relevant details for you to make informed decisions on the resolutions of the proposed amendments to the Articles of Association proposed for voting at the AGM.

\* For identification purposes only

### II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed the following amendments to be made to relevant articles of the Articles of Association, subject to the approval of the Shareholders:

#### (i) ARTICLE 12

Currently reads as follow:

"The business purposes of the Company are: To build global traditional Chinese medicine research and development center and first-class production base and realize multinational operations, carry forward traditional Chinese medicine culture of the motherland, to create the best value for money in order to benefit shareholders and society."

It is proposed to be amended to :

The business purposes of the Company are: "To establish a worldwide Chinese medicine research and development center and a first-class production base; To promote innovation in convergence between the science and technology of Chinese medicine and Big Data; To develop smart medical care and health services; To establish health Beidou Big Data, and facilitate the combination between traditional Chinese medicine and modern technology; To realise the transnational business, and create the best economic benefits to deliver returns to Shareholders and the society."

#### (ii) ARTICLE 13

Currently reads as follow:

"The business scope of the Company shall be in accordance with the items approved by the company registration authority.

The business scope of the Company includes: Chinese and western medicine manufacturing, processing, wholesale, retail; pharmaceutical research, development (in Chinese and western medicine manufacturing, processing and Chinese and Western medicine, Chinese Herbal Medicine Retail implemented by branch organizations); The enterprise products and related technology export business (except for those to be carried on by the state designated companies and commodities forbidden by the state for export); operation of the production, scientific research required for raw materials, machinery and equipment, instruments, spare parts and related technology import business (except for those to be carried on by the state designated companies and commodities forbidden by the state for export); feed processing operation of the enterprise and the "three come one supplement" business. Export catalog (except for those to be carried on by the state designated companies and commodities forbidden by the state for export): Preparation of Chinese and Western medicine produced; the imported catalog (except for those to be carried on by the state designated companies and commodities forbidden by the state for export); raw and auxiliary materials, machinery and equipment, instruments, spare parts and related technologies for production and research."

It is proposed to be amended to :

"The business scope of the Company shall be in accordance with the items approved by the company registration authority

The business scope of the Company includes: Chinese and western medicine manufacturing, processing, wholesale, retail; pharmaceutical research, development (in Chinese and western medicine manufacturing, processing and Chinese and Western medicine, Chinese Herbal Medicine Retail implemented by branch organizations); The enterprise products and related technology export business (except for those to be carried on by the state designated companies and commodities forbidden by the state for export); operation of the production, scientific research required for raw materials, machinery and equipment, instruments, spare parts and related technology import business (except for those to be carried on by the state designated companies and commodities forbidden by the state for export); feed processing operation of the enterprise and the "three come one supplement" business. Export catalog (except for those to be carried on by the state designated companies and commodities forbidden by the state for export): Preparation of Chinese and Western medicine produced; the imported catalog (except for those to be carried on by the state designated companies and commodities forbidden by the state for export); raw and auxiliary materials, machinery and equipment, instruments, spare parts and related technologies for production and research, medical equipment sales, technology development, technology transfer, technical consulting, technology services, computer technology consulting services, network technology, electronic computer and electronic technology information, biology and medicine, health care consulting, medical consulting, medical device consulting."

#### (iii) ARTICLE 58

Currently reads as follows:

"Written notice of a general meeting shall be given no less than forty five days prior to the meeting, by notifying all of the shareholders who are registered on the register of members of the Company of the matters to be considered at the meeting and the date and the place of the meeting. A shareholder who intends to attend the general meeting shall deliver to the Company his written reply concerning the attendance at such general meeting not less than twenty days prior to the date of the meeting."

#### It is proposed to be amended to:

"Shareholders' general meetings can be classified as annual general meetings and extraordinary general meetings.

Written notice of an annual general meeting shall be given no less than forty five days prior to the meeting, by notifying all of the shareholders who are registered on the register of members of the Company of the matters to be considered at the meeting and the date and the place of the meeting. A shareholder who intends to attend the annual general meeting shall deliver to the Company his written reply concerning the attendance at such annual general meeting not less than twenty days prior to the date of the meeting.

Written notice of an extraordinary general meeting shall be given no less than thirty days prior to the meeting, by notifying all of the shareholders who are registered on the register of members of the Company of the matters to be considered at the meeting and the date and the place of the meeting. A shareholder who intends to attend the extraordinary general meeting shall deliver to the Company his written reply concerning the attendance at such extraordinary general meeting not less than fifteen days prior to the date of the meeting."

#### (iv) the second paragraph of ARTICLE 62

Currently reads as follows:

"The public announcement referred to in the preceding paragraph shall be published in one or more national newspapers designated by the securities regulatory authority of the State Council within the interval between 45 days and 50 days before the date of the meeting; once such announcement is published, the holders of domestic investment shares will be deemed to have received the notice of the relevant shareholders' general meeting."

It is proposed to be amended to:

"The public announcement referred to in the preceding paragraph shall be published in one or more national newspapers designated by the securities regulatory authority of the State Council within the interval between 45 days and 50 days before the date of the annual general meeting; once such announcement is published, the holders of domestic investment shares will be deemed to have received the notice of the relevant shareholders' annual general meeting. The public announcement referred to in the preceding paragraph shall be published in one or more national newspapers designated by the securities regulatory authority of the State Council within the interval between 30 days and 35 days before the date of the extraordinary general meeting; once such announcement is published, the holders of domestic investment shares will be deemed to have received the notice of the relevant shareholders' extraordinary general meeting."

#### (v) the first paragraph of Article 115

Currently reads as follows:

"The supervisory committee shall comprise 3 supervisors, including 2 independent supervisors (not a shareholder and not holding any other office in the Company)."

It is proposed to be amended to:

"The supervisory committee shall comprise at least 3 supervisors, including 2 independent supervisors (not a shareholder and not holding any other office in the Company)."

### (vi) ARTICLE 116

Currently reads as follows:

"The supervisory committee shall comprise two shareholder recommended representatives and one employee representative. The shareholder recommended representative shall be elected and removed by the shareholders' general meeting and the employee representative shall be elected and removed by employees of the Company."

It is proposed to be amended to:

"The supervisory committee shall comprise at least two shareholder recommended representatives. The shareholder recommended representative shall be elected and removed by the shareholders' general meeting; the number of employee representative shall be no less than one third of the total number of supervisors, and the employee representative shall be elected and removed by employees of the Company."

The proposed amendments to the Articles of Association are subject to the Shareholders' approval, and special resolutions to consider and approve the proposed amendments will be proposed at the AGM.

## III. AGM

The AGM will be held at 3:00 p.m. on 30 May 2016 (Monday) at 812, Block B, Jin Ma Building, No. 38 Xueqing Road, Haidian District, Beijing, the PRC.

Notice of the AGM and supplemental notice of the AGM have been despatched to the holders of H shares of the Company on 15 March 2016 and 15 April 2016, respectively. Copy of the supplemental notice of the AGM is set out on pages 8 to 14 of this circular for ease of reference.

Revised form of proxy applicable to the AGM has been despatched to holders of H shares of the Company on 15 April 2016 and such form of proxy has also been published on the websites of the Stock Exchange and the Company.

For holders of H shares of the Company, whether or not you are able to attend the AGM in person, you are requested to complete the revised form of proxy applicable to the AGM in accordance with the instructions printed thereon, and return it to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investors Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy applicable to the AGM will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

## IV. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

In order to determine the list of holders of H shares who will be entitled to attend and vote at the AGM, the Company's H share register of members will be closed from Saturday, 30 April 2016 to Monday, 30 May 2016 (both days inclusive) during which period no transfer of H shares will be effected. Holders of H shares whose names appear on the H shares register of members of the Company on 30 May 2016 shall be entitled to attend and vote at the AGM. In order for the holders of H shares of the Company to qualify for attending and voting at the AGM, holders of H shares whose H shares are not registered in their names should complete and lodge their respective instruments of transfer with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H share registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on 29 April 2016.

## V. VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any votes of the Shareholders at the AGM 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. The poll results announcement will be announced by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the resolutions proposed at the AGM and therefore no Shareholder is required to abstain from voting at the AGM.

### VI. RECOMMENDATIONS

The Board considers that, the resolutions in relation to the proposed amendments to the Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution, to be proposed at the AGM as set out in the supplemental notice of the AGM.

By Order of the Board Northeast Tiger Pharmaceutical Co., Ltd.\* Wang Shaoyan Chairman



# 東北虎藥業股份有限公司 NORTHEAST TIGER PHARMACEUTICAL CO., LTD.\*

(A joint stock limited company incorporated in the People's Republic of China) (Stock Code: 8197)

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice (the "**Initial Notice**") of the annual general meeting ("**AGM**") dated 15 March 2016, by which the Company convenes the AGM at 812, Block B, Jin Ma Building, No. 38 Xueqing Road, Haidian District, Beijing, the PRC (venue of the AGM) on 30 May 2016 at 3:00 p.m. and, save for the venue and time of the AGM, this supplemental notice shall be read together with the Initial Notice.

**NOTICE IS HEREBY GIVEN THAT** the following proposed resolutions will be considered and, if thought fit, approved (with or without modification) by shareholders of the Company at the AGM, in addition to the proposed resolutions set out in the Initial Notice:

#### **Ordinary resolutions:**

- 7. To consider and elect the appointment of Mr. Wang Shaoyan as an executive director of the Board (his biographical details are set out in Appendix 1 herein) and he shall be eligible for re-election at the AGM in accordance with the Articles of Association;
- 8. To consider and elect the appointment of Ms. Cui Bingyan as an executive director of the Board (her biographical details are set out in Appendix 1 herein) and she shall be eligible for re-election at the AGM in accordance with the Articles of Association;
- 9. To consider and elect the appointment of Mr. Qin Haibo as an executive director of the Board (his biographical details are set out in Appendix 1 herein) and he shall be eligible for re-election at the AGM in accordance with the Articles of Association;
- 10. To consider and elect the appointment of Mr. Guo Aiqun as a non-executive director of the Board (his biographical details are set out in Appendix 1 herein) and he shall be eligible for re-election at the AGM in accordance with the Articles of Association;
- 11. To consider and elect the appointment of Mr. Cao Yang as a non-executive director of the Board (his biographical details are set out in Appendix 1 herein) and he shall be eligible for re-election at the AGM in accordance with the Articles of Association;
- 12. To consider and elect the appointment of Mr. Chen You Fang as an independent nonexecutive director of the Board (his biographical details are set out in Appendix 1 herein) and he shall be eligible for re-election at the AGM in accordance with the Articles of Association;

<sup>\*</sup> For identification purposes only

- 13. To consider and elect the appointment of Mr. Zhao Zhen Xing as an independent nonexecutive director of the Board (his biographical details are set out in Appendix 1 herein) and he shall be eligible for re-election at the AGM in accordance with the Articles of Association;
- 14. To consider and elect the appointment of Ms. Hui Lai Yam as an independent non-executive director of the Board (her biographical details are set out in Appendix 1 herein) and she shall be eligible for re-election at the AGM in accordance with the Articles of Association; and

### **Special resolutions:**

- 15. To consider and approve the proposed amendments to Article 12 of the Articles of Association of the Company;
- 16. To consider and approve the proposed amendments to Article 13 of the Articles of Association of the Company;
- 17. To consider and approve the proposed amendments to Article 58 of the Articles of Association of the Company;
- To consider and approve the proposed amendments to the second paragraph of Article 62 of the Articles of Association of the Company;
- 19. To consider and approve the proposed amendments to the first paragraph of Article 115 of the Articles of Association of the Company; and
- 20. To consider and approve the proposed amendments to Article 116 of the Articles of Association of the Company.

By Order of the Board Northeast Tiger Pharmaceutical Co., Ltd.\* Wang Shaoyan Chairman

Jilin, People's Republic of China, 15 April 2016

#### Notes:

- 1. Any holder of H shares entitled to attend and vote at the AGM is entitled to appoint in written form one or more proxies to attend and vote at the AGM on his/her/its behalf. A proxy needs not be a holder of H shares of the Company.
- 2. In order to be valid, the voting proxy form for the AGM shall be signed by the appointer or his/her/its attorney duly authorized in writing. If the appointer is a legal person, then the form shall be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing. If the form is signed by a person authorized by the appointer, the power of attorney or other document of authority under which the form is signed shall be notarized. In order to be valid, the voting proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney or other authority must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.

- 3. Since the proxy form (the "**First Proxy Form**") sent together with the Initial Notice does not contain the proposed resolutions set out in this supplemental notice, a new proxy form (the "**Revised Proxy Form**") has been prepared and is sent together with the Company's circular of which this supplemental notice of the AGM forms part.
- 4. Shareholders are requested to complete and return the Revised Proxy Form in accordance with the instructions printed thereon to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- 5. A shareholder who has not yet lodged the First Proxy Form with the Company is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company.
- 6. A shareholder who has already lodged the First Proxy Form with the Company should note that:
  - (i) if no Revised Proxy Form is lodged with the Company, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/ her discretion or to abstain from voting on any resolution properly put to the AGM, including, among others, the resolutions set out in this supplemental notice of AGM.
  - (ii) if the Revised Proxy Form is lodged with the Company not less than 24 hours prior to the time appointed for holding the AGM or any adjournment thereof, the Revised Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
  - (iii) if the Revised Proxy Form is lodged with the Company less than 24 hours prior to, at or subsequent to the time appointed for holding the AGM or any adjournment thereof, the Revised Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, shareholders are advised not to lodge the Revised Proxy Form after the aforesaid deadline. In such case, if such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.
- 7. Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Revised Proxy Form will not preclude shareholders from attending and voting in person at the AGM or at any adjourned meeting should they so wish.
- 8. Save for the venue and time of the AGM, shareholders should refer to other notes in the Initial Notice in relation to the AGM.

### APPENDIX I OF SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Biographical details of the candidates proposed to be elected as directors are set out as follows:

#### Mr. Wang Shaoyan

Mr. Wang Shaoyan ("Mr. Wang"), aged 33, currently serving as the general manager of Beijing Shanshi Media Technology Limited\* (北京山石傳媒科技有限公司). Mr. Wang has prior experience as a project manager, deputy general manager and general manager of Beijing Shiji Fengqing Broadcast Limited\* (北京世紀風情文化傳播有限公司) from 2007 to 2014. He obtained a Master of Science degree in mechanical and manufacturing engineering from the University of Birmingham in 2007 and a Bachelor of Business Administration degree from the West Coast University in 2005.

Save as aforesaid, Mr. Wang has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and has not held other major appointments and professional qualifications. In addition, Mr. Wang does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wang did not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Wang has confirmed that there is no information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders.

#### Ms. Cui Bingyan

Ms. Cui Bingyan ("Ms. Cui"), aged 42, currently serving as the general manager of Shenzhen Longyuan Shanzhuang Property Management Limited\* (深圳市龍園山莊物業管理有限公司). Ms. Cui has prior experience as the general manager of Shenzhen Zhonghao (Group) Company Limited\* (深圳中 浩 (集團) 股份有限公司) from 1996 to 1998, the office manager of Haerbin Gongbai Holding Limited\* (哈爾濱市工百集團) from 1993 to 1996, and a veteran of the 81156 army hospital of People's Liberation Army 13th Army\* (中國人民解放軍第十三集團軍81156部隊醫院) from 1989 to 1992. She obtained a Master of Business Administration degree from the University of Northern Virginia in 2007. Ms. Cui completed an advanced seminar in property asset management at Tsinghua University in 2004. Ms. Cui obtained a bachelor's degree in law from National University of Defense Technology in 2004 and a college degree in history from Heilongjiang Institute of Education in 1996.

Save as aforesaid, Ms. Cui has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and has not held other major appointments and professional qualifications. In addition, Ms. Cui does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Cui did not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed, Ms. Cui has confirmed that there is no information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders.

#### Mr. Qin Haibo

Mr. Qin Haibo ("Mr. Qin"), aged 44, graduated from Changchun Tax Institute (長春税務學院\*) in Accounting (會計學專業\*). He is an Accountant in PRC and currently is the chief financial officer of the Company. He has been engaged in the production and sales of Chinese medicine products in the PRC for about eighteen years. He was appointed on 27 November 2012.

Save as aforesaid, Mr. Qin has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and has not held other major appointments and professional qualifications. In addition, Mr. Qin does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Qin Haibo does not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Qin Haibo has confirmed that there is no information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders.

#### Mr. Guo Aiqun

Mr. Guo Aiqun ("Mr. Guo"), aged 45. Mr. Guo has been the general manager of Datong Hengji Industry Company Limited\* (大同市恒吉實業有限責任公司) since 2004. Mr. Guo has prior experience as a vice-manager of Qinhuangdao of Jinhua branch of headquarter of Shanxi Coal Transportation Limited\* (山西省煤炭運銷總公司晉華分公司秦皇島公司) from 2001 to 2003, a business manager of the sale center of Qinhuangdao of Datong branch of headquarter of Shanxi Coal Transportation Limited\* (山 西省煤炭運銷總公司大同分公司秦皇島銷售中心) from 1998 to 2000, a business manager of Shanxi Coal Import and Export Company Limited\* (山西省煤炭躔地質公司) from 1995 to 1998, an office secretary at Shanxi Coal Geology Company Limited\* (山西省煤炭廳地質公司) from 1992 to 1995, a staff of the Shanxi Poverty Alleviation office\* (山西省省直中委扶貧工作隊) from 1991 to 1992, and a staff at the machine repair factory of Shanxi Coal Geology Company Limited \* (山西省煤炭廳地質公司) in 1991. He graduated from the Shanxi Vocation and Technology College of Coal in 1991 and obtained a bachelor's degree in law from the Central Party School of the Communist Party of China in 2004.

Save as aforesaid, Mr. Guo has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and has not held other major appointments and professional qualifications. In addition, Mr. Guo does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Guo did not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Guo has confirmed that there is no information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders.

#### Mr. Cao Yang

Mr. Cao Yang ("Mr. Cao"), aged 37, obtained a bachelor's degree in automation from Northeastern University, the People's Republic of China (中國東北大學) and has worked in the electronic industry for 14 years. Mr. Cao has prior experience as an engineer at Xu Dian (Suzhou) Technology Company Limited\* (旭電 (蘇州) 科技有限公司) from 2002 to 2005, a manager at Suzhou Sheng Ze Electronic Company Limited\* (蘇州盛澤電子有限公司) from 2005 to 2006, and a general manager at Kemaida (Beijing) Electronic Company limited\* (科邁達 (北京) 電子有限公司) from 2006 and onwards.

Save as aforesaid, Mr. Cao has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and has not held other major appointments and professional qualifications. In addition, Mr. Cao does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Cao did not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Cao has confirmed that there is no information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders.

#### Mr. Chen Youfang

Mr. Chen You Fang ("Mr. Chen"), aged 25. Mr. Chen has been serving as an assistant to the Chief Executive Officer and a supervisor at China Wit Media Co., Ltd. (深圳市中匯影視文化股份有限公司) since 2014. Mr. Chen has prior experience as the deputy general manager of Shanghai Xitian Youxi Script Creative Studio (Limited Partnership)\* (上海喜天遊戲劇本創意工作室(有限合夥)) from 2013 to 2014, the chairman of Beijing Lihua Xingguang Television Culture Co., Ltd.\* (北京麗華星光影視文化有限公司) and an executive director of Canada Huamei Mining Limited\* (加拿大華美礦業公司) from 2012 to 2013. He obtained a Bachelor of Arts degree from the University of Washington (Seattle campus) in 2014.

Save as aforesaid, Mr. Chen has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and has not held other major appointments and professional qualifications. In addition, Mr. Chen does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chen did not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Chen has confirmed that there is no information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders.

#### Mr. Zhao Zhen Xing

Mr. Zhao Zhen Xing ("Mr. Zhao"), aged 73, was appointed an independent non-executive director of the Company on 30 September 2004. He graduated from College of Jilin provincial Finance and banking. He became a registered Auditor of PRC in 1994, and in July 1997 he was recognized as a senior accountant of PRC. He was manager of internal audit department of Jilin Tansu Group, Jilin Tansu Company Limited during 1991 to 2001. He served as Supervisor of Jilin Tansu Group, Jilin Tansu Company Limited during 1997 to 2001.

Save as aforesaid, Mr. Zhao has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and has not held other major appointments and professional qualifications. In addition, Mr. Zhao does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Zhao does not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Zhao has confirmed that there is no information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders.

#### Ms. Hui Lai Yam

Ms. Hui Lai Yam ("Ms. Hui"), aged 47, has worked in the accounting industry for 23 years. She graduated from Xiamen University in Accounting. Ms. Hui is a Certified Dealmaker endorsed by the China Mergers and Acquisition Association. She is also a standing committee member of China Mergers and Acquisitions (Hong Kong).

Save as disclosed above, Ms. Hui does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or any of its subsidiaries. As at the Latest Practicable Date, Ms. Hui did not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as aforesaid, Ms. Hui has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and has not held other major appointments and professional qualifications. Ms. Hui will enter into a service agreement with the Company for a period of three years commencing from the date on which the resolution in relation to her appointment is passed at the EGM. She is not entitled to any remuneration, except for a bonus for each financial year which is at the Board's discretion and determined by reference to the Company's results and performance for the financial year concerned as well as subject to approval by shareholders at relevant annual general meeting of the Company.

Save as disclosed, Ms. Hui has confirmed that there is no information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders.