

**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 6<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 30 September 2019 issued a notice of supervisory committee (the “**Supervisory Committee**”) meeting to its supervisors in respect of the 6<sup>th</sup> Supervisory Committee meeting for financial year ending 31 December 2019 (“**FY2019**”), and the Supervisory Committee meeting was duly convened on 16 October 2019.

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 “2019 Restricted A-Share Incentive Scheme and its summary” (2019 年 A 股限制性股票计划及其摘要) be approved.

Upon discussion and review, the Supervisory Committee is of the view that the terms contained in the “2019 Restricted A-Share Incentive Scheme and its summary” are in compliance with the requirements of relevant laws, regulations and normative documents. The 2019 Restricted A-Share Incentive Scheme (the “**Scheme**”) is conducive to the sustainable development of the Company and the Supervisory Committee is not aware of any circumstances involving the Scheme which is detrimental to the interests of the Company and the shareholders as a whole.

This resolution has been approved by the competent state-owned assets supervision and administration bodies which have performed the contributor’s functions for the Company, following which, this resolution shall be submitted for shareholders’ approval at a general meeting of the Company.

2. That, the proposed contents of the “Assessment Management Measures for Implementation of the 2019 Restricted A-Share Incentive Scheme” (2019 年 A 股限制性股票激励计划实施考核管理办法) be approved.

Upon discussion and review, the Supervisory Committee is of view that the terms contained in the “Assessment Management Measures for Implementation of the 2019 Restricted A-Share Incentive Scheme” are in compliance with requirements of relevant laws, regulations and normative documents, as well as the Articles of Association of the Company and the “2019 Restricted A-Share Incentive Scheme and its summary”, and adhere to the principles of justice, transparency and fairness.

This resolution has been approved by the competent state-owned assets supervision and administration bodies which have performed the contributor's functions for the Company, following which, this resolution shall be submitted for shareholders' approval at a general meeting of the Company.

3. That, the proposed "List of Participants under the 2019 Restricted A-Share Incentive Scheme" (关于公司 2019 年 A 股限制性股票计划之激励对象人员名单) be approved.

Upon discussion and review, the Supervisory Committee is of view that each of the proposed participants to participate in the Scheme satisfies the conditions as stipulated in 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》) and the *Administrative Measures on Share Incentives of Listed Companies* (《上市公司股权激励管理办法》). The proposed participants to participate in the Scheme do not include supervisors, non-executive directors and independent directors of the Company, any shareholder or actual controller, individually or collectively, holding more than 5% of the shares of the Company and their respective spouses, parents and children. The subject qualification of each of the proposed participants is legal and effective.

By order of the Board  
16 October 2019