



天大藥業有限公司

TIANDA PHARMACEUTICALS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00455)

Proxy form for use at the annual general meeting (the “AGM”) of Tianda Pharmaceuticals Limited to be held on Friday, 28 August 2015 at 10:30 a.m. (or at any adjournment thereof)

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.10 each
in the capital of Tianda Pharmaceuticals Limited (the “Company”) **HEREBY APPOINT** ⁽³⁾ _____
of _____
or the Chairman of the meeting to act as my/our proxy to attend and act for me/us and on my/our behalf at the AGM of 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. (or at any adjournment thereof) convened for the purpose of considering and, if though fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof), to vote for me/us as hereunder indicated⁽⁴⁾, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ⁽⁴⁾	Against ⁽⁴⁾
1.	To receive and consider the audited consolidated financial statements, the report of the Directors and the independent auditor’s report 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.		
	(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.		
4.	To grant a general mandate to the Directors to repurchase shares of the Company (ordinary resolution in item 4 of the notice of the AGM).		
5.	To grant a general mandate to the Directors to allot and issue new shares of the Company (ordinary resolution in item 5 of the notice of the AGM).		
6.	To extend the general mandate granted to allot and issue new shares by adding the shares repurchased by the Company (ordinary resolution in item 6 of the notice of the AGM).		

Signature ⁽⁵⁾: _____ Dated this _____ day of _____, 2015.

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words “or the Chairman of the meeting” and insert the name and address of the proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A “✓” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A “/” IN THE BOX MARKED “AGAINST”.** Failure to tick in the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- In the case of joint holders of any share, any one of such persons may vote at the meeting either personally or by proxy in respect of such share but if more than one of such joint holders are present at the meeting personally or by proxy the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof must be deposited at the Company’s principal place of business 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 the holding of the meeting (or any adjournment thereof).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Company.