

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)

REMINDER NOTICE OF ANNUAL GENERAL MEETING FOR FY2024

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.

The Board refers to the notice of the annual general meeting for FY2024 (as defined below) released by the Company on 30 April 2025. Pursuant to the Articles of Association of the Company, the Board hereby issues this reminder notice of the annual general meeting for FY2024.

IMPORTANT NOTE FOR SHAREHOLDERS:

The Company had previously issued a notice of the annual general meeting for FY2024 on 28 March 2025 in compliance with Article 69 of its Articles of Association and the listing rules of the Shanghai Stock Exchange, which require a written notice to be given at least 45 days in advance of a shareholders' meeting.

The Company subsequently announced an updated notice of the annual general meeting for FY2024 (the “**Notice of AGM**”) on 30 April 2025. This version, issued in compliance with the listing rules of the Singapore Exchange Securities Trading Limited, supersedes the notice announced by the Company on 28 March 2025.

Printed copies of the Company's annual report for FY2024 (which include the Notice of AGM) have been sent to S-Share Shareholders (as defined below) at least 14 days prior to the annual general meeting. The said annual report and the Notice of AGM have also been made available on SGXNET and on the Company's website at www.jydr.com.cn. S-Share Shareholders and investors are advised to check SGXNET regularly for updates.

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**” or “**Annual General Meeting**”) for the financial year ended 31 December 2024 (“**FY2024**”) of the Company will be held at the meeting room of Da Ren Tang Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the People's Republic of China (the “**PRC**”) 300193 (concurrently, via video conferencing at RNN Conference Centre, GB Building, 143 Cecil Street, Level 11, #11-03, Singapore 069542 for holders of S-Shares (the “**S-Share Shareholders**”) in Singapore) on Thursday, 15 May 2025 at 1:30 p.m..

The agenda for the meeting shall be as follows:

1. To consider and approve the Chairman's Report for FY2024. **(Resolution 1)**
2. To consider and approve the Board of Directors' Report for FY2024. **(Resolution 2)**

3. To consider and approve the Supervisory Committee's Report for FY2024. **(Resolution 3)**
4. To consider and approve the Financial Report and Audit Report for FY2024, audited by CAC Certified Public Accountants LLP (中审华会计师事务所) and Foo Kon Tan LLP, and reviewed by the Audit Committee of the Company. **(Resolution 4)**
5. To consider and approve the scheme of profit distribution policy of the Company for FY2024. **(Resolution 5)**

The Board has recommended declaring dividends of an aggregate amount of RMB985,802,593.28 on the basis of RMB12.80 (inclusive of taxes) for every ten (10) shares in the capital of the Company. The proposed dividend is payable in respect of all issued ordinary shares in the capital of the Company as at the record date to be determined by the Company for the purposes of determining shareholders' entitlements to the final dividend.

6. To consider and approve the remuneration of S\$55,000 for independent director Mr. Yeo Guat Kwang (杨木光) for FY2024. **(Resolution 6)**
7. To consider and approve the remuneration of S\$55,000 for independent director Mr. Liew Yoke Pheng Joseph (刘育彬) for FY2024. **(Resolution 7)**
8. To consider and approve the remuneration of S\$36,700 for independent director Mr. Zhong Ming (钟铭) for FY2024 (specifically, for the period from May 2024 to December 2024). **(Resolution 8)**
9. To consider and approve the remuneration of RMB25,000 for independent director Ms. Li Qing (李清) for FY2024 (specifically, for the period from January 2024 to May 2024). **(Resolution 9)**
10. To consider and approve the aggregate remuneration for directors of the Company for FY2024. **(Resolution 10)**
11. To consider and approve the aggregate remuneration for members of the Supervisory Committee for FY2024. **(Resolution 11)**
12. To consider and approve the proposed cessation, adjustment of investment scale and termination of the investment projects funded by the proceeds from the placement and the permanent reallocation of the remaining proceeds to working capital. **(Resolution 12)**

(See Explanatory Note A)

13. To consider and approve the proposed renewal of, and entry into, the recurrent interested person transaction agreements between the Company and certain interested persons, and the proposed renewal of the shareholders' mandate for interested person transactions: **(Resolution 13)**
 - (a) such approval given in the shareholders' mandate for interested person transactions (the **"Shareholders' Mandate"**) shall, unless revoked or varied by the Company at a general meeting, continue in force until the next annual general meeting of the Company; and

- (b) the directors and/or any of them are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the Shareholders' Mandate and/or this resolution.

(See Explanatory Note B)

14. To consider and approve the proposed lines of credit granted to the Company up to an aggregate limit of RMB10,940 million. **(Resolution 14)**

(See Explanatory Note C)

15. To consider and approve the proposed provision of a guarantee of up to RMB1,647.3 million by the Company for Tianjin Pharmaceutical Group Taiping Medicine Co., Ltd. (津药太平医药有限公司) as an interested person transaction. **(Resolution 15)**

(See Explanatory Note D)

16. To consider and approve the proposed provision of a guarantee of up to RMB815 million by the Company for Tianjin Zhongxin Medicine Co., Ltd. (天津中新医药有限公司) as an interested person transaction. **(Resolution 16)**

(See Explanatory Note D)

Other items on the agenda to be resolved in the Annual General Meeting shall include any agenda proposed by a Shareholder in accordance with Article 70 of the Articles of Association of the Company, which states: "*When the Company is to hold an annual General Meeting, shareholders holding three per cent. (3%) or more of the voting shares of the Company shall be entitled to propose new motions in writing to the Company. The Company shall include in the agenda of the General Meeting those motions, the subject matter of which, are required to be decided by shareholders in General Meeting*".

By Order of the Board

Jiao Yan
Secretary to the Board of Directors
9 May 2025

Explanatory Notes:

- A. Please refer to the annexure dated 30 April 2025, accompanying the Notice of AGM, for further details on Resolution 12 in relation to the proposed cessation, adjustment of investment scale and termination of the investment projects funded by the proceeds from the placement and the permanent reallocation of the remaining proceeds to working capital (the “**Proposed Cessation of Projects and Reallocation of Proceeds**”).
- B. Please refer to the annexure dated 30 April 2025, accompanying the Notice of AGM, for further details on Resolution 13 in relation to the proposed renewal of the Shareholders’ Mandate.
- C. Please refer to the announcement dated 28 March 2025 in relation to, *inter alia*, the resolutions passed at the 1st Board meeting for the financial year ending 31 December 2025 for further details on Resolution 14.
- D. Please refer to the annexure dated 30 April 2025, accompanying the Notice of AGM, for further details on Resolutions 15 and 16 in relation to (i) the proposed provision of a guarantee of up to RMB1,647.3 million by the Company for Tianjin Pharmaceutical Group Taiping Medicine Co., Ltd. (津药太平医药有限公司) as an interested person transaction, and (ii) the proposed provision of a guarantee of up to RMB815 million by the Company for Tianjin Zhongxin Medicine Co., Ltd. (天津中新医药有限公司) as an interested person transaction (the “**Proposed Guarantees**”).

Notes:

- 1. The AGM will be held at the meeting room of Da Ren Tang Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the PRC 300193 (concurrently, via video conferencing at RNN Conference Centre, GB Building, 143 Cecil Street, Level 11, #11-03, Singapore 069542 for S-Share Shareholders in Singapore) on Thursday, 15 May 2025 at 1:30 p.m..
- 2. AGM documents. Printed copies of the Company’s annual report for FY2024 enclosing, *inter alia*, the annexure accompanying this Notice of AGM containing information on Resolution 13 relating to the proposed renewal of the Shareholders’ Mandate (the “**Annual Report 2024**”) (which includes the printed copies of this Notice of AGM and the proxy form in respect of the AGM (the “**Proxy Form**”), as well as the printed copies of the annexure accompanying this Notice of AGM containing information on Resolution 12 relating to the Proposed Cessation of Projects and Reallocation of Proceeds, and the annexure accompanying this Notice of AGM containing information on Resolutions 15 and 16 relating to the Proposed Guarantees (collectively, the “**Annexures**”), have been sent to S-Share Shareholders 14 days before the AGM. The Annual Report 2024, this Notice of AGM and the Proxy Form, as well as the Annexures, have also been made available via SGXNET and on the Company’s website at www.jydr.com.cn. S-Share Shareholders and investors are advised to check SGXNET and/or the Company’s website at www.jydr.com.cn regularly for updates.
- 3. Shareholders’ questions and answers. S-Share Shareholders and duly appointed proxy or proxies will be able to attend the AGM in person and ask questions relating to the resolutions to be tabled for approval at the AGM.

However, S-Share Shareholders are encouraged to raise their questions (if any) as early as possible in advance of the AGM by **1:30 p.m. on Tuesday, 13 May 2025** and can submit substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM, in advance of the AGM, in the following manner:

- (a) by email to drt600329@163.com; or
- (b) by post to the Company’s S-Shares Registrar and Singapore Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632.

S-Share Shareholders who submit questions in advance of the AGM should provide their full name, address, contact number, email address and the manner in which they hold Shares (if you hold Shares directly, please provide your account number with The Central Depository (Pte) Limited; otherwise, please state if you hold your Shares through the Central Provident Fund Investment Scheme (“**CPF**”) or the Supplementary Retirement Scheme (“**SRS**”) or other Relevant Intermediary), for our verification purposes. “**Relevant Intermediary**” means (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or (c) the CPF Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

The Company will endeavour to answer all substantial and relevant questions in relation to the resolutions to be tabled for approval at the AGM prior to, or at the AGM. **Where substantially similar questions are received, the Company may consolidate such questions and consequently not all questions may be individually addressed.**

The Company will also publish the minutes of the AGM which will include substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM and the responses from the Board and/or management of the Company to such questions via SGXNET and on the Company's website at www.jydr.com.cn within one (1) month after the date of the AGM.

4. **Voting.** A Shareholder (whether individual or corporate, including Relevant Intermediaries) entitled to attend and vote at the AGM is entitled to appoint one (1) or more persons (who need not also be Shareholder(s)) to act as his/her/its proxy(ies) to attend and vote on his/her/its behalf at the AGM. Where a Shareholder appoints more than one (1) proxy, the appointment shall be deemed to be alternative unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

If the appointor is a corporation, the instrument of proxy must be executed under seal or the hand of its duly authorised officer of attorney.

A S-Share Shareholder (whether individual or corporate) can also choose to appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory. The Chairman of the AGM, as proxy, need not be a Shareholder of the Company. Where a S-Share Shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in the Proxy Form. **In the absence of specific instructions, the appointment of the Chairman of the AGM as his/her/its proxy for that resolution will be treated as invalid.**

Where a S-Share Shareholder (whether individual or corporate) appoints one (1) or more persons (other than the Chairman of the AGM) as his/her/its proxy(ies), he/she/it must give specific instructions as to voting, or abstentions from voting, in the Proxy Form. **In the absence of specific instructions, the proxy(ies) may vote or abstain from voting on those resolutions at his/her discretion.**

The Proxy Form has been, made available on SGXNET and may also be accessed at the Company's website at www.jydr.com.cn.

An investor who holds Shares under the CPF ("CPF Investor") and/or the SRS ("SRS Investor") (as may be applicable) and wishes to vote should inform their respective CPF Agent Banks and/or SRS Operators to submit their votes at least **seven (7)** working days before the date of the AGM (i.e., by **5:00 p.m. on Monday, 5 May 2025**). **The Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.**

The duly completed Proxy Form must be submitted by the S-Share Shareholders to the Company in the following manner:

- (a) if submitted by post, be lodged with the Company's S-Shares Registrar and Singapore Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (b) if submitted electronically, via email to the Company's S-Shares Registrar at srs.proxy@boardroomlimited.com,

in either case, by no later than **1:30 p.m. on Tuesday, 13 May 2025**.

S-Share Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

A S-Share Shareholder who wishes to submit an instrument of proxy must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. If the S-Share Shareholder is a corporation, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

The completion and return of the instrument appointing a proxy(ies) by a Shareholder does not preclude such Shareholder from attending, speaking and voting in person at AGM if such Shareholder subsequently decides to do so. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the Shareholder attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.

5. Pursuant to the Articles of Association of the Company, a holder of tradable domestic A-Shares with limiting conditions for sale shall notify the Company in writing not less than twenty (20) days prior to the AGM of his or her intention to attend the AGM. Accordingly, a holder of tradable domestic A-Shares with limiting conditions for sale who is planning to attend the AGM must give a written notice to the Company no later than 19 April 2025.
6. The AGM in Tianjin, PRC is expected to last for half a day and all accommodation and other expenses incurred by a Shareholder or his/her/its proxy(ies) in connection with his/her/its attendance at the AGM shall be borne by that Shareholder.

7. **Personal data privacy:** By (1) submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, (2) submitting any question prior to the AGM, a Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of (i) the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof), (ii) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), (iii) the addressing of substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM from Shareholders received prior to and/or at the AGM and if necessary, the following up with Shareholders in relation to such questions, and (iv) 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**"); (b) 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 or service providers), such 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (c) 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.