

PROXY FORM

TIANJIN PHARMACEUTICAL DA REN TANG GROUP CORPORATION LIMITED
(Formerly known as Tianjin Zhong Xin Pharmaceutical Group Corporation Limited)
(Incorporated in the People's Republic of China)
(Company Registration No.: 91120000103100784F)
(the "Company")

ANNUAL GENERAL MEETING PROXY FORM

(You are advised to read the notes below before completing this form)

IMPORTANT

- The annual general meeting (the "AGM" or "Annual General Meeting") 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 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..
- A S-Share Shareholder (whether individual or corporate) can 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:
 - 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
 - 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):
 - 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
 - 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.
- An investor who holds Shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("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.
- Personal Data Privacy:** By submitting this Proxy Form, the S-Share Shareholders accepts and agrees to the personal data privacy terms set out in the Company's Notice of AGM dated 30 April 2024.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies) by a S-Share Shareholder to attend, speak and vote on his/her/its behalf at the AGM. **DETAILED INSTRUCTIONS TO S-SHARE SHAREHOLDERS ON HOW THEY MAY CAST THEIR VOTES UNDER THE CUMULATIVE VOTING SYSTEM WITH RESPECT TO RESOLUTION 18 ARE SET OUT IN NOTE 3 OF THIS PROXY FORM BELOW. S-SHARE SHAREHOLDERS SHOULD READ THE INSTRUCTIONS CAREFULLY BEFORE COMPLETING THIS PROXY FORM.**

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TIANJIN PHARMACEUTICAL DA REN TANG GROUP CORPORATION LIMITED

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ANNUAL GENERAL MEETING PROXY FORM

*I/We, _____ (Name)

with NRIC/Passport/Company Registration Number _____

of _____ (Address)

being a member/members* of Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited (the "Company"), hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or*

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing whom, the Chairman of the Annual General Meeting as my/our* proxy/proxies* to attend and vote for me/us* on my/our* behalf at the annual general meeting ("AGM" or "Annual General Meeting") of the Company to 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. and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote on the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies* (save where the Chairman of the AGM has been appointed as proxy) may vote or abstain from voting at his/her discretion.

Where the Chairman of the AGM is appointed as proxy, and (i) in respect of Resolution 1 to Resolution 17, no specific instructions as to voting, or abstentions from voting are given, or (ii) in respect of Resolution 18, for which cumulative voting will apply, no specific instructions as to how many votes are to be cast, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

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Resolution(s) (poll voting)				
No.	Resolution(s) relating to	For ^{Note 2}	Against ^{Note 2}	Abstain ^{Note 2}
1.	To consider and approve the Chairman's Report for FY2023.			
2.	To consider and approve the Board of Directors' Report for FY2023.			
3.	To consider and approve the Supervisory Committee's Report for FY2023.			
4.	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.			
5.	To consider and approve the scheme of profit distribution policy of the Company for FY2023. 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.			
6.	To consider and approve the remuneration of S\$55,000 for independent director Mr. Liew Yoke Pheng Joseph (刘育彬) for FY2023.			
7.	To consider and approve the remuneration of RMB60,000 for independent director Ms. Li Qing (李清) for FY2023.			
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].			
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].			
10.	To consider and approve the aggregate remuneration for directors of the Company for FY2023.			
11.	To consider and approve the aggregate remuneration for members of the Supervisory Committee for FY2023.			
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.			
13.	To consider and approve the proposed amendments to the Independent Directors System (独立董事制度) of the Company.			
14.	To consider and approve the proposed renewal of the shareholders' mandate for interested person transactions: (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			

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	(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.			
15.	To consider and approve the proposed lines of credit granted to the Company up to an aggregate limit of RMB11,680 million.			
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).			
17.	To consider and approve the proposed continuous provision of an entrusted loan (委托贷款) 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).			
	Other agenda to be resolved in the General Meeting shall include any agenda proposed by a shareholder in accordance with Article 70 of the Articles of Association, 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)				
To consider and approve the proposed appointment of one (1) independent director of the Company				
No.	Resolution(s) relating to:	No. of votes ^{Note 3}		
18.	To consider and approve the proposed appointment of Mr. Zhong Ming (钟铭) as an independent director of the Company.			

* Delete as appropriate

Dated this _____ day of _____ 2024.

Total number of Shares in:	No. of Shares ^{Note 1}
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

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Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this instrument of proxy will be deemed to relate to all the Shares held by you.
2. 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. **If you wish your proxy/proxies to exercise all your votes "For", "Against" or to "Abstain" from voting, please indicate with a tick (✓) or a cross (X) within the box provided in respect of Resolution 1 to Resolution 17. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy/proxies not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.**
3. **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 this 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.

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.

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4. A Shareholder (whether individual or corporate, including Relevant Intermediaries (as defined in the Notice of AGM)) 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 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.
5. An investor who holds Shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("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**). This 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.
6. 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-Share 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-Share Registrar at srs.proxy@boardroomlimited.com,

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

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.

7. The completion and return of the instrument appointing a proxy(ies) by a Shareholder do not preclude such Shareholder from attending, speaking and voting in person at the 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.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing a proxy or proxies. In addition, in the case of Shareholders whose Shares are deposited with The Central Depository (Pte) Limited ("CDP"), the Company shall be entitled to reject any instrument appointing a proxy or proxies lodged if such Shareholder, being the appointer, is not shown to have Shares entered against his/her name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the AGM, as certified by the CDP to the Company.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 30 April 2024.