

**TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED**  
(Company Registration No.: 91120000103100784F)  
(Incorporated in the People's Republic of China)

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**MANDATORY CONDITIONAL CASH OFFER BY DBS BANK LTD. AND BANK OF CHINA LIMITED, SINGAPORE BRANCH FOR AND ON BEHALF OF TIANJIN PHARMACEUTICAL (SINGAPORE) INTERNATIONAL INVESTMENT PTE. LTD. (THE "OFFEROR") TO ACQUIRE ALL THE ISSUED AND PAID-UP S SHARES IN THE CAPITAL OF TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED (THE "COMPANY"), OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY JINHUSHEN BIOLOGICAL MEDICAL SCIENCE AND TECHNOLOGY CO., LTD (津沪深生物医药科技有限公司), THE OFFEROR AND TIANJIN PHARMACEUTICAL HOLDINGS CO., LTD. (天津市医药集团有限公司) ("TPH")**

**MANDATORY UNCONDITIONAL CASH OFFER BY JINHUSHEN BIOLOGICAL MEDICAL SCIENCE AND TECHNOLOGY CO., LTD (津沪深生物医药科技有限公司) (THE "PURCHASER") TO ACQUIRE ALL THE ISSUED AND PAID-UP A SHARES IN THE CAPITAL OF THE COMPANY, OTHER THAN THOSE WITH SELLING RESTRICTIONS AND THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE PURCHASER, THE OFFEROR AND TPH**

— **ELECTRONIC DESPATCH OF OFFEREE CIRCULARS**

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**1. INTRODUCTION**

The Board of Directors ("**Board**") of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the "**Company**") refers to:

- (a) the announcements dated 9 October 2018, 15 June 2020, 28 September 2020, 20 December 2020, 22 December 2020, 1 February 2021 and 26 March 2021 made by the Company in relation to a mixed-ownership reform proposed by the Company's controlling shareholder, Tianjin Pharmaceutical Holdings Co., Ltd. (天津市医药集团有限公司) ("**TPH**") in order to effectively implement the general planning of the Tianjin Municipal Committee of the Communist Party of China, Tianjin Municipal People's Government and State-owned Assets Supervision and Administration Commission of Tianjin Municipal People's Government on promoting the reform of state-owned enterprises;
- (b) the possible chain offers announcement dated 20 December 2020 (the "**Possible Chain Offers Announcement**") jointly made by DBS Bank Ltd. and Bank of China Limited, Singapore Branch (the "**Joint Singapore Financial Advisers**") for and on behalf of Tianjin Pharmaceutical (Singapore) International Investment Pte. Ltd. (the "**Offeror**") in relation to a possible mandatory conditional cash offer to acquire all the issued and paid-up shares in the capital of the Company (the "**Shares**") which are listed on the Official List of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**S Shares**"), other than those already owned, controlled or agreed to be acquired by Jinhushen Biological Medical Science and Technology Co., Ltd (津沪深生物医药科技有限公司) (the "**Purchaser**"), the Offeror and TPH (the "**S Shares Chain Offer**"), and a possible mandatory unconditional cash offer by the Purchaser to acquire all the Shares which are listed on the Shanghai Stock Exchange (the "**A Shares**"), other than those A Shares with selling restrictions and those A Shares already owned, controlled or agreed to be acquired by the Purchaser, the Offeror and TPH (the "**A Shares Chain Offer**", and collectively with the S Shares Chain Offer, the "**Chain Offers**");
- (c) the corresponding announcement made by the Company on 20 December 2020 in response to the Possible Chain Offers Announcement;

- (d) the announcement dated 30 December 2020 made by the Company in relation to the “no actual controller” statement;
- (e) the announcements dated 18 February 2021 and 19 March 2021 made by the Company in relation to update on the possible Chain Offers;
- (f) the formal offer announcement dated 26 March 2021 (the “**Formal Offer Announcement**”) jointly made by the Joint Singapore Financial Advisers, for and on behalf of the Offeror, in relation to the Chain Offers;
- (g) the offer document dated 26 March 2021 (the “**Offer Document**”) issued by the Joint Singapore Financial Advisers, for and on behalf of the Offeror, in respect of the Chain Offers; and
- (h) the announcement dated 26 March 2021 made by the Company in relation to, *inter alia*, the Company’s response to the Formal Offer Announcement and appointment of independent financial advisers.

*Unless otherwise defined, all capitalised terms used and not defined herein shall bear the same meanings ascribed to them in the Offer Document and the relevant announcements.*

## **2. ELECTRONIC DESPATCH OF OFFEREE CIRCULARS AND DESPATCH OF NOTIFICATION**

Further to the above announcements, the Board wishes to inform the holders of the S Shares of the Company (including persons whose S Shares are deposited with The Central Depository (Pte) Limited or who have purchased S Shares on the SGX-ST) (the “**S Shares Shareholders**”) that a circular dated 9 April 2021 (the “**S Shares Offeree Circular**”) containing, *inter alia*, the advice of RHB Bank Berhad, through its Singapore branch (新加坡兴业银行), being the independent financial adviser appointed in accordance with the Singapore Code on Take-overs and Mergers (the “**Code**”) to advise the Non-Interested Directors on the S Shares Chain Offer (the “**IFA for S Shares Chain Offer**”) and the recommendation of the Non-Interested Directors in respect of the S Shares Chain Offer has been issued to the S Shares Shareholders today.

In connection with the S Shares Chain Offer, the Company has opted to electronically despatch the S Shares Offeree Circular through publication on SGXNET and the Company’s corporate website pursuant to the Securities Industry Council’s Public Statement on Despatch of Take-over Documents under the Code issued on 6 May 2020 and Public Statement on the Extension of the Temporary Measures to Allow for Electronic Despatch of Take-over Documents under the Code issued on 29 September 2020. Accordingly, no printed copies of the S Shares Offeree Circular will be despatched to the S Shares Shareholders.

Hardcopy notifications (the “**Notification**”) with instructions on how the S Shares Shareholders can locate the S Shares Offeree Circular electronically have been despatched by post to the S Shares Shareholders today.

An electronic copy of the S Shares Offeree Circular is available on the website of the SGX-ST at <http://www.sgx.com> and on the corporate website of the Company at <http://www.zhongxinp.com/>.

**The S Shares Offeree Circular requires the immediate attention of the S Shares Shareholders. S Shares Shareholders should read the Offer Document, the S Shares Offeree Circular and the advice of the IFA for S Shares Chain Offer to the Non-Interested Directors in respect of the S Shares Chain Offer carefully and consider the recommendation of the Non-Interested Directors and the advice of the IFA for S Shares Chain Offer to the Non-Interested Directors in respect of the S Shares Chain Offer before deciding whether or not to accept the S Shares Chain Offer. If you are in any doubt in relation to the S Shares Chain Offer or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately.**

In addition, an electronic copy of the circular issued by the Company to the holders of A Shares of the Company in accordance with the Code dated 9 April 2021 (the “**A Shares Offeree Circular**”) containing, *inter alia*, the advice of the independent financial adviser for the A Shares Chain Offer and the recommendation of the Non-Interested Directors in relation to the A Shares Chain Offer has today been uploaded on the website of the SSE at <https://www.sse.com.cn>. The S Shares Offeree Circular and A Shares Offeree Circular shall collectively be referred to as the “**Offeree Circulars**”.

### **3. S SHARES CHAIN OFFER CLOSING DATE**

S Shares Shareholders should note that, as stated in the Offer Document, the S Shares Chain Offer will close at **5.30 p.m. (Singapore time) on 29 April 2021** (the “**S Shares Chain Offer Closing Date**”).

**The Offeror had given notice that the Offeror will not extend the S Shares Chain Offer beyond 5.30 p.m. (Singapore time) on the S Shares Chain Offer Closing Date and the S Shares Chain Offer will not be open for acceptances beyond 5.30 p.m. (Singapore time) on the S Shares Chain Offer Closing Date, save that such notice shall not be capable of being enforced in a competitive situation.**

### **4. OVERSEAS SHAREHOLDERS**

The Notification may not be sent to certain S Shares Shareholders whose addresses are outside Singapore (the “**Overseas Shareholders**”) due to the potential restrictions on sending such documents to overseas jurisdictions. Any affected Overseas Shareholder may nonetheless (subject to compliance with applicable laws) download a copy of the S Shares Offeree Circular from the website of the SGX-ST at <http://www.sgx.com>.

### **5. DIRECTORS’ RESPONSIBILITY STATEMENT**

The Directors (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement (other than those relating to the Chain Offers, the Offeror, the Purchaser, and parties acting in concert or deemed to be acting in concert with the Offeror and/or the Purchaser) are fair and accurate, and there are no other material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept full responsibility accordingly.

Where any information in this announcement has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Possible Chain Offers Announcement, the Formal Offer Announcement and any other announcements made by or on behalf of the Offeror and/or the Purchaser), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

### **By Order of the Board**

Jiao Yan  
Secretary to the Board of Directors  
9 April 2021