

TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

(Company Registration No. 120000000004711)

(Incorporated in People's Republic of China)

(1) Resolutions passed at the 4th Board Meeting for FY2014

(2) Notice of Annual General Meeting for FY2013

The board of directors of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the "Board") collectively and individually accept full responsibility for the accuracy of the information given in this announcement, and confirm after making 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.

Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the "**Company**") had on 28 March 2014 duly convened its 4th Board Meeting for FY2014, and the following resolutions were discussed and passed by the full board of 9 directors.

The said meeting was convened in compliance with the applicable Companies law, Securities Law and the Memorandum & Articles of Association of the Company, and the following resolutions were passed:

1. that the Chairman Report for FY2013 be approved;
2. that the Board of Directors' Report for FY2013 be approved;
3. that the contents of draft annual report for FY2013 (prepared in accordance with the accounting standards of the People's Republic of China (the "**PRC**") and IFRS) be approved; the Board and management of the Company confirmed that as far as they are aware, the contents of the draft annual report are true and not misleading;
4. that the Company's audited financial report for FY2013 be approved;
5. that the scheme of profit distribution policy of the Company for FY2013 be approved;

Based on the audited financial report for FY2013 prepared by Ruihua Certified Public Accountants LLP in accordance with the PRC accounting standards, the Company's net profit for FY2013 is RMB340,640,712.66, and the Company's undistributed profits at the beginning of FY2013 is RMB576,602,952.45. Pursuant to the requirements of the Company's Memorandum of Association and Articles of Association, an aggregate

amount of RMB34,064,071.27 has been recorded into the Company's statutory common reserve account and the Company has distributed an interim dividend of an aggregate amount of RMB73,930,872 for the period ended 30 June FY2013 (the "1H2013"). In light of the above, the accumulated distributable profit of the Company for FY2013 is RMB809,248,721.84.

The Board proposed to declare a final dividend of an aggregate amount of RMB36,965,436 on the basis of RMB 0.5 for every 10 shares in the capital of the Company. The proposed dividend is payable in respect of 739,308,720 issued ordinary shares in the capital of the Company as at 31 December 2013.

The independent directors have no objection to this resolution 5.

6. that the Company's "Report on the Social Responsibilities for FY2013" be approved (please refer to the website of Shanghai Stock Exchange for further details);
7. that the Company's "Self-evaluation Report on the Internal Control for FY2013" be approved (please refer to the website of Shanghai Stock Exchange for further details);
8. that the "Report from Independent Directors for FY2013" be approved (please refer to the website of Shanghai Stock Exchange for further details);
9. that the "Report of Performance from Audit Committee for FY2013" be approved (please refer to the website of Shanghai Stock Exchange for further details);
10. that the remuneration of S\$36,600 for independent director Mr. Toe Teow Heng for FY2013 (commencing from May 2013 and ending in December 2013) be approved;
11. that the remuneration of S\$55,000 for independent director Mr. Wong Gang for FY2013 be approved;
12. that the remuneration of RMB 60,000 for director Mr. Gao Xue Min for FY2013 be approved;
13. that the remuneration of RMB1,000,000 for director Mr. Wang Zhi Qiang for FY2013 be approved;
14. that the remuneration of RMB500,000 for director Mr. Xu Dao Qing for FY2013 be approved;
15. that the remuneration of RMB500,000 for director Mr. Sun Jun for FY2013 be approved;

16. that the remuneration of RMB 757,300 for director Mr. Zhou Hong for FY2013 be approved;
17. that the remuneration of S\$25,000 for independent director Mr. Timothy Chen Teck-Leng for FY2013 (commencing from January 2013 and ending in May 2013) be approved;
18. that the aggregate remuneration of RMB2,504,700 for senior management personnel (excluding directors and members of Supervisory Committee) for FY2013 be approved;
19. that the appointment of Mr. Timothy Chen Teck-Leng as independent director of the Company be approved;

Mr. Chen Timothy Teck-Leng, who is to be proposed as an independent director and the chairman of the Audit Committee of the Company, has obtained his B.Sc. from the University of Tennessee in 1979 and his MBA from the Ohio State University in 1981, majoring in finance and asset/liability management for financial institutions. He further attended Executive Management Development Program of Harvard Business School in 2002 and awarded Certified Corporate Director (I CD.D) qualification by the Canadian Institute of Corporate Director in 2006.

Mr. Chen has over 30 years of senior management experience in international finance, insurance, banking and company advisory fields. Mr. Chen started his professional career with the Bank of America, Singapore between 1981 and 1982 as loans officer. From 1982 to 1983, he was the Assistant Vice President of Wells Fargo Bank, Singapore. From 1983 to 1985, he was the Account Manager at the International Banking Centre of the Bank of Nova Scotia. Mr. Chen was appointed as the Senior Representative of Sun Life Assurance Company of Canada from 1986 to 1999. From 2000 to 2005, he was the President & CEO of SunlifeEverbright Life Insurance Company in China. He was also the General Manager of Sun Life Financial, China during the same period.

Mr. Chen is currently sitting on several Singapore listed companies. He is the independent director and the audit committee chairman for Xinren Aluminum Holdings Ltd, Yangzijiang Shipbuilding Holdings Ltd, and TMC Education Corporation Ltd. He is also the independent director for HuAn Cable Holdings Ltd and Logistics Holdings Ltd.

20. that the proposed inclusion of new interested persons in the general mandate for the interested person transactions (the "**Proposed Amendment**") and the proposed renewal of the general mandate for interested person transactions (as amended by the Proposed Amendment) be approved (please refer to the announcement dated 10 January 2014 on SGXNet for further details);

21. that the loan facilities to a limit of RMB4,220,000,000 granted to the Company be approved;

The Company has received bank facilities from the following banks:-

No.	Name of the bank	Line of Credit (RMB'000,000)	Maturity Term
1	Chengdu Road Sub-Branch, Tianjin, Industrial and Commercial Bank of China (中国工商银行天津成都道支行)	340	One year
2	Nankai Sub-branch, Tianjin, Bank of China (中国银行天津南开支行)	400	One year
3	Jinsha Sub-branch, Tianjin, Bank of Communications (交通银行天津金厦支行)	300	One year
4	Jiefang Road Sub-branch, Tianjin, China Merchants Bank (招商银行天津解放路支行)	200	One year
5	Heping Sub-branch, Bank of Beijing (北京银行天津和平支行)	200	One year
6	Xilian Sub-branch, Bank of Tianjin (天津银行西联支行)	100	One year
7	Tianjin Branch, The Hongkong and Shanghai Banking Corporation Limited (汇丰银行天津分行)	30	One year
8	Tianjin Branch, China Minsheng Banking Corp., Ltd (民生银行天津分行)	300	One year
9	Tianjin Branch, Export-Import Bank of China(国家进出口银行天津分行)	100	One year
10	Heping Sub-branch, Tianjin, China CITIC Bank (中信银行天津和平支行)	160	One year
11	Hebei Sub-branch, Tianjin, China Construction Bank (中国建设银行天津河北支行)	500	One year
12	Tianjin Branch, OCBC China (华侨银行(中国)有限公司天津分行)	100	One year
13	Tianjin Branch, Guangdong Development Bank (广发银行天津分行)	150	One year
14	Tianjin Branch, First Sino Bank (华一银行天津分行)	100	One year
15	Tianjin Branch, Bank of Shanghai (上海银行天津分行)	50	One year
16	Tianjin Branch, United Overseas Bank (China) Limited (大华银行(中国)有限公司天津分行)	50	One year
17	Tianjin Branch, Industrial Bank Co., Ltd. (兴业银行天津分行)	500	One year
18	Tianjin Branch, China Everbright Bank (光大银行天津分行)	100	One year
19	Tianjin Hexi Sub-branch, China Postal Savings Bank Co., Ltd. (中国邮政储蓄银行股份有限公司天津河西区支行)	300	One year
20	Tianjin Branch, Agriculture Bank of China(中国农业银行天津分行)	200	One year

21	Tianjin Branch, Societe Generale (China)(法国兴业银行 (中国) 有限公司天津分行)	40	One year
	合 计	4,220	

22. that the re-appointment 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-appointment of “RSM Chio Lim LLP” as international auditors of the Company to hold office until the conclusion of the next annual general meeting be approved, and to propose for the shareholders of the Company (the “Shareholders”) at the annual general meeting for FY2013 to authorise the Board to determine their remuneration;
23. that the following proposed write-offs and allowances made for various assets of the Company in FY2013 be approved:
- (1) the allowance for doubtful and bad debts of RMB3,566,400, doubtful and bad debts depreciation reserves withdrawn of RMB16,840,000 and writing-off allowance for doubtful and bad debts of RMB403,800; and
 - (2) the allowance for inventory of RMB509,600, writing-off allowance for inventory of RMB3,191,800.
24. that the proposed convening of the annual general meeting for FY2013 be approved.

The above resolutions No. 1 to No. 2, resolutions No. 4 to No. 5, resolutions No. 10 to No. 17, and resolution No. 19 to No. 22, shall be tabled to the annual general meeting for FY2013 for approval.

Directors Mr. Zhang Jianjin, Mr. Ma Gui Zhong, being personally interested in resolution No. 20 above, have abstained from voting on the respective resolution.

The respective directors being personally interested in the relevant resolutions for approval of remuneration have duly abstained from voting on the respective Resolutions.

Pursuant to the Companies Law and the Articles of Association of the Company, the Board proposed the convening of the annual general meeting for FY2013 at the meeting room of Banyan Tree Tianjin Riverside, No. 34 Haihe Eastern Road, Hebei District, Tianjin 300010, PRC on 15 May 2014 at 9:30 a.m.. Concurrently, a video conferencing for holders of "S" shares was proposed to be held at Samsung Hub, 3 Church Street, Level 8, Singapore 049483.

The agenda for the meeting shall be as follows:

1. To consider and approve the Chairman's Report for FY2013; (Resolution 1)
2. To consider and approve the Board of Directors' Report for FY2013; (Resolution 2)
3. To consider and approve the Supervisory Committee's Report for FY2013; (Resolution 3)
4. To consider and approve the Financial Report and Audit Report for FY2013 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 FY2013; (Resolution 5)
6. To approve the remuneration of S\$36,600 for independent director Mr. Toe Teow Heng for FY2013 (commencing from May 2013 and ending in December 2013); (Resolution 6)
7. To approve the remuneration of S\$55,000 for independent director Mr. Wong Gang for FY2013; (Resolution 7)
8. To approve the remuneration of RMB60,000 for director Mr. Gao Xue Min for FY2013; (Resolution 8)
9. To approve the remuneration of RMB1,000,000 for director Mr. Wang Zhi Qiang for FY2013; (Resolution 9)
10. To approve the remuneration of RMB500,000 for director Mr. Xu Dao Qing for FY2013; (Resolution 10)
11. To approve the remuneration of RMB500,000 for director Mr. Sun Jun for FY2013; (Resolution 11)
12. To approve the remuneration of RMB757,300 for director Mr. Zhou Hong for FY2013; (Resolution 12)

13. To approve the remuneration of S\$25,000 for independent director Mr. Timothy Chen Teck-Leng for FY2013 (commencing from January 2013 and ending in May 2013); (Resolution 13)
14. To approve the remuneration of RMB700,000 for supervisor Mr. Xu Shi Hui for FY2013; (Resolution 14)
15. To approve the remuneration of RMB800,000 for supervisor Mr. Xie Qing Feng for FY2013; (Resolution 15)
16. To approve the remuneration of RMB300,000 for supervisor Mr. Zhang Qiang for FY2013; (Resolution 16)
17. To appoint Mr. Timothy Chen Teck-Leng as independent director of the Company; (Resolution 17)
18. To approve the inclusion of new interested person in the general mandate for the interested person transactions (the “**Proposed Amendment**”) and the renewal of the general mandate for interested person transaction (as amended by the Proposed Amendment); (Resolution 18)
19. To consider and approve the loan facility granted to the Company aggregating to a limit of RMB4,220,000,000; (Resolution 19)
20. To approve the re-election of “Ruihua Certified Public Accountants LLP” as PRC auditors of the Company, to hold the 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 the office until the conclusion of the next Annual General Meeting and to authorise the Board of Director to determine their remuneration. (Resolution 20)

Notes:

1. A holder of shares entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies to attend and vote in his or her stead. Such proxy need not be a shareholder of the Company.

If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer of 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 9:30 a.m. on 13 May 2014.

3. Pursuant to Article 60 of the Company's Article 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.
4. A holder of tradable domestic shares with limiting conditions for sale who is planning to attend the Annual General Meeting must give a writing notice to the Company no later than 23 April 2014.
5. 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 9.30 a.m. on 13 May 2014.
6. 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 attendance at the Annual General Meeting shall be borne by that Shareholder.

By order of the Board of Directors

Jiao Yan