

Independent Directors' Opinion on the Private Placement and the Scheme on Return of Investment to the Shareholders of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the "Company")

Pursuant to the *Guidance on the Establishment of Independent Directors Systems by Listed Companies* promulgated by the China Securities Regulatory Commission ("CSRC") (《关于在上市公司建立独立董事制度的指导意见》), *Code of Corporate Governance for Listed Companies* promulgated by the CSRC (《上市公司治理准则》), *Rules Governing the Listing of Securities on Shanghai Stock Exchange* (《上海证券交易所股票上市规则》), other applicable laws and regulations, and the Articles of Association of the Company, we, as the independent directors of the Company, are of the opinion that:

1. The private placement of A shares is in accordance with the *Company Law* of the People's Republic of China ("PRC") (《中华人民共和国公司法》), *Securities Law* of the PRC (《中华人民共和国证券法》), *Administrative Measures for the Issuance of Securities by Listed Companies* (《上市公司证券发行管理办法》), *Detailed Rules for the Private Placement of Shares by Listed Companies* (《上市公司非公开发行股票实施细则》), and other relevant laws and regulations. The investment projects are in line with national industrial policy and have good market prospects. The completion of the private placement will help to improve the Company's asset quality, financial conditions, and enhance sustainable profitability. Therefore, the private placement is in the best interests of the Company and the Shareholders for its long term development.
2. The procedures for calling and holding the Board meeting of the Company, and the voting on the Board resolutions are in compliance with the applicable laws and regulations and the Articles of Association of the Company. Therefore, the resolutions of the Board meeting are legally and validly passed.
3. Scheme on the return of investment to Shareholders from 2014 to 2016 could achieve the sustainable, steady and scientific return of investment to Shareholders, and still allow for the Company's sustainable development. Subject to the Company ensuring that the development of the Company continues at a normal pace, the distribution of profits through cash dividends, stocks and/or the combination of cash and stocks, is in the interests of the Shareholders, and is in compliance with the applicable laws and regulations without prejudice to the interests of minority Shareholders.

The private placement and the scheme on the return of investment to Shareholders from 2014 to 2016 are in accordance with the applicable laws, regulations and Articles of Association of the Company without any prejudice to the interests of the Company and the Shareholders. In relation to the private placement, the Company requires approvals from the State-owned Assets Supervision and Administration Commission of Tianjin Municipal People's Government, the Shareholders and the CSRC.

Executed by the Independent Directors

Mr. Chen Timothy Teck-Leng
Mr. Vincent Toe Teow Heng
Mr. Gao Xue Min