

# NOTICE OF ANNUAL GENERAL MEETING

## IMPORTANT NOTE FOR SHAREHOLDERS:

The Company had previously given notice of the Annual General Meeting on 29 March 2024 in compliance with Article 69 of the Articles of Association of the Company and the listing rules of the Shanghai Stock Exchange which requires the Company to issue a written notice 45 days in advance of a shareholders' meeting.

This revised Notice of Annual General Meeting, which is given in compliance with the listing rules of the Singapore Exchange Securities Trading Limited, supersedes the version announced by the Company on 29 March 2024.

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the "AGM" or "Annual General Meeting") for the financial year ended 31 December 2023 ("FY2023") of the Company will be held at the meeting room of the Company's Modern Traditional Chinese Medicine Industrial Park located at No. 21 Tenth Avenue, Binhai New Area, Tianjin, the People's Republic of China (the "PRC") (中国天津市滨海新区第十大街21号津药达仁堂集团现代中药产业园会议室) (concurrently, a video conferencing at Library 1 & 2, Level 8, 1 Pickering Street, Great Eastern Centre, Singapore 048659 for holders of S-Shares (the "S-Share Shareholders") in Singapore) on Wednesday, 15 May 2024 at 1:30 p.m..

The agenda for the meeting shall be as follows:

## RESOLUTION(S) (POLL VOTING) (See Explanatory Note H)

- To consider and approve the Chairman's Report for FY2023. **(Resolution 1)**
- To consider and approve the Board of Directors' Report for FY2023. **(Resolution 2)**
- To consider and approve the Supervisory Committee's Report for FY2023. **(Resolution 3)**
- To consider and approve the Financial Report and Audit Report for FY2023 audited by CAC Certified Public Accountants LLP (中审华会计师事务所) and Foo Kon Tan LLP HLB Singapore and reviewed by the Audit Committee of the Company. **(Resolution 4)**
- To consider and approve the scheme of profit distribution policy of the Company for FY2023. **(Resolution 5)**

The Board has recommended declaring dividends of an aggregate amount of RMB985,802,593.28 on the basis of RMB12.80 (inclusive of taxes) for every ten (10) shares in the capital of the Company. The proposed dividend is payable in respect of all issued ordinary shares in the capital of the Company as at the record date to be determined by the Company for the purposes of determining shareholders' entitlements to the final dividend.

- To consider and approve the remuneration of S\$55,000 for independent director Mr. Liew Yoke Pheng Joseph (刘育彬) for FY2023. **(Resolution 6)**
- To consider and approve the remuneration of RMB60,000 for independent director Ms. Li Qing (李清) for FY2023. **(Resolution 7)**

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8. To consider and approve the remuneration of S\$4,600 for independent director Mr. Yeo Guat Kwang (杨木光) for FY2023 (specifically, for the period from 28 November 2023 to 31 December 2023). **(Resolution 8)**
9. To consider and approve the remuneration of S\$50,400 for independent director Mr. Zhu Haifeng (朱海峰) for FY2023 (specifically, for the period from 1 January 2023 to 28 November 2023). **(Resolution 9)**
10. To consider and approve the aggregate remuneration for directors of the Company for FY2023. **(Resolution 10)**
11. To consider and approve the aggregate remuneration for members of the Supervisory Committee for FY2023. **(Resolution 11)**
12. To consider and approve the proposed amendments to the Articles of Association of the Company and the application for changes in the industrial and commercial registration. **(Resolution 12)**  
*(See Explanatory Note A)*
13. To consider and approve the proposed amendments to the Independent Directors System (独立董事制度) of the Company. **(Resolution 13)**  
*(See Explanatory Note B)*
14. To consider and approve the proposed renewal of the shareholders' mandate for interested person transactions: **(Resolution 14)**
  - (a) such approval given in the shareholders' mandate for interested person transactions (the "**Shareholders' Mandate**") shall, unless revoked or varied by the Company in a general meeting, continue in force until the next annual general meeting of the Company; and
  - (b) the Directors and/or any of them are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the Shareholders' Mandate and/or this Resolution.*(See Explanatory Note C)*
15. To consider and approve the proposed lines of credit granted to the Company up to an aggregate limit of RMB11,680 million. **(Resolution 15)**  
*(See Explanatory Note D)*
16. To consider and approve the proposed continuous provision of guarantee for an amount of up to RMB1,900 million by the Company for its wholly-owned subsidiary, Tianjin Zhongxin Medicine Co., Ltd. (天津中新医药有限公司). **(Resolution 16)**  
*(See Explanatory Note E)*

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17. To consider and approve the proposed continuous provision of an entrusted loan (委托贷款) **(Resolution 17)** of RMB1,200 million by the Company to its wholly-owned subsidiary, Tianjin Zhongxin Medicine Co., Ltd. (天津中新医药有限公司).

*(See Explanatory Note F)*

Other agenda to be resolved in the Annual General Meeting shall include any agenda proposed by a Shareholder in accordance with Article 70 of the Articles of Association of the Company, which states: “When the Company is to hold an annual General Meeting, shareholders holding 3% or more of the voting shares of the Company shall be entitled to propose new motions in writing to the Company. The Company shall include in the agenda of the General Meeting those motions, the subject matter of which, are required to be decided by shareholders in General Meeting”.

## **RESOLUTION(S) (CUMULATIVE VOTING) (See Explanatory Note I)**

To consider and approve the proposed appointment of one (1) independent director of the Company:

18. To consider and approve the proposed appointment of Mr. Zhong Ming (钟铭) as an **(Resolution 18)** independent director of the Company.

*(See Explanatory Note G)*

## **By Order of the Board**

Jiao Yan  
Secretary to the Board of Directors  
30 April 2024

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## Explanatory Notes:

- A. Resolution 12 in relation to (i) the proposed amendments to Articles 19 and 22 of the Articles of Association of the Company have been approved by the Board at a Board meeting of the Company held on 30 October 2023, and (ii) the proposed amendments to Chapters 13, 17 and 18 of the Articles of Association of the Company have been approved by the Board at a Board meeting of the Company held on 29 March 2024 respectively. Please refer to the annexure to the Notice of AGM dated 30 April 2024 in relation to, *inter alia*, the proposed amendments to the Articles of Association of the Company for further details on this Resolution 12.

Pursuant to Article 103 of the Company Law of the PRC (2018 Revision) (《中华人民共和国公司法》(2018年修订)) (the "PRC Company Law"), where any resolution is proposed to be passed by shareholders of a company on proposed amendments to the articles of association of the company, it shall be passed by the shareholders representing more than two-thirds (2/3) of the voting rights held by the shareholders attending at the general meeting. Accordingly, Resolution 12 shall be approved by more than two-thirds (2/3) of the voting rights held by the Shareholders attending at the AGM in accordance with the PRC Company Law.

- B. Resolution 13 has been approved by the Board at a Board meeting of the Company held on 29 March 2024. Please refer to the annexure to the Notice of AGM dated 30 April 2024 in relation to, *inter alia*, the proposed amendments to the Independent Directors System (独立董事制度) of the Company for further details on this Resolution 13.
- C. Please refer to the annexure to the Notice of AGM dated 30 April 2024 in relation to the proposed renewal of the shareholders' mandate for interested person transactions for further details on this Resolution 14.
- D. Please refer to the announcement dated 29 March 2024 in relation to, *inter alia*, resolutions passed at the 1<sup>st</sup> Board meeting for the financial year ending 31 December 2024 (the "29 March 2024 Board Resolutions Announcement") for further details on this Resolution 15.
- E. Please refer to Appendix B to the 29 March 2024 Board Resolutions Announcement for further details on this Resolution 16.
- F. Please refer to Appendix C to the 29 March 2024 Board Resolutions Announcement for further details on this Resolution 17.
- G. Resolution 18 has been approved by the Board at a Board meeting of the Company held on 29 March 2024. Information on Mr. Zhong Ming (钟铭) as required under Rule 720(6) of the Listing Manual read with Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited is set out in the section entitled "Corporate Governance Statement" of the Company's annual report for FY2023 on pages 59 to 63.
- H. Resolution 1 to Resolution 17 will be voted on BY WAY OF POLL, and every Shareholder shall be entitled to one (1) vote for every Share such Shareholder holds or such proxy represents.
- I. Resolution 18 pertaining to the proposed appointment of Mr. Zhong Ming (钟铭) as an independent director of the Company will be voted on BY WAY OF CUMULATIVE VOTING, in one (1) proposal group. Every Shareholder (including S-Share Shareholder) shall, in respect of the resolution(s) under such proposal group, be entitled to a number of votes equivalent to the number of Shares such Shareholder (including S-Share Shareholder) holds or such proxy represents multiplied by the number of the candidate(s) standing for election as director under that proposal group, and the Shareholders (including S-Share Shareholders) may cast all or part of their votes for one (1) or several candidates standing for election as director under that proposal group.

## IMPORTANT – Cumulative Voting for Election of Director(s)

- (a) Resolution 18 will be voted on by way of cumulative voting in one (1) proposal group, and every Shareholder (including S-Share Shareholder) shall, in respect of Resolution 18 under such proposal group, be entitled to a number of votes equivalent to the number of Shares such Shareholder (including S-Share Shareholder) holds or such proxy represents multiplied by the number of the candidate(s) standing for election as director under such proposal group. **Please DO NOT indicate with a tick (✓) or a cross (x) within the box provided in respect of Resolution 18 in the proxy form in respect of the AGM (the "Proxy Form"). Instead, you should indicate the number of votes as appropriate. Please see the detailed illustration as set out below.**
- (b) The cumulative voting will be conducted in one (1) proposal group, categorised into resolution(s) for the election of independent director(s). This means that for the election of the one (1) independent director, the total number of votes you are entitled to cast in aggregate for Resolution 18 shall equal to the number of Shares held by you multiplied by the number of the candidate(s) standing for election as independent director(s) under such proposal group in relation to the proposed appointment of independent director(s) of the Company (i.e., 1), and this particular allocation of votes may only be cast on the candidate(s) standing for election as independent director under such proposal group.

As to the allocation of votes within the relevant proposal group, you may either cast all your relevant number of votes for that proposal group to one (1) of the candidate(s) in that proposal group, or where applicable, cast them equally or diversely to more than one (1) of the candidate(s) (as the case may be) in that proposal group.

**PLEASE NOTE WITH PARTICULAR ATTENTION THAT, IF THE TOTAL NUMBER OF VOTES YOU HAVE CAST IS LESS THAN OR EQUAL TO THE MAXIMUM NUMBER OF VOTES YOU ARE ENTITLED TO CAST IN RESPECT OF THAT PARTICULAR PROPOSAL GROUP, YOUR VOTES SHALL BE VALID AND THE VOTES NOT CAST SHALL BE DEEMED TO HAVE BEEN WAIVED BY YOU; IF THE TOTAL NUMBER OF VOTES YOU HAVE CAST EXCEEDS THE MAXIMUM VOTES YOU ARE ENTITLED TO CAST IN RESPECT OF THAT PARTICULAR PROPOSAL GROUP, ALL THE VOTES CAST BY YOU SHALL BE INVALID AND YOU SHALL BE DEEMED AS HAVING WAIVED YOUR RIGHT TO VOTE.**

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**Solely for illustrative purposes only:**

If you hold **100 Shares**, as there are one (1) candidate standing for election as independent director under the proposal group in relation to the proposed appointment of independent director(s) of the Company (i.e., Resolution 18), the total number of votes you are entitled to cast under this proposal group will be 100 votes, and this **100 votes** may only be cast on the proposed candidate standing for election as independent director under the proposal group in relation to the proposed appointment of independent director(s) of the Company. You may cast all the **100 votes** or only part of them you are entitled to cast under proposal group in relation to the proposed appointment of independent director(s) of the Company.

- (c) A candidate standing for election as director shall be determined as elected according to the number of votes received by each candidate in descending order; provided, however, that for a candidate to be elected, the minimum number of votes that such candidate received shall be more than half (1/2) of the total number of Shares held by those Shareholders attending the general meeting. If none of the candidates received votes that are more than half (1/2) of the total number of Shares held by those Shareholders attending the general meeting, none of the candidates will be elected at the general meeting and another election shall be conducted at the next following general meeting to fill the vacancy.

If the number of directors successfully elected is less than the number of directors to be elected at the general meeting, another election shall be conducted at the next following general meeting to fill the vacancy.

If the number of the candidates standing for election as director who have received more than half (1/2) of the total number of Shares held by those Shareholders attending the general meeting is more than the number of directors to be elected at the general meeting, the candidates standing for election as director shall be determined as elected according to the number of votes received by each candidate in descending order.

In the event of failure to determine the elected candidate due to a tie vote between two (2) or more candidates standing for election as director (such that, if all of them are elected, the number of elected candidates would exceed the number of vacancies), none of these candidates will be elected at the general meeting and another election shall be conducted at the next following general meeting to fill the vacancy.

**Notes:**

1. The AGM will be held at the meeting room of the Company's Modern Traditional Chinese Medicine Industrial Park located at No. 21 Tenth Avenue, Binhai New Area, Tianjin, the PRC (中国天津市滨海新区第十大街21号津药达仁堂集团现代中药产业园会议室) (concurrently, a video conferencing at Library 1 & 2, Level 8, 1 Pickering Street, Great Eastern Centre, Singapore 048659 for S-Share Shareholders in Singapore) on Wednesday, 15 May 2024 at 1:30 p.m..
2. **AGM documents.** Printed copies of the Company's annual report for FY2023 enclosing, *inter alia*, the annexure to this Notice of AGM containing information on Resolution 14 relating to the proposed renewal of the shareholders' mandate for interested person transactions (the "**Annual Report 2023**") (which includes the printed copies of this Notice of AGM and the proxy form in respect of the AGM (the "**Proxy Form**")), as well as the printed copies of the annexure to this Notice of AGM containing information on Resolution 12 relating to the proposed amendments to the Articles of Association of the Company and Resolution 13 relating to the proposed amendments to the Independent Directors System (独立董事制度) of the Company (the "**Annexure**"), will be sent to S-Share Shareholders 14 days before the AGM. The Annual Report 2023, this Notice of AGM and the Proxy Form, as well as the Annexure, have also been, or will also be made available on the SGXNET and on the Company's website at [www.jydr.com.cn](http://www.jydr.com.cn). S-Share Shareholders and investors are advised to check the SGXNET and/or the Company's website at [www.jydr.com.cn](http://www.jydr.com.cn) regularly for updates.
3. **Shareholders' questions and answers.** S-Share Shareholders and duly appointed proxy or proxies will be able to attend the AGM in person and ask questions relating to the resolutions to be tabled for approval at the AGM.

However, S-Share Shareholders are encouraged to raise their questions (if any) as early as possible in advance of the AGM by **1:30 p.m. on Monday, 13 May 2024** and can submit substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM, in advance of the AGM, in the following manner:

- (a) by email to [drt600329@163.com](mailto:drt600329@163.com); or
- (b) by post to the Company's S-Shares Registrar and Singapore Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632.

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S-Share Shareholders who submit questions in advance of the AGM should provide their full name, address, contact number, email address and the manner in which they hold Shares (if you hold Shares directly, please provide your account number with The Central Depository (Pte) Limited; otherwise, please state if you hold your Shares through the Central Provident Fund Investment Scheme ("CPF") or the Supplementary Retirement Scheme ("SRS") or other Relevant Intermediary), for our verification purposes. "Relevant Intermediary" means (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore (the "SFA") and who holds shares in that capacity; or (c) the CPF Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

The Company will endeavour to answer all substantial and relevant questions in relation to the resolutions to be tabled for approval at the AGM prior to, or at the AGM. **Where substantially similar questions are received, the Company may consolidate such questions and consequently not all questions may be individually addressed.**

The Company will also publish the minutes of the AGM which will include substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM and the responses from the Board and/or management of the Company to such questions on the SGXNET and on the Company's website at [www.jydr.com.cn](http://www.jydr.com.cn) within one (1) month after the date of the AGM.

4. **Voting.** A Shareholder (whether individual or corporate, including Relevant Intermediaries) entitled to attend and vote at the AGM is entitled to appoint one (1) or more persons (who need not also be Shareholder(s)) to act as his/her/its proxy(ies) to attend and vote on his/her/its behalf at the AGM. Where a Shareholder appoints more than one (1) proxy, the appointment shall be deemed to be alternative unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

If the appointor is a corporation, the instrument of proxy must be executed under seal or the hand of its duly authorised officer of attorney.

A S-Share Shareholder (whether individual or corporate) can also choose to appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory. The Chairman of the AGM, as proxy, need not be a Shareholder of the Company. Where a S-Share Shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy:

- (a) in respect of Resolution 1 to Resolution 17, he/she/it must give specific instructions as to voting, or abstentions from voting, in the Proxy Form. In the absence of specific instructions, the appointment of the Chairman of the AGM as his/her/its proxy for that resolution will be treated as invalid; and
- (b) in respect of Resolution 18, for which cumulative voting will apply, he/she/it must give specific instructions as to how many votes he/she/it wishes to vote on Resolution 18, in the Proxy Form. If no specific direction as to how many votes is given, the appointment of the Chairman of the AGM as his/her/its proxy for this resolution will be treated as invalid.

Where a S-Share Shareholder (whether individual or corporate) appoints one (1) or more persons (other than the Chairman of the AGM) as his/her/its proxy(ies):

- (a) in respect of Resolution 1 to Resolution 17, he/she/it must give specific instructions as to voting, or abstentions from voting, in the Proxy Form. In the absence of specific instructions, the proxy(ies) may vote or abstain from voting on those resolutions at his/her discretion; and
- (b) in respect of Resolution 18, for which cumulative voting will apply, he/she/it must give specific instructions as to how many votes he/she/it wishes to vote on Resolution 18, in the Proxy Form. If no specific direction as to how many votes is given, the proxy(ies) may vote or abstain from voting on this resolution at his/her discretion.

The Proxy Form has been or will be made available on the SGXNET and may also be accessed at the Company's website at [www.jydr.com.cn](http://www.jydr.com.cn).

An investor who holds Shares under the CPF ("CPF Investor") and/or the SRS ("SRS Investor") (as may be applicable) and wishes to vote should inform their respective CPF Agent Banks and/or SRS Operators to submit their votes at least **seven (7)** working days before the date of the AGM (i.e., by **5:00 p.m. on Friday, 3 May 2024**). The Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

The duly completed Proxy Form must be submitted by the S-Share Shareholders to the Company in the following manner:

- (a) if submitted by post, be lodged with the Company's S-Shares Registrar and Singapore Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (b) if submitted electronically, via email to the Company's S-Shares Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),

in either case, by no later than **1:30 p.m. on Monday, 13 May 2024**.

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**S-Share Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

A S-Share Shareholder who wishes to submit an instrument of proxy must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. If the S-Share Shareholder is a corporation, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

The completion and return of the instrument appointing a proxy(ies) by a Shareholder does not preclude such Shareholder from attending, speaking and voting in person at AGM if such Shareholder subsequently decides to do so. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the Shareholder attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.

5. Pursuant to the Articles of Association of the Company, a holder of tradable domestic A-Shares with limiting conditions for sale shall notify the Company in writing not less than 20 days prior to the AGM of his or her intention to attend the AGM. Accordingly, a holder of tradable domestic A-Shares with limiting conditions for sale who is planning to attend the AGM must give a written notice to the Company no later than 19 April 2024.
6. The AGM in Tianjin, PRC is expected to last for half a day and all accommodation and other expenses incurred by a Shareholder or his/her/its proxy(ies) in connection with his/her/its attendance at the AGM shall be borne by that Shareholder.
7. **Personal data privacy:** By (1) submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, (2) submitting any question prior to the AGM, a Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of (i) the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and (ii) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), (iii) the addressing of substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM from Shareholders received prior to and/or at the AGM and if necessary, the following up with Shareholders in relation to such questions, and (iv) in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (2) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), such Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.