TIANJIN PHARMACEUTICAL DA REN TANG GROUP CORPORATION LIMITED
(Formerly known as Tianjin Zhong Xin Pharmaceutical Group Corporation Limited)
(Company Registration No.: 91120000103100784F)
(Incorporated in the People's Republic of China)

THE PROPOSED DISPOSAL OF 13% EQUITY INTEREST IN THE REGISTERED CAPITAL OF TIANJIN TSKF PHARMACEUTICAL CO., LTD. (中美天津史克制药有限公司) TO HALEON CHINA CO., LTD., AND THE ENTRY INTO AN EQUITY TRANSFER AGREEMENT IN RELATION THERETO AS AN INTERESTED PERSON TRANSACTION

— **COMPLETION OF THE PROPOSED DRT DISPOSAL**

The board of directors (the "Board") and every individual director of Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited (formerly known as Tianjin Zhong Xin Pharmaceutical Group Corporation Limited) (the "Company") 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.

1. INTRODUCTION

The Board refers to:

(a) the announcement dated 27 September 2024 made by the Company in relation to the resolutions passed at the 6th Board meeting for the financial year ending 31 December 2024;

(b) the announcement dated 27 September 2024 made by the Company in relation to the proposed disposal of 13% equity interest in the registered capital of Tianjin TSKF Pharmaceutical Co., Ltd. (中美天津史克制药有限公司) (the "**Target Company**") to Haleon China Co., Ltd. ("**Haleon China**") (the "**Proposed DRT Disposal**"), and the entry into an equity transfer agreement in relation thereto as an interested person transaction;

(c) the circular dated 7 November 2024 (the "**Circular**") to the Shareholders of the Company in relation to (i) the Proposed DRT Disposal, and the entry into an equity transfer agreement in relation thereto as an interested person transaction, and (ii) the proposed entry into the amended and restated equity joint venture contract (the "**Restated JVA**") with respect to the Target Company between Haleon UK Services Limited ("**Haleon UK**"), Haleon China and the Company, and the proposed execution of the amended and restated articles of association of the Target Company (the "**Amended AOA**"); and

(d) the announcement dated 22 November 2024 made by the Company in relation to the poll results of the extraordinary general meeting of the Company held on 22 November 2024.

Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings ascribed to them in the Circular.

2. COMPLETION OF THE PROPOSED DRT DISPOSAL

The Board wishes to announce that Haleon China has received the "Decision of Non-Prohibition on Antitrust Review of Concentration of Undertakings" (经营者集中反垄断审查不予禁止决定书) issued by the State Administration for Market Regulation (国家市场监督管理总局) ("**SAMR**"). Accordingly, all Conditions Precedent to the completion of the Proposed Disposals as set out in the Equity Transfer Agreement (including, but not limited to, the unconditional approval by SAMR of the antitrust review of the concentration of undertakings in respect of the Proposed Disposals) have been satisfied. Following this, the DRT Equity Interest, being the 13% equity interest in the Target Company previously held by the Company, has been transferred to Haleon China, and the Target Company has received the "Notification of Approval for Change Registration" (准予变更登记通知书) issued by the Tianjin Dongli District Administration for Market Regulation (天津市东丽区市场监督管理局) in relation to the said equity transfer. As such, the relevant industrial and commercial registration procedures in respect of the Proposed DRT Disposal have been completed. The Board is pleased to announce that the completion of the Proposed DRT Disposal has taken place on 30 December 2024 (the "**Completion Date**"). For the avoidance of doubt, the Proposed TPH Disposal has also been completed simultaneously on the Completion Date in accordance with the Equity Transfer Agreement.

Following the completion of the Proposed DRT Disposal, the Company's shareholding in the Target Company has been reduced from 25% to 12%. Consequently, the Target Company has ceased to be an associated company[1] of the Company.

In addition, Haleon UK, Haleon China and the Company have entered into the Restated JVA and executed the Amended AOA, both of which take effect from the Completion Date.

By Order of the Board

Jiao Yan
Secretary to the Board of Directors
31 December 2024

[1] As defined under the Listing Manual, "**associated company**" means a company in which at least 20% but not more than 50% of its shares are held by the listed company or group.