

**TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED**

(Company Registration No.: 91120000103100784F)

(Incorporated in People's Republic of China)

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**Notice of Extraordinary General Meeting for FY2016**

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***The board of directors (the "Board") of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited collectively and individually 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.***

Pursuant to the Companies Law and the Articles of Association of the Company, the Board intends to convene an extraordinary general meeting ("**EGM**") for FY2016 at the meeting room of Banyan Tree Tianjin Riverside, No. 34 Haihe Eastern Road, Hebei District, Tianjin 300010, PRC on 24 October 2016 at 1:30 p.m.. Concurrently, a video conference 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 scheme of profit distribution policy of the Company for the financial period ended 30 June 2016; (Resolution 1)
2. To approve 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, and to authorise the Board to determine their remuneration; (Resolution 2)
3. To consider and approve the extension of time to perform the non-compete undertaking (the details of which are set out in the announcement of the Company dated 11 January 2016) by the controlling shareholder of the Company, Tianjin Pharmaceutical Group Co., Ltd; and (Resolution 3)
4. To renew the shareholders' mandate for the interested person transactions. (Resolution 4)

In connection with the EGM, the Company will be preparing a circular setting out all requisite details regarding the EGM resolutions, and such circular will be sent to shareholders within the requisite notice period prior to the EGM.

Notes:

1. A holder of shares entitled to attend and vote at the EGM 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 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 1:30 p.m. on 22 October 2016.
3. Personal Data Privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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, in not less than 20 days prior to the EGM, of his or her intention to attend the EGM. A holder of "S" shares shall not be entitled to vote at the EGM unless his or her name is registered in the Register of Shareholders or in the Depository Register 48 hours before the appointed time for holding the EGM.
5. A holder of tradable domestic shares with limiting conditions for sale who is planning to attend the EGM must give a written notice to the Company no later than 28 September 2016.
6. A holder of "S" Shares who is planning to attend the EGM must register with his or her identity card and share certificates, no later than 1.30 p.m. on 22 October 2016.
7. The EGM 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 EGM shall be borne solely by that shareholder.

**BY ORDER OF THE BOARD**

Jiao Yan  
Company Secretary  
7 September 2016