

## EXTRAORDINARY GENERAL MEETING

### TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

(Incorporated in the People's Republic of China)  
(Company Registration No. : 91120000103100784F)  
(the "Company")

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the "**Extraordinary General Meeting**") of the Company will be held at the meeting room of Super Garden Hotel, No. 2 Rongye Avenue, Heping District, Tianjin 300021, PRC on 30 June 2017 at 1:30 p.m.. Concurrently, a video conferencing 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.

To consider and, if thought fit, approve the following resolutions, with or without modifications:

Resolution 1: To consider and approve the proposed financial services agreement to be entered between the Company and Tianjin Pharmaceutical Group Finance Co., Ltd as an interested person transaction;

Resolution 2: To consider and 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 3: To consider and approve the proposed provision of corporate guarantee in relation to the credit facility for an aggregate amount of up to RMB10,400,000 to one of the Company's subsidiaries, Chengdu Zhong Xin Pharmaceuticals Co., Ltd;

Resolution 4: To consider and approve the proposed scheme on return of investment to shareholders from 2017 to 2019;

Resolution 5: To consider and approve the proposed removal of Mr. Zhang Jian Jin as Director of the Company with effect from the date of the EGM; and

*(See Explanatory Note A)*

Resolution 6: To consider and approve the proposed removal of Mr. Ma Gui Zhong as Director of the Company with effect from the date of the EGM.

*(See Explanatory Note A)*

#### By Order of the Board

Jiao Yan  
Secretary to the Board of Directors  
25 May 2017

#### Explanatory Note:

- A. Pursuant to the *Rules Governing the Shareholders' Meetings of the Listed Companies* (《上市公司股东大会规则》), in addition to the resolutions stated in the previous announcement by the Company dated 15 May 2017, the controlling shareholder of the Company, Tianjin Pharmaceutical Group Co., Ltd, who directly holds approximately 43.065% equity interest in the issued and paid up capital of the Company has, on 25 May 2017, proposed to include resolutions 5 and 6.

**Notes:**

1. A holder of shares entitled to attend and vote at the Extraordinary General Meeting 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 or 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 28 June 2017.

3. A holder of "S" Shares who is planning to attend the Extraordinary General Meeting must register with his or her identity card and share certificates, no later than 1.30 p.m. on 28 June 2017.

4. Personal data privacy: By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof ) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof ), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.