

TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

(Company Registration No.: 91120000103100784F)

(Incorporated in the People's Republic of China)

MINUTES OF THE 2ND EXTRAORDINARY GENERAL MEETING OF TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED (THE "COMPANY") FOR FY2021 HELD ON 10 DECEMBER 2021

DATE : 10 December 2021

TIME : 2:00 p.m.

VENUE : Meeting room of Zhongxin Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the People's Republic of China 300193 for holders of "A" shares ("**A-Shareholders**")

Concurrently, the EGM (as defined herein) was held by electronic means for holders of "S" shares ("**S-Shareholders**", together with the A-Shareholders, the "**Shareholders**") in Singapore

CALLED BY : Board of Directors

CHAIRMAN OF THE EGM : Ms. Li Yan

INTRODUCTION

The Chairman of the EGM ("**EGM Chairman**") welcomed all the Shareholders to the Company's 2nd extraordinary general meeting for the financial year ending 31 December 2021 ("**FY2021**") ("**EGM**" or "**Extraordinary General Meeting**") and stated that voting by A-Shareholders at the EGM was to be carried out through a combination of on-site voting and online voting. Concurrently, the Company had provided S-Shareholders with access to observe and/or listen to the EGM proceedings via "live" audio-and-video webcast or "live" audio-only stream in accordance with relevant regulations and rules currently implemented in Singapore due to the COVID-19 situation. The EGM Chairman then called for the proceedings of the EGM to be officially started.

QUORUM

As a quorum was present, Ms. Jiao Yan (Secretary to the Board), on behalf of the EGM Chairman, called the EGM to order at 2:00 p.m.

Ms. Jiao Yan, on behalf of the EGM Chairman, then introduced the following persons who were present at the EGM or attended the EGM via live webcast or audio conference:

Physically present:

Directors

- Ms. Li Yan (Chairman of the Board and Executive Director)
- Mr. Zhang Ping (Non-Independent and Non-Executive Director)
- Mr. Wang Mai (Executive Director)

- Secretary to the Board** - Ms. Jiao Yan
- Supervisor(s)** - Ms. Guo Xiumei (Employee Supervisor)
- Management** - Ms. Li Yan (General Manager)
- PRC Legal Counsel** - Guantao Law Firm (Tianjin Office)
Represented by: Ms. Guo Jichun
Ms. Yang Miao

Attended via live webcast or audio conference:

- Directors** - Mr. Wong Gang (Lead Independent and Non-Executive Director)
Mr. Liew Yoke Pheng Joseph (Independent and Non-Executive Director)
Mr. Guo Min (Executive Director)
- Singapore Legal Counsel** - Shook Lin & Bok LLP
Represented by: Ms. Nicole Zheng
- Singapore Polling Agent** - Boardroom Corporate & Advisory Services Pte. Ltd.
Represented by: Ms. Lydia Poon
Mr. Chan Kok Leong
- Singapore Scrutineer** - Drewcorp Services Pte. Ltd.
Represented by: Ms. Tan Ching Ching
Ms. Joanne Yeo

NOTICE OF MEETING AND BUSINESS OF THE EGM

Ms. Jiao Yan, on behalf of the EGM Chairman, stated that the meeting materials have been sent to Shareholders or published on the website of the Shanghai Stock Exchange and SGXNet, and the notice convening the EGM was taken as read. The EGM proceeded to consider the resolutions which were being tabled for Shareholders' approval at the EGM.

The Company had not received any questions submitted by S-Shareholders in advance of the EGM and no questions were raised by the A-Shareholders at the EGM.

VOTING PROCEEDINGS AND RESULTS

Ms. Jiao Yan, on behalf of the EGM Chairman, stated that voting by S-Shareholders had been conducted in advance of the EGM by the appointment of the EGM Chairman as proxy and had been verified by a Singapore scrutineer appointed by the Company pursuant to the relevant regulations and rules currently implemented in Singapore due to the COVID-19 situation, and the voting results were to be declared together with those of the A-Shareholders. It was noted that Drewcorp Services Pte. Ltd. had been appointed as the Singapore scrutineer for the EGM.

Ms. Jiao Yan, on behalf of the EGM Chairman, then stated that with respect to voting by the A-Shareholders, the scrutineer team comprised of Ms. Guo Jichun (representative of PRC legal counsel), Ms. Guo Xiumei (employee supervisor), Ms. Wang Wei (representative of A-Shareholders) and counting personnel comprised of Ms. Jiang Ling and Mr. Wang Jian.

Ms. Guo Jichun introduced the voting rules and procedures for A-Shareholders on behalf of the scrutineer team, following which the A-Shareholders proceeded to vote, and the EGM was adjourned for 1.75 hour(s).

The EGM resumed at 4:00 p.m., and Ms. Jiao Yan, on behalf of the EGM Chairman, proceeded to announce the voting results of each of the resolutions.

Resolution 1 - To consider and approve the proposed appointment of Ms. Zhang Mingrui as Non-Executive and Non-Independent Director of the Company with effect from the date of the Extraordinary General Meeting

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
355,776,377	99.855	518,045	0.145	0	0.000

Based on the voting results, Ms. Jiao Yan, on behalf of the EGM Chairman, declared the motion carried.

Resolution 2 - To consider and approve the proposed appointment of Mr. Xing Jianhua as Supervisor of the Company with effect from the date of the Extraordinary General Meeting

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
356,102,522	99.946	181,200	0.051	10,700	0.003

Based on the voting results, Ms. Jiao Yan, on behalf of the EGM Chairman, declared the motion carried.

Resolution 3 - To consider and approve the proposed extension of time to perform the non-compete undertaking by the controlling shareholder of the Company, Tianjin Pharmaceutical Holdings Co., Ltd.

Tianjin Pharmaceutical Holdings Co., Ltd. (“TPH”), the controlling shareholder of the Company which holds 325,855,528 A-shares in the Company, and Tianjin Pharmaceutical (Singapore) International Investment Pte. Ltd. (being the wholly owned subsidiary of TPH) which holds 5,265,000 S-shares in the Company, had abstained from voting on this Resolution 3. In addition, TPH and its associates did not accept nominations as proxies or otherwise for voting on this Resolution 3 at the EGM, unless they were given specific instructions by independent shareholder(s) as to how to vote. Further, Jinhushen Biological Medical Science and Technology Co., Ltd (津沪深生物医药科技有限公司), which holds 4,497 A-shares in the Company, had also abstained from voting on this Resolution 3.

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
30,408,794	99.901	30,100	0.099	0	0.000

Based on the voting results, Ms. Jiao Yan, on behalf of the EGM Chairman, declared the motion carried.

Resolution 4 - To consider and approve the line of credit granted to the Company by Shanghai Pudong Development Bank Co., Ltd. up to a limit of RMB1,300 million

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
356,275,122	99.995	19,300	0.005	0	0.000

Based on the voting results, Ms. Jiao Yan, on behalf of the EGM Chairman, declared the motion carried.

Resolution 5 - 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

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
354,966,122	99.627	78,300	0.022	1,250,000	0.351

Based on the voting results, Ms. Jiao Yan, on behalf of the EGM Chairman, declared the motion carried.

WITNESSED BY PRC LEGAL COUNSEL

Ms. Guo Jichun, the representative of the PRC legal counsel of the Company, confirmed that the calling and convening of the EGM were in compliance with provisions of relevant laws, regulations and normative documents, as well as the Articles of Association of the Company. The eligibility of the Board of Directors to call the EGM and the Shareholders present at the EGM were legitimate and valid. The voting procedures and results of the EGM were legitimate and valid.

CLOSURE

There being no other business to transact, Ms. Jiao Yan, on behalf of the EGM Chairman, declared the EGM of the Company closed at 4:05 p.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

Ms. Li Yan
Chairman of the Board