

TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

(Company Registration Number: 91120000103100784F)

(Incorporated in the People's Republic of China)

NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DESPATCH OF OFFEREE CIRCULAR

9 April 2021

To: The holders of S Offer Shares

Dear Sir/Madam

MANDATORY CONDITIONAL CASH OFFER (THE “S SHARES CHAIN 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”) FOR ALL THE ORDINARY SHARES OF TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED (THE “COMPANY”) WHICH ARE LISTED ON THE OFFICIAL LIST OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED, 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 TIANJIN PHARMACEUTICAL HOLDINGS CO., LTD. (天津市医药集团有限公司) (“TPH”) (THE “S OFFER SHARES”)

1. INTRODUCTION

The board of directors (the “**Board**”) of the Company refers to:

- (i) the announcement dated 26 March 2021 (“**Offer Announcement**”) made by DBS Bank Ltd. and Bank of China Limited, Singapore Branch for and on behalf of the Offeror in relation to *inter alia* the S Shares Chain Offer and the despatch of the formal offer document relating to *inter alia* the S Shares Chain Offer;
- (ii) the formal offer document dated 26 March 2021 in connection with *inter alia* the S Shares Chain Offer (“**Offer Document**”), issued by DBS Bank Ltd. and Bank of China Limited, Singapore Branch for and on behalf of the Offeror in accordance with the Singapore Code of Take-overs and Mergers (“**Code**”);
- (iii) the announcement dated 26 March 2021 made by the Company in response to the Offer Announcement and in relation to *inter alia* the appointment of RHB Bank Berhad, through its Singapore branch (新加坡兴业银行) as the independent financial adviser in relation to the S Shares Chain Offer (“**IFA for S Shares Chain Offer**”);
- (iv) the announcement dated 9 April 2021 made by the Company in relation to *inter alia* the despatch of the offeree circular relating to the S Shares Chain Offer (“**Offeree Circular**”); and
- (v) the Offeree Circular dated 9 April 2021 (including the advice of the IFA for S Shares Chain Offer, amongst others), issued by the Company in accordance with the Code.

2. ELECTRONIC DESPATCH OF OFFEREE CIRCULAR

The Board wishes to inform the holders of S Offer Shares that in connection with the S Shares Chain Offer, the Company has opted to electronically despatch the Offeree Circular, pursuant to the Securities Industry Council's Public Statement on Despatch of Take-over Documents under the Singapore Code on Take-overs and Mergers 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, an electronic copy of the Offeree Circular dated 9 April 2021 has, as of the date of this Notice, been published on the website of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). To access the electronic version of the Offeree Circular:

- (a) you may directly access the Company's announcement page on the website of the SGX-ST by scanning the following QR code:



- (b) you may also access the website of the SGX-ST at <https://www.sgx.com> and select the section "**Securities**", select "**Company Information**" and then "**Company Announcements**" from the drop-down menu list and type the name of the Company: "**Tianjin Zhong Xin Pharm Group**" in the box titled "**Filter by Company/Security Name**". "**Tianjin Zhong Xin Pharm Group**" will appear as a drop-down item below the filter box.

Thereafter, please select the announcement dated 9 April 2021 titled "REPL::Tender/ Acquisition/ Takeover/ Purchase Offer::Mandatory". The Offeree Circular can be accessed by clicking on the link under the section titled "**Attachments**" at the bottom of the announcement.

The electronic version of the Offeree Circular may also be accessed directly on the "公司动态 (NEWS)" page on the website of the Company at the following URL: <http://www.zhongxinp.com/>. Alternatively, you may access the page by scanning the following QR code:



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3. RESPONSIBILITY STATEMENT

The directors of the Company (including those who may have delegated detailed supervision of this Notice) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Notice (other than those relating to the S Shares Chain Offer, 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 Notice, the omission of which would make any statement in this Notice misleading, and they jointly and severally accept full responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the Purchaser and/or their concert parties (including without limitation any announcements made by or on behalf of the Offeror and/or the Purchaser), the sole responsibility of the directors of the Company 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 Notice.

**BY ORDER OF THE BOARD
TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED**

Li Liquan
Chairman of Board of Directors
9 April 2021

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