

TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

(Company Registration No. 120000000004711)

(Incorporated in People's Republic of China)

Notice of Extraordinary General Meeting

Pursuant to the Companies Law and the Articles of Association of the Company, the Board proposed the convening of the extraordinary general meeting (the “EGM”) for the proposed private placement of A-Shares at the meeting room of Banyan Tree Tianjin Riverside, No. 34 Haihe Eastern Road, Hebei District, Tianjin 300010, PRC on 18 August 2014 at 1:30 p.m. Concurrently, a video conferencing for holders of S-Shares is proposed to be held at 1 Fullerton Road #02-01, One Fullerton, Singapore 049213.

The agenda for the meeting shall be as follows:

1. To consider and approve the contents of “Authorisation from the Shareholders to the Board for the Proposed Placement” (提请股东大会授予董事会非公开发行 A 股股票一般性授权); (Resolution 1)
2. To consider and approve contents of “Requirements for a private placement of A-Shares” (公司符合非公开发行 A 股股票条件); (Resolution 2)
3. To consider and approve contents of the “Summary of Proposed Placement” (公司非公开发行 A 股股票方案) (Resolution 3), including:
 - (1) Type and par value of shares to be issued;
 - (2) Method and time of issuance;
 - (3) Number of Placement Shares;
 - (4) Target placees and subscription method;
 - (5) Base date of pricing, issue price and pricing method;
 - (6) Amount and use of proceeds;
 - (7) Place of listing;
 - (8) Lockup period;
 - (9) Distribution of profits retained prior to the Proposed Placement;
 - (10) Effective period of resolution on the Proposed Placement.
4. To consider and approve contents of the “Plan for the Proposed Placement” (公司非公开发行 A 股股票预案); (Resolution 4)
5. To consider and approve contents of the “Feasibility Analysis Report on the Use of Proceeds” (公司非公开发行 A 股股票募集资金使用可行性分析报告); (Resolution 5)

6. To consider and approve "Authorisation from Shareholders to the Board for Matters in relation to the Proposed Placement" (提请股东大会授权董事会全权办理本次非公开发行相关事宜); (Resolution 6)
7. To consider and approve "Measures for the Management of Proceeds" (募集资金管理办法); (Resolution 7)
8. To consider and approve "Amendments to the Articles of Association of the Company" (公司章程 (修订案)); (Resolution 8)
9. To consider and approve "Scheme on Return of Investment to Shareholders from 2014 to 2016" (2014-2016 年股东回报规划); (Resolution 9)
10. To consider and approve "Amendments to the Rules of Procedure of the Shareholders' Meeting of the Company" (公司股东大会议事规则 (修订案)). (Resolution 10)

Notes:

1. A holder of shares entitled to attend and vote at the EGM 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 1:30 pm on 16 August 2014.
3. A holder of "S" Shares who intends to attend the EGM must be registered in the shareholders name list or where the registered holder is The Central Depository (Pte) Ltd, must be named as a depositor in the depository register pursuant to his/her identity card and/or share certificates (if applicable) no later than 1:30 pm on 16 August 2014.
4. 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 attendance at the EGM shall be borne by that Shareholder.

5. Contact person for the EGM: The Secretary Office of the Board (Address: Zhong Xin Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the PRC; Contact number: (+86) 022-27020892; Fax number: (+86) 022-27020926).

By order of the Board of Directors
26 June 2014