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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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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
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, 28 August 2015 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 head office and principal place of business of the Company at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong as soon as possible and in any event not later 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.

Hong Kong, 30 July 2015

DEFINITIONS

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, 28 August 2015 at 10:30 a.m., notice of which is set out on pages 14 to 18 of this circular
“AGM Notice”	the notice dated 30 July 2015 convening the AGM
“Articles of Association”	the articles of association of the Company for the time being, and “Article” shall mean an article thereof
“Board”	the board of directors of the Company or a duly authorised committee thereof for the time being
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961), as consolidated and revised, of the Cayman Islands
“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
“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”	24 July 2015, 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

DEFINITIONS

“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 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 Hong Kong Code on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

LETTER FROM THE BOARD



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*)

Shi Shaobin

Liu Huijiang

Lui Man Sang

Independent non-executive Directors:

Lam Yat Fai

Chiu Sung Hong

Chiu Fan Wa

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

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 July 2015

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 28 August 2014, resolutions were passed by Shareholders, amongst other things, to give general unconditional mandates to the Directors to exercise the powers of the Company to:

LETTER FROM THE BOARD

- (i) to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued shares of the Company as at the date of passing of such resolution;
- (ii) allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued shares of the Company 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 an amount representing the aggregate nominal amount of the issued shares of the Company 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 purpose of this circular is to provide you with information regarding the proposed general mandates to allot, issue and deal with Shares and to repurchase Shares, re-election of retiring Directors and to seek your approval of the resolutions relating to these matters at the AGM.

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 of the Company 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 of the Company 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 of the Company as at the date of the passing of the Repurchase Resolution.

LETTER FROM THE BOARD

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 374,023,632 Shares representing 20% of the number of issued shares of the Company as at the Latest Practicable Date.

4. RE-ELECTION OF RETIRING DIRECTORS

The Board of Directors currently consists of seven Directors, namely Mr. Fang Wen Quan (Chairman and Managing Director), Mr. Shi Shaobin, Mr. Liu Huijiang, Mr. Lui Man Sang, Mr. Lam Yat Fai, Mr. Chiu Sung Hong and Mr. Chiu Fan Wa.

In accordance with the Articles of Association, Mr. Shi Shaobin, being a Director newly appointed during the year, will retire at the AGM and Mr. Fang Wen Quan, Mr. Liu Huijiang and Mr. Chiu Fan Wa, being the Directors longest in office since their last re-election, will retire by rotation at the AGM. All these retiring Directors are eligible for re-election at the AGM. An ordinary resolution will be proposed at the AGM to re-elect each of retiring Directors.

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

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 of the Company 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 of the Company 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.

LETTER FROM THE BOARD

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 head office and principal place of business of the Company at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not prevent Shareholders from attending and voting at the AGM if they so wish.

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 Directors are pleased to recommend the retiring Directors, details of whom are set out in Appendix II of this circular, for re-election at the AGM. The Directors believe that the Repurchase Proposal, the general mandate for Directors to issue new Shares and the extension of the general mandate to issue Shares are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the AGM.

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

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 1,870,118,160 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 187,011,816 Shares representing 10% of the number of issued shares of the Company 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 of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

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 of the Company 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 Articles of Association and subject to the Companies Law, 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 Articles of Association and subject to the Companies Law, 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 March 2015 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
July	0.375	0.335
August	0.415	0.360
September	0.475	0.375
October	0.460	0.365
November	0.435	0.375
December	0.390	0.335
2015		
January	0.400	0.320
February	0.360	0.340
March	0.355	0.330
April	0.460	0.340
May	0.610	0.410
June	0.590	0.440
July (up to the Latest Practicable Date)	0.570	0.290

5. UNDERTAKING

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they 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 of the Company.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell 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 of the Company.

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 1,870,118,160 Shares and Tianda Group Limited ("Tianda") and Hongta Tobacco (Group) Limited ("Hongta") held respectively 1,194,971,370 Shares and 207,616,264 Shares, representing approximately 63.90% and 11.10% of the issued share capital of the Company. In the event that the Repurchase Proposal is exercised in full (if its shareholdings in the Company 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 71.00% and 12.34%.

As announced on 20 July 2015, the Company entered into a subscription agreement with SIIC Medical Science and Technology (Group) Limited ("SIIC") pursuant to which SIIC has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 280,517,724 Shares (the "Subscription"). Subject to and immediately after allotment and issue of the said 280,517,724 Shares upon completion of the Subscription, the issued share capital of the Company will comprise 2,150,635,884 Shares where Tianda, Hongta and SIIC will hold respectively 1,194,971,370 Shares, 207,616,264 Shares and 280,517,724 Shares representing approximately 55.56%, 9.65% and 13.04% of the issued share capital of the Company.

In the event that the Repurchase Proposal is exercised in full (if Subscription is completed after the AGM and other than the Subscription, their shareholdings in the Company and the capital structure of the Company will remain the same), their shareholding percentage in the issued share capital of the Company will be increased to approximately 60.86%, 10.57% and 14.29% respectively.

Based on such shareholding, 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**, aged 46, was appointed as an executive Director in 2003. He is the Chairman, Managing Director, the 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, who has 100% equity interest, of Tianda Group Limited (the controlling shareholder of the Company holding 1,194,971,370 Shares) possessing ample experience in corporate strategy and management. He studied International Relations in the University of Sydney and Tsinghua University, and established a non-profit strategic studies think tank called "Tianda Institute". Upholding the morality of "Caring for a Better World", Mr. Fang always shows his greater commitment to community services, including donations to the poverties, education and training, healthcare, scientific research and environmental protection, culture and arts. Save as disclosed above, Mr. Fang does not hold any other position in the Company and other members of the Company. Mr. Fang did not hold any other directorships in public companies of which securities are listed on any securities market in Hong Kong or overseas in the past 3 years.

Save as disclosed above, Mr. Fang does not have any relationship with any other Directors, senior management or substantial and controlling shareholders of the Company. Save for the interest in Shares held through Tianda Group Limited as disclosed above, Mr. Fang does not have any other 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 two years until 31 March 2016 and subject to retirement by rotation and re-election in accordance with the Articles of Association. 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. He is not entitled to bonus or other forms of benefits.

- (b) **Mr. Shi Shaobin**, aged 47 was appointed as an executive Director on 13 March 2015. He received his bachelor degree in biochemistry from Sun Yat-sen University and master degree in business administration and doctoral degree in enterprise management from Sun Yat-sen Business School. He also holds the senior engineer qualification. He has worked as director and senior management in several large organizations in the PRC and Hong Kong, and possesses extensive experience in management, marketing and governance in pharmaceutical industry. Mr. Shi worked for Guangzhou Pharmaceutical Company Limited (now known as "Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited"), a company listed on the Stock Exchange of Hong Kong Limited and the Shanghai Stock Exchange (stock code: 874 and 600332 respectively) as a general manager which his resignation was on 9 May 2010 and as an executive director which his resignation was on 18 June 2012. Mr. Shi also served as chairman in Guangzhou Pearl River Piano Group Co., Ltd, a company listed on the Shenzhen Stock Exchange (stock code: 002678) which his resignation was on 22 March

2014. Mr. Shi currently acts as the chairman of 廣州電子商務網 (Guangzhou Electronic Commerce Network*). He also serves in numerous public bodies including representative of the Twelfth of Guangdong Provincial People's Congress, executive director of 廣東省中醫藥協會 (Guangdong Province Traditional Chinese Medicine Association*), director of Chinese Medical Association and vice president of 廣東省青年企業家協會 (Guangdong Province Young Entrepreneurs' Association*).

Save as disclosed above, Mr. Shi has not held any positions with the Company or any subsidiary of the Company. Mr. Shi did not hold any other directorships in public companies of which securities are listed on any securities market in Hong Kong or overseas in the past 3 years.

Mr. Shi does not have any relationship with any other Directors, senior management or substantial and controlling shareholders of the Company. He does not have any other interest in Shares within the meaning of Part XV of the SFO.

The Company has entered into an appointment letter with Mr. Shi for a term of two years until 12 March 2017 and subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association of the Company. There is no agreement as to the Director's fee payable to him. The current Director's fee of Mr. Shi is HK\$72,000 per annum which was determined by reference to his duties and responsibilities with the Company and the prevailing market conditions. He is not entitled to bonus or other forms of benefits.

- (c) **Mr. Liu Huijiang**, aged 59, was appointed as an executive Director in 2006. He is a senior engineer, graduated from College of Water Resources and Hydroelectric Engineering (now Wuhan University). Mr. Liu held the posts of design department head, assistant factory manager and factory manager of Yuxi Hydropower Supplies Factory from 1976 to 1993. Mr. Liu had been a deputy general manager of Yunnan Hongta Group Company Limited, the director of SDIC Yunnan Dachaoshan Hydropower Company Limited, Yunnan Huaneng Lancang River Hydropower Company Limited, Hongta Financial Investment Company Limited and Kunming Pharmaceutical Corporation.

Mr. Liu has not held any directorship in any listed company in the past 3 years, apart from an executive director of the Company.

Save as disclosed above, Mr. Liu does not have any relationship with any other Directors, senior management or substantial and controlling shareholders of the Company. Mr. Liu does not have any other interest in Shares within the meaning of Part XV of the SFO.

* *For identification purpose only*

The Company has entered into an appointment letter with Mr. Liu for a term of two years until 31 March 2016 and subject to retirement by rotation and re-election in accordance with the Articles of Association. There is no agreement as to the Director's fee payable to him. The current Director's fee of Mr. Liu is HK\$60,000 per annum which was determined by reference to his duties and responsibilities with the Company and the prevailing market conditions. He is not entitled to bonus or other forms of benefits.

- (d) **Mr. Chiu Fan Wa**, *FCCA, FCPA (Practising), ACA, ACIS, ACS*, aged 50, was appointed as an independent non-executive Director in March 2009 and is a member of the audit committee and remuneration committee of the Company. Mr. Chiu is a founder and the managing director of Chiu, Choy & Chung C.P.A. Limited and a partner of F.S. Li & Co. He graduated from City University of Hong Kong and obtained a Bachelor of Arts (Honours) degree with major in accountancy in 1992 and was awarded a Master of Professional Accounting from The Hong Kong Polytechnic University in 2002. He is a Certified Public Accountant (Practising) in Hong Kong, a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, a member of The Society of Chinese Accountants & Auditors, an Associate Member of the Institute of the Chartered Accountants in England and Wales, an associate of The Hong Kong Institute of Chartered Secretaries and an associate of The Institute of Chartered Secretaries and Administrators, United Kingdom, a fellow member of the Taxation Institute of Hong Kong and a certified Tax Advisor. Mr. Chiu is also an Independent Non-Executive Director of Kenford Group Holdings Limited (stock code: 00464) which is listed on the Main Board of the Hong Kong Stock Exchange.

Save as disclosed above, Mr. Chiu has not held any positions with the Company or any subsidiary of the Company. Mr. Chiu did not hold any other directorship in public companies of which securities are listed on any securities market in Hong Kong or overseas in the past 3 years.

Mr. Chiu does not have any relationship with any other Directors, senior management or substantial and controlling shareholders of the Company. He does not have any other 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 2016 and subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association of the Company. 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. He is not entitled to bonus or other forms of benefits.

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 of the Company.

NOTICE OF ANNUAL GENERAL MEETING



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, 28 August 2015 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 March 2015.
2.
 - (a) To re-elect Mr. Fang Wen Quan as an executive Director;
 - (b) To re-elect Mr. Shi Shaobin as an executive Director;
 - (c) To re-elect Mr. Liu Huijiang as an executive Director;
 - (d) To re-elect Mr. Chiu Fan Wa as an independent non-executive Director; and
 - (e) To authorise the Board of Directors to fix the Directors’ remuneration for the year ending 31 March 2016.
3. To re-appoint Deloitte Touche Tohmatsu as auditor and to authorise the Board of Directors to fix the remuneration of auditor.

NOTICE OF ANNUAL GENERAL MEETING

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 total number of issued shares of the Company 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.”

NOTICE OF ANNUAL GENERAL MEETING

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 Articles of Association of the Company from time to time, shall not exceed 20% of the total number of issued shares of the Company 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 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
- (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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 total 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

Hong Kong, 30 July 2015

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend 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 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 head office and principal place of business of the Company in Hong Kong at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
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 Wednesday, 26 August 2015 to Friday, 28 August 2015, 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, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 25 August 2015.
5. The Board of Directors of the Company comprises:

Executive Directors:

Fang Wen Quan (*Chairman and Managing Director*)

Shi Shaobin

Liu Huijiang

Lui Man Sang

Independent Non-Executive Directors:

Lam Yat Fai

Chiu Sung Hong

Chiu Fan Wa