



TIANDA PHARMACEUTICALS LIMITED

天大藥業有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(股份代號: 00455)

Procedures for shareholders to propose a person for election as a director of the Company

Article 89 of the Articles of Association of the Company provides that no person, other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a shareholder of the Company (the "Shareholder") wishes to propose a person other than a director of the Company for election as a director of the Company at the annual general meeting (the "Proposal"), he/she must lodge at the Hong Kong head office of the Company (at Suites 2405-2410, 24th Floor, CITIC Tower, No.1 Tim Mei Avenue, Central, Hong Kong) (i) a written notice setting out the Proposal; (ii) a written notice signed by the person to be proposed of his/her willingness to be elected and (iii) evidence of the Shareholders' shareholding of the Company.

In order for the Company to inform all Shareholders of the Proposal, the written notice must state the full name of the person proposed for election as a director of the Company, including the person's biographical details as required under rule 13.51(2) of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and such other information (e.g. contact details, including residential address and telephone number, and HKID card/passport number, etc.), and be signed by the Shareholder concerned. At the same time, the written consent for the publication of the personal data of the person proposed for election as a director is required.

The period for lodgment of above written notices shall commence not earlier than the day after the despatch of the notice of annual general meeting and end no later than seven (7) days prior to the date of the annual general meeting. The Company is required under rule 13.70 of the Listing Rules to provide the information about the Proposal in a supplementary circular or by way of an announcement not later than 10 business days before the annual general meeting. If the above written notices are received by the Company less than 21 days prior to the annual general meeting, the Company may need to consider the adjournment of the annual general meeting.

Note :

Shareholders may view the details of rules 13.51(2) and 13.70 of Chapter 13 of the Listing Rules at the Stock Exchange's website as follows :

http://www.hkex.com.hk/eng/rulesreg/listrules/mbrules/documents/chapter_13.pdf