

**TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED**  
(Company Registration No. 91120000103100784F)  
(Incorporated in People's Republic of China)

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**Resolutions Passed at the 9<sup>th</sup> Supervisory Committee Meeting for FY2019**

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*The board of directors (the “Board”) and every individual director of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the “Company”) hereby confirm that they will individually and collectively accept full responsibility for the accuracy of the information given in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated in this announcement are fair and accurate in all material respects as at the date of this announcement, and that there are no material facts the omission of which would make any statement in this announcement misleading.*

The Company had on 9 December 2019 duly convened its 9<sup>th</sup> supervisory committee (the “**Supervisory Committee**”) meeting for the financial year ending 31 December 2019 (“**FY2019**”).

*Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the circular dated 15 November 2019 to the shareholders of the Company (the “**Shareholders**”) in relation to, amongst others, the proposed adoption of the 2019 Restricted A-Share Incentive Scheme (the “**Scheme**”).*

The said meeting was convened in compliance with the Articles of Association of the Company, and the following resolutions were discussed and passed by 3 members out of the full Supervisory Committee of 3 members:

1. That, the proposed contents of the “Adjustments to the List of Participants proposed to participate in the initial grant of the Initial Granted Restricted A-Shares and the number of Initial Granted Restricted A-Shares to be granted to them under the Scheme” (关于调整公司 2019 年 A 股限制性股票激励计划首次授予激励对象名单及授予权益数量的议案) be approved.

Upon discussion and review, the Supervisory Committee is of the view that the proposed adjustments to the List of Participants under the Initial Grant (the “**Adjusted Participants**”) and the number of the Initial Granted Restricted A-Shares (the “**Adjusted Initial Granted Restricted A-Shares**”) to be granted to them under the Scheme (the “**Proposed Adjustments**”) are in compliance with the relevant provisions in respect of such adjustments as stipulated in the relevant laws, regulations and normative documents including the *Administrative Measures on Share Incentives of Listed Companies* (《上市公司股权激励管理办法》) (the “**Administrative Measures**”), as well as the “2019 Restricted A-Share Incentive Scheme” (2019 年 A 股限制性股票计划); each of the Adjusted Participants satisfies the requirements or conditions as an eligible participant to participate in the Scheme as stipulated in the relevant laws, regulations and normative documents, and the subject qualification of each of them is legal and valid; the Proposed Adjustments are within the scope of the Authorisation granted to the Board by the Shareholders at the 2<sup>nd</sup> extraordinary general meeting of the Company in 2019 (the “**2<sup>nd</sup> EGM**”), the procedures of the Proposed Adjustments are in compliance with applicable laws and regulations, and the Proposed Adjustments would not prejudice the interests of the Company and the Shareholders as a whole; and the Supervisory Committee agrees with the Proposed Adjustments.

2. That, the proposed contents of the “Grant of the Adjusted Initial Granted Restricted A-Shares to the Adjusted Participants under the Scheme” (关于向公司 2019 年 A 股限制性股票激励计划激励对象首次授予限制性股票的议案) be approved.

Upon discussion and review, the Supervisory Committee is of the view that each of the Adjusted Participants to be granted the Restricted A-Shares satisfies the requirements in respect of their respective subject qualification as stipulated in the relevant laws, regulations and normative documents including the *Company Law of the People's Republic of China* (《中华人民共和国公司法》), as well as the Articles of Association of the Company and the “2019 Restricted A-Share Incentive Scheme” (2019 年 A 股限制性股票计划), meets the qualification conditions as stipulated in the Administrative Measures, and none of the Adjusted Participants is involved in any circumstances where he/she would be prohibited from being an eligible participant under the Scheme as stipulated in Article 8 of the Administrative Measures. The subject qualification of each of the Adjusted Participants is legal and valid, and meets the conditions for granting the Restricted A-Shares.

The determination of the date for the Initial Grant is in compliance with the relevant provisions in respect of the grant date as stipulated in the relevant laws, regulations and normative documents including the Administrative Measures and the listing rules of the Shanghai Stock Exchange, as well as the “2019 Restricted A-Share Incentive Scheme” (2019 年 A 股限制性股票计划). The Supervisory Committee agrees that the date of the Initial Grant shall be 9 December 2019.

The Company and the Adjusted Participants are not subject to any circumstances where the grant of Restricted A-Shares to the Adjusted Participants is prohibited. The conditions for granting the Restricted A-Shares to the Adjusted Participants as stipulated under the Scheme have been satisfied. The Supervisory Committee agrees that a total number of 3,930,000 Adjusted Initial Granted Restricted A-Shares shall be granted to the 115 Adjusted Participants at the Grant Price of RMB 7.20 for each Restricted A-Share. Save for the 2 Participants among the 117 Participants originally planned to participate in the initial grant of the Restricted A-Shares under the Scheme, who have waived their respective rights to subscribe for an aggregate number of 80,000 Restricted A-Shares proposed to be granted to them due to their retirement and/or job transfer, the Adjusted Participants fall within the prescribed categories of personnel who are eligible to participate in the Scheme under the “2019 Restricted A-Share Incentive Scheme” (2019 年 A 股限制性股票计划) approved at the 2<sup>nd</sup> EGM.

By order of the Board  
9 December 2019