

TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

(Company Registration No. 120000000004711)

(Incorporated in People's Republic of China)

(1) Resolutions passed at the 3rd Board Meeting for FY2015

(2) Notice of Annual General Meeting for FY2014

The board of directors (the "Board") and every individual directors of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited 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.

Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the "**Company**") had on 30 March 2015 duly convened its 3rd Board Meeting for FY2015. The 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 discussed and passed by the full board of 8 directors:

1. that the Chairman Report for FY2014 be approved;
2. that the Board of Directors' Report for FY2014 be approved;
3. that the contents of draft annual report for FY2014 (prepared in accordance with the accounting standards of the People's Republic of China (the "**PRC**") and International Financial Reporting Standards) 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 FY2014 be approved;
5. that the scheme of profit distribution policy of the Company for FY2014 be approved;

Based on the audited financial report for FY2014 (prepared in accordance with the PRC accounting standards) prepared by RSM China Certified Public Accountants LLP, the Company's net profit for FY2014 is RMB356,792,737.77, and the Company's undistributed profits at the beginning of FY2014 is RMB809,248,721.84. Pursuant to the requirements of the Company's Memorandum of Association and Articles of Association, in aggregate RMB35,679,273.78 has been recorded into the Company's

statutory common reserve account and the Company has distributed a dividend of an aggregate amount of RMB 36,965,436 for FY2014. In light of the above, the accumulated distributable profit of the Company for FY2014 is RMB1,093,396,749.83.

The Board proposed to declare a dividend of an aggregate amount of RMB110,896,308 on the basis of RMB 1.5 (inclusive of taxes) 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 2014.

6. that the Company's "Report on the Social Responsibilities for FY2014" be approved;
7. that the Company's "Self-evaluation Report on the Internal Control for FY2014" be approved;
8. that the "Report from Independent Directors for FY2014" be approved;
9. that the "Report of Performance from Audit Committee for FY2014" be approved;
10. that the remuneration of S\$40,000 for independent director Mr. Timothy Chen Teck-Leng for FY2014 be approved;
11. that the remuneration of S\$55,000 for independent director Mr. Toe Teow Heng for FY2014 be approved;
12. that the remuneration of RMB 60,000 for independent director Mr. Gao Xue Min for FY2014 be approved;
13. that the remuneration of S\$22,900 for independent director Mr. Wong Gang for his appointment until 15 May 2014 be approved;
14. that the aggregate remuneration for directors of Company for FY2014 be approved;
15. that the aggregate remuneration for senior management personnel (excluding directors and members of supervisory committee) for FY2014 be approved;
16. that the appointment of Mr. Qiang Zhi Yuan as independent director of the Company be approved;

Mr. Qiang Zhi Yuan, born in April 1956, Chinese, having a PhD in management (accounting), is a professor at Tianjin University of Finance and Economics, a member of the American Management Association and China Market Association, the vice president of Tianjin Science Research Association, a senior management

consultant registered with the Certified Management Consultant (CMC). He was also the former director and former deputy director of economics research centre of Tianjin University of Finance and Economics, the vice president, president and vice Chairman of Tianjin Northern Talent Co., Ltd. From June 2009 to May 2014, he worked as the dean in Graduate School of Modern Economics Management of Tianjin University of Finance and Economics. From August 2007 to December 2013, he was appointed as independent directors in Tianjin Lisheng Pharmaceutical Co., Ltd. From June 2014 to present, he is working as the professor in Graduate School of Modern Economics Management of Tianjin University of Finance and Economics.

17. that the appointment of Ms. Wang Lei as a director of the Company be approved;

Ms. Wang Lei, Senior Engineer and PhD in Engineering. From July 1993 to March 2001, she successively held the posts of the Technician in workshop, Cadre in the Sale Department, and Chief in the After Sale Service Section of Tianjin Zhongxin Darentang Pharmaceutical Factory. For the period from March 2001 to April 2004, she was firstly appointed as Deputy Director of Planning Division and then as the Deputy Director of Industry Department in the Company. From April 2004 to January 2013, she served as the Deputy Director, Executive Deputy Director, Secretary of the Party Committee, Director cum Deputy Secretary of the Party Committee in succession and further promoted as Director cum Secretary of the Party Committee from January 2013 to date in Tianjin Zhongxin Lerentang Pharmaceutical Factory. From 15 May 2013 to 23 June 2013, she was also a Supervisor of the Board of Supervisors of the Company. From June 2014 to present, she is working as the deputy general manger of the Company.

18. that the proposed expansion of the sub-items under the main categories of the Company's business scope be approved;
19. that the proposed renewal of the shareholders' mandate for the interested person transactions be approved;
20. that the loan facilities to a limit of RMB5,980,000,000 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)	400	One year
2	Nankai Sub-branch, Tianjin, Bank of China (中国银行天津南开支行)	450	One year

3.	Heping Sub-branch, Bank of Beijing (北京银行天津和平支行)	200	One year
4.	Tianjin Branch, The Hongkong and Shanghai Banking Corporation Limited (汇丰银行天津分行)	60	One year
5.	Tianjin Branch, Export-Import Bank of China(中国进出口银行天津分行)	100	One year
6.	Heping Sub-branch, Tianjin, China CITIC Bank (中信银行天津和平支行)	200	One year
7.	Hebei Sub-branch, Tianjin, China Construction Bank (中国建设银行天津河北支行)	442	Two years
8.	Xiqing Sub-branch, Tianjin, China Construction Bank (中国建设银行天津西青支行)	90	Two years
9.	Tianjin Branch, OCBC China (华侨银行(中国)有限公司天津分行)	150	One year
10.	Tianjin Branch, First Sino Bank (华一银行天津分行)	100	One year
11.	Tianjin Branch, United Overseas Bank (China) Limited (大华银行(中国)有限公司天津分行)	50	One year
12.	Tianjin Branch, Industrial Bank Co., Ltd., 兴业银行天津分行	500	One year
13.	Hexi Sub-branch, Tianjin, 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)	250	One year
14.	Tianjin Branch, Societe Generale (法国兴业银行(中国)有限公司天津分行)	40	One year
15.	Toronto Road Sub-branch, Tianjin, China Bohai Bank(渤海银行天津多伦道支行)	1,300	One year
16.	Nankai Sub-branch, Tianjin Rural Commercial Bank (天津农村商业银行南开支行)	48	One year
17.	Tianjin Branch, China Zheshang Bank (浙商银行天津分行)	1,500	One year
18.	Tianjin Branch, Ping An Bank(平安银行天津分行)	100	One year
	Total	5,980	

21. that the re-appointment of "RSM China 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 FY2014 to authorise the Board to determine their remuneration;
22. that the enforcement of latest accounting standards issued by Ministry of Finance of the PRC in 2014 be approved;
23. that the following proposed write-offs and allowances made for various assets of the Company in FY2014 be approved:

- (1) the allowance for doubtful and bad debts of RMB2,843,700;
- (2) the allowance for inventory of RMB3,438,300, and writing-off allowance for inventory of RMB6,122,400;
- (3) the allowance for property, plant and equipment written off of RMB9,800.

24. that the proposed convening of the annual general meeting for FY2014 be approved.

The above resolutions No. 1 to No. 2, resolutions No. 4 to No. 5, resolutions No. 10 to No. 14, resolution No. 16 to No. 21 shall be tabled to the annual general meeting for FY2014 for approval.

Directors Mr. Zhang Jianjin, Mr. Ma Gui Zhong, being personally interested in resolution No. 19 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 FY2014 at the meeting room of Banyan Tree Tianjin Riverside, No. 34 Haihe Eastern Road, Hebei District, Tianjin 300010, PRC on 15 May 2015 at 1:30 p.m.. Concurrently, a video conferencing for holders of "S" shares was proposed to be held at Pinnacle Suite, Wangz Business Centre, 7 Temasek Boulevard, #44-01 Suntec Tower 1, Singapore 038987.

The agenda for the meeting shall be as follows:

1. To consider and approve the Chairman's Report for FY2014; (Resolution 1)
2. To consider and approve the Board of Directors' Report for FY2014; (Resolution 2)
3. To consider and approve the Supervisory Committee's Report for FY2014; (Resolution 3)
4. To consider and approve the Financial Report and Audit Report for FY2014 audited by RSM China 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 FY2014; (Resolution 5)
6. To approve the remuneration of S\$40,000 for independent director Mr. Timothy Chen Teck-Leng for FY2014; (Resolution 6)
7. To approve remuneration of S\$55,000 for independent director Mr. Toe Teow Heng for FY2014; (Resolution 7)
8. To approve the remuneration of RMB60,000 for director Mr. Gao Xue Min for FY2014; (Resolution 8)
9. To approve the remuneration of S\$22,900 for independent director Mr. Wong Gang for his appointment until 15 May 2014; (Resolution 9)
10. To approve the aggregate remuneration for directors of Company for FY2014; (Resolution 10)
11. To approve the aggregate remuneration for members of supervisory committee for FY2014; (Resolution 11)
12. To appoint Mr. Qiang Zhi Yuan as independent director of the Company; (Resolution 12)
13. To appoint Ms. Wang Lei as a director of the Company; (Resolution 13)
14. To consider and approve the proposed expansion of the sub-items under the main

categories of the Company's business scope; (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 aggregating to a limit of RMB5,980,000,000; (Resolution 16)
17. To approve the re-election of "RSM China 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 17)
18. To approve internal responsibility system of the Company; (Resolution 18)

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 1:30 p.m. on 13 May 2015.
3. Personal Data Privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 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.
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 24 April 2015.
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 2015.
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 attendance at the Annual General Meeting shall be borne by that Shareholder.

By order of the Board of Directors

Jiao Yan