

**TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED**

(Company Registration No. 91120000103100784F)

(Incorporated in People's Republic of China)

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**Reminder Notice of Annual General Meeting for FY2017**

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The Board refers to the Notice of Annual General Meeting for FY2017 released by the Company on 30 March 2018. Pursuant to the Articles of Association of the Company, the Company hereby gives the reminder notice of the Annual General Meeting for FY2017.

An Annual General Meeting for the proposed private placement will be held at the meeting room of Super Garden Hotel, No. 2 Rongye Avenue, Heping District, Tianjin 300021, PRC on 15 May 2018 at 1:30 p.m.. Concurrently, a video conferencing for holders of "S" shares will be held at Pinnacle Suite, Wangz Business Centre, 7 Temasek Blvd, #44-01, The Penthouse Suntec Tower 1, Singapore 038987.

The agenda for the meeting shall be as follows:

1. To consider and approve the Chairman's Report for FY2017; (Resolution 1)
2. To consider and approve the Board of Directors' Report for FY2017; (Resolution 2)
3. To consider and approve the Supervisory Committee's Report for FY2017; (Resolution 3)
4. To consider and approve the Financial Report and Audit Report for FY2017 audited by Ruihua Certified Public Accountants LLP and RSM Chio Lim LLP; (Resolution 4)
5. To consider and approve the scheme of profit distribution policy of the Company for FY2017; (Resolution 5)

The Board has recommended to declare dividends of an aggregate amount of RMB153,774,615.20 on the basis of RMB2.00 (inclusive of taxes) for every 10 shares in the capital of the Company. The proposed dividend is payable in respect of 768,873,076 issued ordinary shares in the capital of the Company as at 31 December 2017.

6. To consider and approve the remuneration of S\$60,000 for independent director Mr. Timothy Chen Teck-Leng for FY2017; (Resolution 6)
7. To consider and approve the remuneration of S\$55,000 for independent director Mr. Toe Teow Heng for FY2017; (Resolution 7)
8. To consider and approve the remuneration of RMB60,000 for independent director Mr. Qiang Zhi Yuan for FY2017; (Resolution 8)
9. To consider and approve the aggregate remuneration for directors of the Company for FY2017;

(Resolution 9)

10. To consider and approve the aggregate remuneration for members of the Supervisory Committee for FY2017; (Resolution 10)
11. To consider and approve the re-appointment of Mr. Qiang Zhi Yuan as independent director of the Company; (Resolution 11)
12. To consider and approve the appointment of Ms. Yu Hong as director of the Company be approved; (Resolution 12)
13. To consider and approve the appointment of Mr. Wang You Sheng as the member of the Supervisory Committee; (Resolution 13)
14. To consider and approve the proposed amendments of the Articles of Association of the Company; (Resolution 14)
15. To renew the shareholders' mandate for the interested person transactions; (Resolution 15)
16. To consider and approve the loan facilities granted to the Company to an aggregate limit of RMB8,050,000,000; and (Resolution 16)
17. To consider and approve the re-election of "Ruihua Certified Public Accountants LLP" as PRC auditors of the Company, to hold office until the conclusion of the next annual general meeting, and re-election of "RSM Chio Lim LLP" as international auditors of the Company to hold office until the conclusion of the next annual general meeting, and to propose for the shareholders of the Company at the annual general meeting for FY2017 and to authorise the Board of Director to determine their remuneration. (Resolution 17)

Notes:

1. A holder of shares entitled to attend and vote at the Annual General Meeting 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.

2. To be effective, the instrument appointing a proxy or proxies must be lodged at the Company's "S" Shares Registrar and Singapore Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles' Place, #32-01 Singapore Land Tower, Singapore 048623 (in the case of a holder of "S" shares) no later than 1.30 p.m. on 13 May 2018.
3. Personal Data Privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and

compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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 (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

4. 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 Annual General Meeting of his or her intention to attend the Annual General Meeting. A holder of "S" share shall be registered in the shareholder name list or in the Depository Register 48 hours before the appointed time for holding the Annual General Meeting.
5. A holder of tradable domestic shares with limiting conditions for sale who is planning to attend the Annual General Meeting must give a written notice to the Company no later than 19 April 2018.
6. A holder of "S" Shares must be registered in the shareholder name list or in the Depository Register pursuant to his/her identity card and share certificates no later than 1.30 p.m. on 13 May 2018.
7. The Annual General Meeting is expected to last for half a day and all accommodation and other expenses incurred by a shareholder or his/her proxy in connection with his/her attendance at the Annual General Meeting shall be borne by that Shareholder.

By order of the Board

Jiao Yan  
9 May 2018