NOTICE OF ANNUAL GENERAL MEETING

IMPORTANT NOTE FOR SHAREHOLDERS:

The Company had previously given notice of the Annual General Meeting (as defined below) on 30 March 2022 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 (as defined below) supersedes the version announced by the Company on 30 March 2022.

This revised notice of Annual General Meeting (as defined below) has been made available on the SGXNET and on the Company's website at http://www.zhongxinp.com/ 21 days before the Annual General Meeting (as defined below) in accordance with the requirement of the Singapore Exchange Securities Trading Limited.

An electronic copy of the Company's Annual Report 2021 (as defined below) has also been, or will also be made available on the SGXNET and on the Company's website at http://www.zhongxinp.com/ 21 days before the Annual General Meeting (as defined below). Printed copies of the Company's Annual Report 2021 (as defined below) (which includes the printed copies of this revised notice of Annual General Meeting (as defined below)) will be sent to S-Shareholders 14 days before the Annual General Meeting (as defined below).

S-Shareholders and investors are advised to check the SGXNET and or the Company's website at http://www.zhongxinp.com/ regularly for updates.

NOTICE IS HEREBY GIVEN that the annual general meeting ("**AGM**" or "**Annual General Meeting**") for the financial year ended 31 December 2021 ("**FY2021**") of the Company will be held at the meeting room of Zhongxin Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the People's Republic of China 300193 on 16 May 2022 at 1:30 p.m.. Concurrently, the Annual General Meeting will be held by electronic means for holders of "S" shares ("**S-Shareholders**") in Singapore.

The agenda for the meeting shall be as follows:

1. To consider and approve the Chairman's Report for FY2021; **(Resolution 1)**

2. To consider and approve the Board of Directors' Report for FY2021; **(Resolution 2)**

3. To consider and approve the Supervisory Committee's Report for FY2021; **(Resolution 3)**

4. To consider and approve the Financial Report and Audit Report for FY2021 audited by ShineWing Certified Public Accountants LLP (信永中和会计师事务所) and RSM Chio Lim LLP and reviewed by the Audit Committee of the Company; **(Resolution 4)**

5. To consider and approve the scheme of profit distribution policy of the Company for FY2021; **(Resolution 5)**

   The Board has recommended to declare dividends of an aggregate amount of RMB386,721,538 on the basis of RMB5.0 (inclusive of taxes) for every 10 shares in the capital of the Company. The proposed dividend is payable in respect of 773,443,076 issued ordinary shares in the capital of the Company as at 31 December 2021.

6. To consider and approve the remuneration of S$55,000 for independent director Mr. Wong Gang for FY2021; **(Resolution 6)**

7. To consider and approve the remuneration of S$55,000 for independent director Mr. Liew Yoke Pheng Joseph for FY2021; **(Resolution 7)**

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and approve the remuneration of RMB25,000 for independent director QZhiyuan for FY2021 (specifically, for the period from 1 January 2021 to 17 May 2021); **(Resolution 8)**

9. To consider and approve the remuneration of RMB40,000 for independent director Ms. Li Qing for FY2021; **(Resolution 9)**

10. To consider and approve the aggregate remuneration for directors of the Company (the "**Directors**") for FY2021; **(Resolution 10)**

11. To consider and approve the aggregate remuneration for members of the Supervisory Committee for FY2021; **(Resolution 11)**

12. To consider and approve the proposed amendments to the Articles of Association of the Company in relation to the adoption of a cumulative voting system for the election of directors or supervisors of the Company; **(Resolution 12)**

(See Explanatory Note A)

13. To consider and approve the proposed renewal of the shareholders' mandate for the interested person transactions; **(Resolution 13)**

    (a) such approval given in the shareholders' mandate for the interested person transactions ("**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 be and 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 B)

14. To consider and approve the proposed lines of credit granted to the Company up to an aggregate limit of RMB8,815 million; **(Resolution 14)**

15. To consider and approve the proposed provision of guarantee for an amount of up to RMB500 million by the Company for Tianjin Zhongxin Medicine Co., Ltd. (天津中新医药有限公司) ("**TJZX Medicine**"); **(Resolution 15)**

(See Explanatory Note C)

16. To consider and approve the proposed provision of an entrusted loan (委托贷款) of RMB1,200 million by the Company to TJZX Medicine; and **(Resolution 16)**

(See Explanatory Note D)

17. To consider and approve the proposed change of the Chinese name of the Company from "天津中新药业集团股份有限公司" to "津药达仁堂集团股份有限公司", and proposed change of the English name of the Company from "Tianjin Zhong Xin Pharmaceutical Group Corporation Limited" to "Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited" (the "**Proposed Change of Company Name**"), and consequential amendments to the Articles of Association of the Company in relation to the Proposed Change of Company Name and the application for changes in the industrial and commercial registration, as well as to authorise the Directors and any one of them to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Company Name. **(Resolution 17)**

(See Explanatory Notes A and E)

NOTICE OF ANNUAL GENERAL MEETING

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, 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."

BY ORDER OF THE BOARD

Jiao Yan
Secretary to the Board of Directors
22 April 2022

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

A. Pursuant to Article 103 of 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, Resolutions 12 and 17 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. Please refer to the annexure to the Notice of AGM regarding the proposed amendments to the Articles of Association of the Company in relation to the adoption of a cumulative voting system for the election of directors or supervisors of the Company and the annexure to the Notice of AGM relating to the Proposed Change of Company Name for further details on Resolutions 12 and 17, respectively.

B. Please refer to the annexures to the Notice of AGM relating to the proposed renewal of the shareholders' mandate for the interested person transactions for further details.

C. Please refer to the Appendix C to the announcement dated 30 March 2022 in relation to resolutions passed at the 1st Board meeting for FY2022 and notice of annual general meeting for FY2021 made by the Company on 30 March 2022 for further details on this Resolution 15.

D. Please refer to the Appendix D to the announcement dated 30 March 2022 in relation to resolutions passed at the 1st Board meeting for FY2022 and notice of annual general meeting for FY2021 made by the Company on 30 March 2022 for further details on this Resolution 16.

E. Pursuant to Article 14 of the *Rules for the Shareholders' Meetings of Listed Companies (2022 Revision) (《上市公司股东大会规则》(2022修订))* issued by the China Securities Regulatory Commission and Article 70 of the Articles of Association of the Company, holders of ordinary shares who alone or in aggregate hold 3% or more of a listed company's shares may propose additional resolution(s) to be tabled at a general meeting 10 days before the general meeting. Accordingly, in addition to the resolutions stated in the previous announcement made by the Company on 30 March 2022, the controlling shareholder of the Company, Tianjin Pharmaceutical Holdings Co., Ltd. (天津市医药集团有限公司), who directly and indirectly holds approximately 43.81% equity interest in the issued and paid-up capital of the Company has proposed to include Resolution 17 to be tabled at the AGM.

Notes:

1. The AGM will be held by electronic means for S-Shareholders in Singapore pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings of Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

   Shareholders should note that this revised notice of AGM dated 22 April 2022 (the "Notice of AGM"), the annexure to the Notice of AGM regarding the proposed amendments to the Articles of Association of the Company in relation to the adoption of a cumulative voting system for the election of directors or supervisors of the Company and the proxy form in respect of the AGM (the "Proxy Form") have been made available on the SGXNET and on the Company's website at http://www.zhongxinp.com/ 21 days before the AGM in accordance with the requirement of the Singapore Exchange Securities Trading Limited.

   The Company's annual report for the financial year ended 31 December 2021 enclosing, *inter alia*, the annexures to the Notice of AGM regarding the proposed amendments to the Articles of Association of the Company in relation to the adoption of a cumulative voting system for the election of directors or supervisors of the Company, the proposed renewal of the shareholders' mandate for the interested person transactions and the Proposed Change of Company Name (the "**Annual Report 2021**") have also been, or will also be made available on the SGXNET and on the Company's website at http://www.zhongxinp.com/ 21 days before the AGM. Printed copies of the Annual Report 2021 (which includes the printed copies of this revised Notice of AGM and the Proxy Form) will be sent to S-Shareholders 14 days before the AGM. S-Shareholders and investors are advised to check the SGXNET and/or the Company's website at http://www.zhongxinp.com/ regularly for updates.

2. Alternative arrangements relating to attendance by S-Shareholders at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed by S-Shareholders via "**live**" audio-and-video webcast or "live" audio-only stream), submission of questions by S-Shareholders to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions relating to the AGM (including at the VIS (as defined below)) and voting by S-Shareholders by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Company's announcement dated 22 April 2022 (the "**Announcement**"). The printed copy of the Announcement will **not** be sent to S-Shareholders. Instead, the Announcement will be sent to S-Shareholders by electronic means via publication on the SGXNET and on the Company's website at http://www.zhongxinp.com/. For the avoidance of doubt, the Announcement is circulated together with, and forms part of, this revised Notice of AGM in respect of the AGM.

3. **Due to the current COVID-19 restriction orders in Singapore and in consideration of the well-being of the S-Shareholders, a S-Shareholder will not be able to attend the AGM in person. A S-Shareholder will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A S-Shareholder (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such S-Shareholder wishes to exercise his/her/its voting rights at the AGM. The Chairman of the AGM, as proxy, need not be a member of the Company.**

4. Where a S-Shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

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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 appoint the Chairman of the AGM as proxy should inform their respective CPF Agent Banks and/or SRS Operators to submit their votes at least 7 working days before the date of the AGM. **The Proxy Form is not valid for use by the investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 (2020 Revised Edition)) ("Investors"), CPF Investors and SRS Investors, and shall be ineffective for all intents and purposes if used or purported to be used by any of them. An Investor (other than a CPF Investor and SRS Investor) who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify voting instructions.**

6. Investors (other than CPF Investors and SRS Investors) will not be able to pre-register at https://bit.ly/TJZX2022AGM for the "live" broadcast of the AGM. An Investor (other than CPF Investors and SRS Investors) who wishes to participate in the "live" broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company's "S" Shares Registrar and Singapore Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., via email to AGM.TeamE@boardroomlimited.com no later than **1:30 p.m.** on **14 May 2022**.

7. The instrument appointing the Chairman of the AGM as proxy must be submitted 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 AGM.TeamE@boardroomlimited.com,

   in either case, by no later than **1:30 p.m.** on **14 May 2022**.

   A S-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-Shareholder is a corporation, the instrument of proxy appointing the Chairman of the AGM as proxy must be executed under seal or the hand of its duly authorised officer or attorney.

   In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for S-Shareholders to submit completed Proxy Forms by post, the Company strongly encourages S-Shareholders to submit completed Proxy Forms electronically via email.

8. A holder of shares entitled to attend and vote at the AGM (other than S-Shareholders, who is required to appoint the Chairman of the AGM as proxy at the AGM) is entitled to appoint one or more persons (who need not also be shareholders) to act as their proxies to attend and vote on their behalf.

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

9. S-Shareholders and investors will not be able to ask questions "live" during the broadcast of the AGM, and therefore it is important for S-Shareholders to submit their questions in advance of the AGM in accordance with the instructions below. S-Shareholders are encouraged to raise their questions (if any) as early as possible in advance of the AGM and can submit substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM and in the following manner:

   (a) via the pre-registration website at https://bit.ly/TJZX2022AGM;

   (b) by email to zxyy600329@163.com; or

   (c) 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.

   All questions relating to the resolutions to be tabled for approval at the AGM for the purposes of the AGM submitted in advance via any of the above channels must be received by **9:00 a.m.** on **7 May 2022** for the purposes of the AGM (the "**AGM Questions Deadline**").

   In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, S-Shareholders and investors are strongly encouraged to submit their questions via the pre-registration website or by email.

   The Company will endeavour to answer all substantial and relevant questions in relation to the resolutions to be tabled for approval at the AGM received by the AGM Questions Deadline, via an announcement on the SGXNET and on the Company's website at http://www.zhongxinp.com/ **after trading hours on 10 May 2022** (being no later than 72 hours before the closing date and time for lodgment of the Proxy Form). 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 http://www.zhongxinp.com/ within one (1) month after the date of the AGM.

NOTICE OF ANNUAL GENERAL MEETING

10. As required by the SGX-ST, in order to facilitate shareholders' votes and to allow shareholders to make an informed decision on Resolution 12 which relates to the proposed amendments to the Articles of Association of the Company in relation to the adoption of a cumulative voting system for the election of directors or supervisors of the Company (the "**2022 1st Proposed AOA Amendments**") to be tabled for approval at the AGM, a virtual information session ("**VIS**") conducted by electronic means will be held **from 3:00 p.m. to 4:00 p.m. on 6 May 2022** for shareholders of the Company (the "**Shareholders**") prior to the closing date and time for the lodgement of proxy forms for the AGM, in accordance with the Regulator's Column issued by the Singapore Exchange Regulation (the "**SGX RegCo**") on 16 December 2021 entitled "What SGX RegCo expects on the conduct of general meetings amid the ongoing COVID-19 situation", where the Company will endeavour to address all substantial and relevant questions in relation to the 2022 1st Proposed AOA Amendments to be tabled for approval at the AGM that are received by **9:00 a.m.** on **30 April 2022** for the purposes of the VIS (the "**VIS Questions Deadline**") and at the VIS. **S-Shareholders should note that, notwithstanding that S-Shareholders will NOT be able to ask questions "live" at the AGM during the "live" audio-and-video webcast/"live" audio-only stream of the AGM, S-Shareholders will be able to ask questions in relation to the 2022 1st Proposed AOA Amendments "live" by typing in and submitting their questions through the "live" chat function during the VIS. Accordingly, S-Shareholders are encouraged to participate in the "live" broadcast of the VIS in relation to the 2022 1st Proposed AOA Amendments.**

    Please refer to the Announcement for further details in relation to the VIS.

    The Company will publish the minutes of the VIS, which will include, *inter alia*, the substantial and relevant questions relating to the 2022 1st Proposed AOA Amendments received by the VIS Questions Deadline and at the VIS, and the responses from the Board and/or management of the Company to such questions, or provide a link for Shareholders to access a recording of the VIS on the SGXNET and on the Company's website at http://www.zhongxinp.com/ **after trading hours on 10 May 2022** (being at least 72 hours prior to the closing date and time for the lodgment of the proxy forms).

11. Pursuant to the Company's Articles of Association, a holder of tradable domestic 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. A holder of "S" shares must be registered in the shareholder name list or in the Depository Register forty-eight (48) hours before the appointed time for holding the AGM.

12. A holder of tradable domestic shares with limiting conditions for sale who is planning to attend the AGM must give a written notice to the Company no later than 20 April 2022.

13. 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 in connection with his/her/its attendance at the AGM shall be borne by that shareholder.

14. As the COVID-19 situation continues to evolve, the Company may be required to change our arrangements in Singapore at short notice. S-Shareholders should check the SGXNET and/or the Company's website at http://www.zhongxinp.com/ for the latest updates on the status of the AGM for S-Shareholders.

15. The Company thanks all members for their understanding and cooperation to hold the AGM in line with appropriate safe distancing measures amidst the COVID-19 pandemic.

16. **Personal Data Privacy:** Where a S-Shareholder of the Company submits (a) an application to pre-register to participate in the AGM via electronic means, (b) questions relating to the resolution(s) to be tabled for approval at the AGM, and/or (c) the Proxy Form appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, such S-Shareholder (i) consents to the collection, use and disclosure of such S-Shareholder's personal data by the Company (or its agents or service providers) for the purposes of (1) processing his/her/its application to pre-register to participate in the AGM via electronic means and providing him/her/it with any technical assistance where possible, (2) addressing any selected questions submitted by him/her/it and following up with him/her/it where necessary, (3) processing, administration, analysis and facilitation by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof), and (4) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines, and (ii) agrees that he/she/it will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his/her/its action or omission.