TIANJIN PHARMACEUTICAL DA REN TANG GROUP CORPORATION LIMITED
(Formerly known as Tianjin Zhong Xin Pharmaceutical Group Corporation Limited)
(Company Registration No.91120000103100784F)
(Incorporated in the People's Republic of China)

REMINDER NOTICE OF ANNUAL GENERAL MEETING FOR FY2022

The board of directors (the "Board") and every individual director of Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited (formerly known as Tianjin Zhong Xin Pharmaceutical Group Corporation Limited) (the "Company") hereby confirm that they will individually and collectively accept full responsibility for the accuracy of the information given in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated in this announcement are fair and accurate in all material respects as at the date of this announcement, and that there are no material facts the omission of which would make any statement in this announcement misleading.

The Board refers to the notice of annual general meeting for FY2022 (as defined below) released by the Company on 28 April 2023. Pursuant to the Articles of Association of the Company, the Company hereby gives the reminder notice of annual general meeting for FY2022 (as defined below).

IMPORTANT NOTE FOR SHAREHOLDERS:

The Company had previously given notice of the AGM (as defined below) on 31 March 2023 in compliance with Article 69 of the Articles of Association of the Company and the listing rules of the Shanghai Stock Exchange which requires the Company to issue a written notice 45 days in advance of a shareholders' meeting.

The Company further announced a revised notice of AGM (as defined below) on 28 April 2023 (the "**Notice of AGM**"), which was given in compliance with the listing rules of the Singapore Exchange Securities Trading Limited, supersedes the version announced by the Company on 31 March 2023.

Printed copy of the Company's annual report for FY2022 (as defined below) (which includes the printed copies of the Notice of AGM) had been sent to S-Shareholders 14 days before the AGM (as defined below). The said annual report and the Revised Notice of AGM had also been made available on the SGXNET and on the Company's website at www.jydrt.com.cn. S-Share Shareholders and investors are advised to check the SGXNET regularly for updates.

REMINDER NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**" or "**Annual General Meeting**") for the financial year ended 31 December 2022 ("**FY2022**") of the Company will be held on Monday, 15 May 2023 at 1:30 p.m. at the meeting room of Da Ren Tang Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the People's Republic of China (the "**PRC**") 300193. Concurrently, a video conferencing at Library 1 & 2, Level 8, 1 Pickering Street, Great Eastern Centre, Singapore 048659 for holders of S-Shares (the "**S-Share Shareholders**") in Singapore.

The agenda for the meeting shall be as follows:

1. To consider and approve the Chairman's Report for FY2022. **(Resolution 1)**

2. To consider and approve the Board of Directors' Report for FY2022. **(Resolution 2)**

3. To consider and approve the Supervisory Committee's Report for FY2022. **(Resolution 3)**

4. To consider and approve the Financial Report and Audit Report for FY2022 audited by ShineWing Certified Public Accountants LLP (信永中和会计师事务所) and RSM Chio Lim LLP and reviewed by the Audit Committee of the Company. **(Resolution 4)**

5. To consider and approve the scheme of profit distribution policy of the Company for FY2022. **(Resolution 5)**

   The Board has recommended to declare dividends of an aggregate amount of RMB866,256,245.12 on the basis of RMB11.20 (inclusive of taxes) for every 10 shares in the capital of the Company. The proposed dividend is payable in respect of 773,443,076 issued ordinary shares in the capital of the Company as at 31 December 2022.

6. To consider and approve the remuneration of S$55,000 for independent director Mr. Wong Gang for FY2022 (specifically, for the period from 1 January 2022 to 30 December 2022). **(Resolution 6)**

7. To consider and approve the remuneration of S$55,000 for independent director Mr. Liew Yoke Pheng Joseph for FY2022. **(Resolution 7)**

8. To consider and approve the remuneration of RMB60,000 for independent director Ms. Li Qing for FY2022. **(Resolution 8)**

9. To consider and approve the aggregate remuneration for directors of the Company for FY2022. **(Resolution 9)**

10. To consider and approve the aggregate remuneration for members of the Supervisory Committee for FY2022. **(Resolution 10)**

11. To consider and approve the proposed renewal of the shareholders' mandate for the interested person transactions: **(Resolution 11)**

    (a) such approval given in the shareholders' mandate for the interested person transactions (the "**Shareholders' Mandate**") shall, unless revoked or varied by the Company in a general meeting, continue in force until the next annual general meeting of the Company; and

    (b) the Directors and/or any of them are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the Shareholders' Mandate and/or this Resolution.

    (See Explanatory Note A)

12. To consider and approve the proposed financial services agreement to be entered into between the Company and Tianjin Pharmaceutical Group Finance Co., Ltd. (天津医药集团财务有限公司) as an interested person **(Resolution 12)**

transaction and all transactions arising therefrom.

(See Explanatory Note B)

13. To consider and approve the proposed "Scheme on Return of Investment to Shareholders from 2023 to 2025". **(Resolution 13)**

(See Explanatory Note C)

14. To consider and approve the proposed lines of credit granted to the Company up to an aggregate limit of RMB10,350 million. **(Resolution 14)**

(See Explanatory Note D)

15. To consider and approve the proposed provision of guarantee for an amount of up to RMB1,900 million by the Company for Tianjin Zhongxin Medicine Co., Ltd. (天津中新医药有限公司). **(Resolution 15)**

(See Explanatory Note E)

16. To consider and approve the proposed continuous provision of an entrusted loan (委托贷款) of RMB1,200 million by the Company to Tianjin Zhongxin Medicine Co., Ltd. (天津中新医药有限公司). **(Resolution 16)**

(See Explanatory Note F)

17. 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. **(Resolution 17)**

(See Explanatory Note G)

Other agenda to be resolved in the Annual General Meeting shall include any agenda proposed by a shareholder in accordance with Article 70 of the Articles of Association of the Company, which states: "*When the Company is to hold an annual General Meeting, shareholders holding 3% or more of the voting shares of the Company shall be entitled to propose new motions in writing to the Company. The Company shall include in the agenda of the General Meeting those motions, the subject matter of which, are required to be decided by shareholders in General Meeting.*"

By Order of the Board

Jiao Yan
Secretary to the Board of Directors
9 May 2023

Explanatory Notes:

A. Please refer to the annexure to the Notice of AGM relating to the proposed renewal of the shareholders' mandate for the interested person transactions for further details on this Resolution 11.

B. Please refer to the annexure to the Notice of AGM relating to the proposed financial services agreement to be entered into between the Company and Tianjin Pharmaceutical Group Finance Co., Ltd. (天津医药集团财务有限公司) as an interested person transaction and all transactions arising therefrom for further details on this Resolution 12.

C. Please refer to the Appendix A to the announcement dated 31 March 2023 in relation to, *inter alia*, resolutions passed at the 2nd Board meeting for the financial year ending 31 December 2023 ("**FY2023**") (the "**31 March 2023 Board Resolutions Announcement**") for further details on this Resolution 13.

D. Please refer to the 31 March 2023 Board Resolutions Announcement for further details on this Resolution 14.

E. Please refer to the Appendix B to the 31 March 2023 Board Resolutions Announcement for further details on this Resolution 15.

F. Please refer to the Appendix C to the 31 March 2023 Board Resolutions Announcement for further details on this Resolution 16.

G. Pursuant to Article 103 of the Company Law of the PRC (2018 Revision) (《中华人民共和国公司法》(2018 年修订)) (the "**PRC Company Law**"), where any resolution is proposed to be passed by shareholders of a company on proposed amendments to the articles of association of the company, it shall be passed by the shareholders representing more than two-thirds (2/3) of the voting rights held by the shareholders attending at the general meeting.

Accordingly, Resolution 17 shall be approved by more than two-thirds (2/3) of the voting rights held by the Shareholders attending at the AGM in accordance with the PRC Company Law. Please refer to the annexure to the Notice of AGM regarding the proposed amendments to the Articles of Association of the Company for further details on Resolution 17.

Notes:

1. The AGM will be held on Monday, 15 May 2023 at 1:30 p.m. at the meeting room of Da Ren Tang Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the PRC 300193 (concurrently, a video conferencing at Library 1 & 2, Level 8, 1 Pickering Street, Great Eastern Centre, Singapore 048659 for S-Share Shareholders in Singapore), pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings of Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

2. AGM documents. Printed copies of the Company's annual report for the financial year ended 31 December 2022 enclosing, *inter alia*, the annexures to the Notice of AGM containing information on Resolution 11 relating to the proposed renewal of the shareholders' mandate for the interested person transactions and on Resolution 17 relating to the proposed amendments to the Articles of Association of the Company (the "**Annual Report 2022**") (which includes the printed copies of this Notice of AGM and the proxy form in respect of the AGM (the "**Proxy Form**")), as well as the printed copies of the annexure to this Notice of AGM containing information on Resolution 12 relating to the proposed financial services agreement to be entered into between the Company and Tianjin Pharmaceutical Group Finance Co., Ltd. (天津医药集团财务有限公司) as an interested person transaction and all transactions arising therefrom (the "**IPT Annexure**"), had been sent to S-Share Shareholders 14 days before the AGM. The Annual Report 2022, the Notice of AGM and the Proxy Form, as well as the IPT Annexure, had also been made available on the SGXNET and on the Company's website at www.jydrt.com.cn. S-Share Shareholders and investors are advised to check the SGXNET and/or the Company's website at www.jydrt.com.cn regularly for updates.

3. Shareholders' questions and answers. S-Share Shareholders and duly appointed proxy or proxies will be able to attend the AGM in person and ask questions relating to the resolutions to be tabled for approval at the AGM.

However, S-Share Shareholders are encouraged to raise their questions (if any) as early as possible in advance of the AGM by **1:30 p.m.** on **Saturday**, **13 May 2023** and can submit substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM, in advance of the AGM, in the following manner:

(a) by email to drt600329@163.com; or

(b) by post to the Company's S-Shares Registrar and Singapore Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632.

S-Share Shareholders who submit questions in advance of the AGM should provide their full name, address, contact number, email address and the manner in which they hold Shares (if you hold Shares directly, please provide your

account number with The Central Depository (Pte) Limited; otherwise, please state if you hold your Shares through the Central Provident Fund Investment Scheme ("**CPF**") or the Supplementary Retirement Scheme ("**SRS**") or other Relevant Intermediary), for our verification purposes. "**Relevant Intermediary**" means (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; (b)a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore (the "**SFA**") and who holds shares in that capacity; or (c) the CPF Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

The Company will endeavour to answer all substantial and relevant questions in relation to the resolutions to be tabled for approval at the AGM prior to, or at the AGM. **Where substantially similar questions are received, the Company may consolidate such questions and consequently not all questions may be individually addressed.**

The Company will also publish the minutes of the AGM which will include substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM and the responses from the Board and/or management of the Company to such questions on the SGXNET and on the Company's website at www.jydrt.com.cn within one (1) month after the date of the AGM.

4. Voting. A Shareholder (whether individual or corporate, including Relevant Intermediaries) entitled to attend and vote at the AGM is entitled to appoint one (1) or more persons (who need not also be Shareholder(s)) to act as his/her/its proxy(ies) to attend and vote on his/her/its behalf at the AGM. Where a Shareholder appoints more than one (1) proxy, the appointment shall be deemed to be alternative unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

If the appointor is a corporation, the instrument of proxy must be executed under seal or the hand of its duly authorised officer of attorney.

A S-Share Shareholder (whether individual or corporate) can also choose to appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory. The Chairman of the AGM, as proxy, need not be a Shareholder of the Company. Where a S-Share Shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in the Proxy Form. In the absence of specific instructions, the appointment of the Chairman of the AGM as his/her/its proxy for that resolution will be treated as invalid.

Where a S-Share Shareholder (whether individual or corporate) appoints one (1) or more persons (other than the Chairman of the AGM) as his/her/its proxy(ies), he/she/it must give specific instructions as to voting, or abstentions from voting, in the Proxy Form. In the absence of specific instructions, the proxy(ies) may vote or abstain from voting on those resolutions at his/her discretion.

The Proxy Form had been made available on the SGXET and may also be accessed at the Company's website at www.jydrt.com.cn.

An investor who holds Shares under the CPF ("**CPF Investor**") and/or the SRS ("**SRS Investor**") (as may be applicable) and wishes to vote should inform their respective CPF Agent Banks and/or SRS Operators to submit their votes at least **seven (7)** working days before the date of the AGM (i.e., by **5:00 p.m.** on **Wednesday, 3 May 2023**). The Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

The duly completed Proxy Form must be submitted by the S-Share Shareholders to the Company in the following manner:

(a) if submitted by post, be lodged with the Company's S-Shares Registrar and Singapore Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or

(b) if submitted electronically, via email to the Company's S-Shares Registrar at agm.teame@boardroomlimited.com,

in either case, by no later than **1:30 p.m.** on **Saturday**, **13 May 2023**.

S-Share Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

The completion and return of the instrument appointing a proxy(ies) by a Shareholder does not preclude such Shareholder from attending, speaking and voting in person at AGM if such Shareholder subsequently decides to do so. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the Shareholder attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant

instrument appointing a proxy(ies) to the AGM.

5. Pursuant to the Articles of Association of the Company, a holder of tradable domestic A-Shares with limiting conditions for sale shall notify the Company in writing not less than 20 days prior to the AGM of his or her intention to attend the AGM. Accordingly, a holder of tradable domestic A-Shares with limiting conditions for sale who is planning to attend the AGM must give a written notice to the Company no later than 19 April 2023.

6. The AGM in Tianjin, PRC is expected to last for half a day and all accommodation and other expenses incurred by a Shareholder or his/her/its proxy(ies) in connection with his/her/its attendance at the AGM shall be borne by that Shareholder.

7. As the COVID-19 situation continues to evolve, the Company may be required to change its arrangements in Singapore at short notice. S-Share Shareholders and investors should check SGXNET and/or our corporate website at www.jydrt.com.cn for the latest updates on the status of the AGM.

8. The Company thanks all Shareholders for their understanding and cooperation to hold the AGM in line with appropriate safe distancing measures amidst the COVID-19 pandemic.

9. **Personal data privacy**: By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a Shareholder of the Company (1) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of (i) the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and (ii) 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**"), (2) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 (3) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.