

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)

5TH ADJUSTMENT TO THE REPURCHASE PRICE OF THE RESTRICTED A-SHARES GRANTED UNDER THE 2019 RESTRICTED A-SHARE INCENTIVE SCHEME AND THE 6TH REPURCHASE AND CANCELLATION OF SOME OF THE RESTRICTED A-SHARES GRANTED BUT NOT YET RELEASED FROM THE LOCK-UP REQUIREMENTS

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:

- (1) the announcement dated 16 October 2019 made by the Company in relation to the resolutions passed at the 7th Board meeting for the financial year ended 31 December 2019 (“**FY2019**”) (the “**2019 7th Board Meeting Announcement**”);
- (2) the announcement dated 16 October 2019 made by the Company in relation to the resolutions passed at the 6th supervisory committee (the “**Supervisory Committee**”) meeting for FY2019 (the “**2019 6th Supervisory Committee Meeting Announcement**”);
- (3) the circular dated 15 November 2019 (the “**15 November 2019 Circular**”) to the shareholders of the Company (the “**Shareholders**”) in relation to, amongst others, the proposed adoption of the 2019 Restricted A-Share Incentive Scheme (the “**Scheme**”);
- (4) the announcement dated 25 November 2019 made by the Company in relation to the explanatory statement of the Supervisory Committee on the verification of the list of participants (the “**List of Participants**”) who have been proposed to participate in the Scheme and on the verification of the internal publication in respect of the List of Participants by the Company (the “**1st Explanatory Statement Announcement**”);
- (5) the corrigendum announcement dated 27 November 2019 made by the Company;
- (6) the announcement dated 2 December 2019 made by the Company in relation to the poll results of the extraordinary general meeting held on 2 December 2019 (the “**2019 EGM Results Announcement**”);
- (7) the announcement dated 2 December 2019 made by the Company in relation to the self-examination report on the trading in the shares of the Company by the insiders in relation to the Scheme;
- (8) the announcement dated 9 December 2019 made by the Company in relation to the resolutions passed at the 10th Board meeting for FY2019 (the “**2019 10th Board Meeting Announcement**”);

- (9) the announcement dated 9 December 2019 made by the Company in relation to the resolutions passed at the 9th Supervisory Committee meeting for FY2019;
- (10) the announcement dated 9 December 2019 made by the Company in relation to the proposed adjustments to the List of Participants proposed to participate in the Initial Grant (the “**Adjusted Participants**”) and the number of Initial Granted Restricted A-Shares (the “**Adjusted Initial Granted Restricted A-Shares**”) under the Scheme;
- (11) the announcement dated 9 December 2019 made by the Company in relation to the proposed grant of the Adjusted Initial Granted Restricted A-Shares to the Adjusted Participants under the Scheme;
- (12) the announcement dated 9 December 2019 made by the Company in relation to the list of the Adjusted Participants proposed to participate in the Initial Grant under the Scheme;
- (13) the announcement dated 8 January 2020 made by the Company in relation to the results of the Initial Grant under the Scheme;
- (14) the announcement dated 17 February 2020 made by the Company in relation to the resolutions passed at the 2nd Board meeting for the financial year ending 31 December 2020 (“**FY2020**”) (the “**2020 2nd Board Meeting Announcement**”);
- (15) the announcement dated 17 February 2020 made by the Company in relation to the resolutions passed at the 1st Supervisory Committee meeting for FY2020 (the “**2020 1st Supervisory Committee Meeting Announcement**”);
- (16) the announcement dated 17 February 2020 made by the Company in relation to the repurchase and cancellation of some of the Restricted A-Shares granted under the Scheme (the “**1st Proposed Repurchase**”);
- (17) the announcement dated 17 February 2020 made by the Company in respect of the notification to creditors of the Company in relation to the 1st Proposed Repurchase;
- (18) the announcement dated 5 June 2020 made by the Company in relation to the poll results of the annual general meeting for FY2019 held on 5 June 2020 (the “**2020 AGM Results Announcement**”);
- (19) the announcement dated 6 July 2020 made by the Company in relation to the resolution passed at the 5th Board meeting for FY2020 (the “**2020 5th Board Meeting Announcement**”);
- (20) the announcement dated 6 July 2020 made by the Company in relation to the resolution passed at the 4th Supervisory Committee meeting for FY2020 (the “**2020 4th Supervisory Committee Meeting Announcement**”);
- (21) the announcement dated 6 July 2020 made by the Company in relation to the grant of the Reserved Restricted A-Shares to the Participants under the Scheme;
- (22) the announcement dated 6 July 2020 made by the Company in relation to the list of participants proposed to participate in the grant of the Reserved Restricted A-Shares under the Scheme;
- (23) the announcement dated 17 July 2020 made by the Company in relation to the explanatory statement of the Supervisory Committee on the verification of the list of participants (the “**2nd List**”);

- of Participants**") proposed to participate in the grant of the Reserved Restricted A-Shares under the Scheme and on the verification of the internal publication in respect of the 2nd List of Participants (the "**2nd Explanatory Statement Announcement**");
- (24) the announcement dated 28 July 2020 made by the Company in relation to the results of the Grant of Reserved Restricted A-Shares to the Participants under the Scheme;
 - (25) the announcement dated 14 August 2020 made by the Company in relation to the resolutions passed at the 6th Board meeting for FY2020 (the "**2020 6th Board Meeting Announcement**");
 - (26) the announcement dated 14 August 2020 made by the Company in relation to the resolutions passed at the 5th Supervisory Committee meeting for FY2020 (the "**2020 5th Supervisory Committee Meeting Announcement**");
 - (27) the announcement dated 14 August 2020 made by the Company in relation to the adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 2nd repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements (the "**2nd Proposed Repurchase**");
 - (28) the announcement dated 14 August 2020 made by the Company in relation to the amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration;
 - (29) the announcement dated 14 August 2020 made by the Company in respect of the notification to creditors of the Company in relation to the 2nd Proposed Repurchase;
 - (30) the circular dated 15 September 2020 (the "**2020 1st EGM Circular**") to the Shareholders of the Company in relation to, amongst others, the proposed amendments to the Articles of Associations of the Company and the application for changes in the industrial and commercial registration;
 - (31) the announcement dated 30 September 2020 made by the Company in relation to the poll results of the extraordinary general meeting held on 30 September 2020 (the "**2020 1st EGM Results Announcement**");
 - (32) the announcement dated 27 October 2020 made by the Company in relation to the update on the 1st Proposed Repurchase and the 2nd Proposed Repurchase;
 - (33) the announcement dated 17 May 2021 made by the Company in relation to the poll results of the annual general meeting for FY2020 held on 17 May 2021 (the "**2021 AGM Results Announcement**");
 - (34) the announcement dated 13 August 2021 made by the Company in relation to the resolutions passed at the 6th Board meeting for the financial year ending 31 December 2021 ("**FY2021**") (the "**2021 6th Board Meeting Announcement**");
 - (35) the announcement dated 13 August 2021 made by the Company in relation to the resolutions passed at the 3rd Supervisory Committee meeting for FY2021 (the "**2021 3rd Supervisory Committee Meeting Announcement**");
 - (36) the announcement dated 13 August 2021 made by the Company in relation to the 2nd adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 3rd

repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements (the “**3rd Proposed Repurchase**”);

- (37) the announcement dated 13 August 2021 made by the Company in relation to the amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration;
- (38) the announcement dated 13 August 2021 made by the Company in respect of the notification to creditors of the Company in relation to the 3rd Proposed Repurchase;
- (39) the announcement dated 15 November 2021 made by the Company in relation to the update on the 3rd Proposed Repurchase;
- (40) the circular dated 25 November 2021 (the “**2021 2nd EGM Circular**”) to the Shareholders of the Company in relation to, amongst others, the proposed amendments to the Articles of Associations of the Company and the application for changes in the industrial and commercial registration;
- (41) the announcement dated 10 December 2021 made by the Company in relation to the poll results of the extraordinary general meeting held on 10 December 2021 (the “**2021 2nd EGM Results Announcement**”);
- (42) the announcement dated 16 May 2022 made by the Company in relation to the poll results of the annual general meeting for FY2021 held on 16 May 2022 (the “**2022 AGM Results Announcement**”);
- (43) the announcement dated 10 January 2023 made by the Company in relation to the resolutions passed at the 1st Board meeting for the financial year ending 31 December 2023 (“**FY2023**”) (the “**2023 1st Board Meeting Announcement**”);
- (44) the announcement dated 10 January 2023 made by the Company in relation to the resolution passed at the 1st Supervisory Committee meeting for FY2023 (the “**2023 1st Supervisory Committee Meeting Announcement**”);
- (45) the announcement dated 10 January 2023 made by the Company in relation to the 3rd adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 4th repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements (the “**4th Proposed Repurchase**”);
- (46) the announcement dated 10 January 2023 made by the Company in relation to the amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration;
- (47) the announcement dated 10 January 2023 made by the Company in respect of the notification to creditors of the Company in relation to the 4th Proposed Repurchase;
- (48) the annexure to the notice of annual general meeting dated 28 April 2023 (the “**28 April 2023 Annexure**”) in relation to the proposed amendments to the Articles of Association of the Company and the application for changes in the industrial and commercial registration (as set out on pages 190 to 213 of the Company’s annual report for the financial year ended 31 December 2022 (“**FY2022**”));

- (49) the announcement dated 15 May 2023 made by the Company in relation to the poll results of the annual general meeting for FY2022 held on 15 May 2023 (the “**2023 AGM Results Announcement**”);
- (50) the announcement dated 17 May 2023 made by the Company in relation to the update on the 4th Proposed Repurchase;
- (51) the announcement dated 30 October 2023 made by the Company in relation to the resolutions passed at the 8th Board meeting for FY2023 (the “**2023 8th Board Meeting Announcement**”);
- (52) the announcement dated 30 October 2023 made by the Company in relation to the resolution passed at the 5th Supervisory Committee meeting for FY2023 (the “**2023 5th Supervisory Committee Meeting Announcement**”);
- (53) the announcement dated 30 October 2023 made by the Company in relation to the 4th adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 5th repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements (the “**5th Proposed Repurchase**”);
- (54) the announcement dated 30 October 2023 made by the Company in relation to the amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration;
- (55) the announcement dated 30 October 2023 made by the Company in respect of the notification to creditors of the Company in relation to the 5th Proposed Repurchase;
- (56) the announcement dated 26 December 2023 made by the Company in relation to the update on the 5th Proposed Repurchase;
- (57) the annexure to the notice of annual general meeting dated 30 April 2024 (the “**30 April 2024 Annexure**”) in relation to, *inter alia*, the proposed amendments to the Articles of Association of the Company and the application for changes in the industrial and commercial registration;
- (58) the announcement dated 15 May 2024 made by the Company in relation to the poll results of the annual general meeting for FY2023 held on 15 May 2024 (the “**2024 AGM Results Announcement**”);
- (59) the announcement dated 11 November 2024 made by the Company in relation to the resolutions passed at the 8th Board meeting for the financial year ending 31 December 2024 (“**FY2024**”) (the “**2024 8th Board Meeting Announcement**”); and
- (60) the announcement dated 11 November 2024 made by the Company in relation to the resolutions passed at the 5th Supervisory Committee meeting for FY2024 (the “**2024 5th Supervisory Committee Meeting Announcement**”).

Electronic copies of each of the aforementioned announcements, the 15 November 2019 Circular, the 2020 1st EGM Circular, the 2021 2nd EGM Circular, the 28 April 2023 Annexure and the 30 April 2024 Annexure are available on the website of the Singapore Exchange Securities Trading Limited at <https://www.sgx.com/>.

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the 15 November 2019 Circular, the 2020 1st EGM Circular, the 2021 2nd EGM Circular, the 28 April 2023 Annexure and the 30 April 2024 Annexure, respectively.

On 11 November 2024, the Company duly convened its 8th Board meeting and 5th Supervisory Committee meeting for FY2024, and the Board and the Supervisory Committee considered and approved, amongst others, the proposed contents of the “5th adjustment to the repurchase price of the Restricted A-Shares granted under the 2019 Restricted A-Share Incentive Scheme and the 6th repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements” (关于第五次调整公司 2019 年 A 股限制性股票激励计划回购价格并第六次回购注销已获授但尚未解除限售的限制性股票的议案) and resolved that, amongst others, (i) the proposed repurchase and cancellation of an aggregate of 63,920 Restricted A-Shares held by six (6) Participants who have been granted the Restricted A-Shares under the Initial Grant (the “**Six Participants**”) that are not eligible for release from the lock-up requirements during the third Release Period under the Scheme (the “**6th Proposed Repurchase**”), of which, the performance assessment results of five (5) Participants were rated as "Fail" (with a release ratio of 0% for the third Release Period), and one (1) Participant was rated as "Pass" (with a release ratio of 80% for the third Release Period), and (ii) the repurchase price of the Restricted A-Shares granted under the Initial Grant and the Grant of Reserved Restricted A-Shares shall be adjusted to RMB3.70 per Restricted A-Share and RMB5.69 per Restricted A-Share, respectively, taking into consideration the completion of the dividend distribution for FY2023 (the “**5th Proposed Adjustment**”), in accordance with the relevant provisions of the *Administrative Measures on Share Incentives of Listed Companies* (《上市公司股权激励管理办法》) (the “**Administrative Measures**”) issued by the China Securities Regulatory Commission, and the provisions of the Scheme (as set out in Appendix 1 to the 15 November 2019 Circular).

Further details on the 6th Proposed Repurchase and the 5th Proposed Adjustment are as set out below.

A. APPROVAL AND AUTHORISATION FOR THE 6TH PROPOSED REPURCHASE

The Company has fulfilled the following procedures in relation to the 6th Proposed Repurchase:

1. On 16 October 2019, the Company duly convened its 7th Board meeting and 6th Supervisory Committee meeting for FY2019, and the Board and the Supervisory Committee considered and approved, amongst others, the proposed contents of the “2019 Restricted A-Share Incentive Scheme and its summary” (2019 年 A 股限制性股票计划及其摘要) and other proposals relating to the Scheme. The independent directors of the Company then and the Supervisory Committee had given their independent opinions and verification opinions respectively. CITIC Securities Co., Ltd. (中信证券股份有限公司), being the Independent Financial Adviser, and Xing Tong Law Firm (行通律师事务所), being the Legal Adviser for the Scheme had also issued their respective professional opinions.
2. On 25 November 2019, the Supervisory Committee issued the “Explanatory statement on the verification of the List of Participants under the Scheme and on the verification of the internal publication in respect of the List of Participants” (天津中新药业集团股份有限公司监事会对激励名单审核及公示情况说明), which explained that the Company had published the names and designations of each of the Participants for a period from 1 November 2019 to 11 November 2019 (the “**1st Publication Period**”), and as at the expiration of the 1st Publication Period, the Supervisory Committee did not receive any objections with respect to the proposed Participants under the Scheme.
3. On 2 December 2019, the Company duly convened its 2nd extraordinary general meeting of the Company in 2019 (the “**2019 2nd EGM**”), and the Shareholders at the 2019 2nd EGM considered and approved, amongst others, the proposed contents of the “2019 Restricted

A-Share Incentive Scheme and its summary” (2019 年 A 股限制性股票计划及其摘要) and other proposals relating to the Scheme.

4. On 9 December 2019, the Company duly convened its 10th Board meeting for FY2019, and the Board considered and approved the proposed contents of the “Grant of the Adjusted Initial Granted Restricted A-Shares to the Adjusted Participants under the Scheme” (关于向公司 2019 年 A 股限制性股票激励计划激励对象首次授予限制性股票的议案) and the proposed contents of the “Adjustments to the List of Participants proposed to participate in the initial grant of the Initial Granted Restricted A-Shares and the number of Initial Granted Restricted A-Shares to be granted to them under the Scheme” (关于调整公司 2019 年 A 股限制性股票激励计划首次授予激励对象名单及授予权益数量的议案). The independent directors of the Company then and the Supervisory Committee had given their independent opinions and verification opinions respectively. The Independent Financial Adviser and the Legal Adviser for the Scheme had also issued their respective professional opinions.
5. On 17 February 2020, the Company duly convened its 2nd Board meeting and 1st Supervisory Committee meeting for FY2020, and the Board and the Supervisory Committee considered and approved, amongst others, the proposed contents of the “Repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements under the Scheme” (关于回购注销公司 2019 年 A 股限制性股票激励计划中激励对象已获授但尚未解除限售的限制性股票的议案).
6. On 5 June 2020, the Company duly convened its annual general meeting for FY2019 (the “**2020 AGM**”), and the Shareholders at the 2020 AGM considered and approved, amongst others, the scheme of profit distribution policy of the Company for FY2019.
7. On 6 July 2020, the Company duly convened its 5th Board meeting and 4th Supervisory Committee meeting for FY2020, and the Board and the Supervisory Committee considered and approved the proposed contents of the “Grant of the Reserved Restricted A-Shares to the Participants under the Scheme” (关于向公司 2019 年 A 股限制性股票激励计划激励对象授予预留限制性股票的议案). The independent directors of the Company then and the Supervisory Committee had given their independent opinions and verification opinions respectively.
8. On 17 July 2020, the Supervisory Committee issued the “Explanatory statement of the Supervisory Committee on the verification of the list of Participants proposed to participate in the Grant of Reserved Restricted A-Shares under the Scheme and on the verification of the internal publication in respect of the list of Participants” (天津中新药业集团股份有限公司监事会关于 2019 年 A 股限制性股票激励计划预留部分授予激励对象人员名单的审核及公示情况说明), which explained that the Company had published the names and designations of each of the Participants as set out in the 2nd List of Participants for a period from 6 July 2020 to 16 July 2020 (the “**2nd Publication Period**”), and as at the expiration of the 2nd Publication Period, the Supervisory Committee did not receive any objections with respect to the Participants as set out in the 2nd List of Participants.
9. On 13 August 2020, the Company duly convened its 6th Board meeting and 5th Supervisory Committee meeting for FY2020, and the Board and the Supervisory Committee considered and approved, amongst others, the proposed contents of the “Adjustment to the repurchase price of the Restricted A-Shares granted under the 2019 Restricted A-Share Incentive Scheme and the 2nd repurchase and cancellation of some of the Restricted A-

Shares granted but not yet released from the lock-up requirements” (关于调整公司 2019 年 A 股限制性股票激励计划回购价格并第二次回购注销已获授但尚未解除限售的限制性股票的议案) and the proposed contents of the “Amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration” (关于修订《公司章程》并办理工商变更的议案) (the “**2020 Proposed AOA Amendments**”). The independent directors of the Company then and the Supervisory Committee had given their independent opinions and verification opinions respectively.

10. On 30 September 2020, the Company duly convened its 1st extraordinary general meeting of the Company in 2020 (the “**2020 1st EGM**”), and the Shareholders at the 2020 1st EGM considered and approved, amongst others, the 2020 Proposed AOA Amendments.
11. On 17 May 2021, the Company duly convened its annual general meeting for FY2020 (the “**2021 AGM**”), and the Shareholders at the 2021 AGM considered and approved, amongst others, the scheme of profit distribution policy of the Company for FY2020.
12. On 12 August 2021, the Company duly convened its 6th Board meeting and 3rd Supervisory Committee meeting for FY2021, and the Board and the Supervisory Committee considered and approved, amongst others, the proposed contents of the “2nd Adjustment to the repurchase price of the Restricted A-Shares granted under the 2019 Restricted A-Share Incentive Scheme and the 3rd repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements” (关于第二次调整公司 2019 年 A 股限制性股票激励计划回购价格并第三次回购注销已获授但尚未解除限售的限制性股票的议案) and the proposed contents of the “Amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration” (关于修订《公司章程》并办理工商变更的议案) (the “**2021 Proposed AOA Amendments**”). The independent directors of the Company and the Supervisory Committee then had given their independent opinions and verification opinions respectively.
13. On 10 December 2021, the Company duly convened its 2nd extraordinary general meeting of the Company in 2021 (the “**2021 2nd EGM**”), and the Shareholders at the 2021 2nd EGM considered and approved, amongst others, the 2021 Proposed AOA Amendments.
14. On 16 May 2022, the Company duly convened its annual general meeting for FY2021 (the “**2022 AGM**”), and the Shareholders at the 2022 AGM considered and approved, amongst others, the scheme of profit distribution policy of the Company for FY2021.
15. On 9 January 2023, the Company duly convened its 1st Board meeting and 1st Supervisory Committee meeting for FY2023, and the Board and the Supervisory Committee considered and approved, amongst others, the proposed contents of the “3rd adjustment to the repurchase price of the Restricted A-Shares granted under the 2019 Restricted A-Share Incentive Scheme and the 4th repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements” (关于第三次调整公司 2019 年 A 股限制性股票激励计划回购价格并第四次回购注销已获授但尚未解除限售的限制性股票的议案) and the proposed contents of the “Amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration” (关于修订《公司章程》并办理工商变更的议案) (the “**2023 1st Proposed AOA Amendments**”). The independent directors of the Company and the Supervisory Committee then had given their independent opinions and verification opinions respectively.

16. On 15 May 2023, the Company duly convened its annual general meeting for FY2022 (the “**2023 AGM**”), and the Shareholders at the 2023 AGM considered and approved, amongst others, the 2023 1st Proposed AOA Amendments and the scheme of profit distribution policy of the Company for FY2022.
17. On 30 October 2023, the Company duly convened its 8th Board meeting and 5th Supervisory Committee meeting for FY2023, and the Board and the Supervisory Committee considered and approved, amongst others, the proposed contents of the “4th adjustment to the repurchase price of the Restricted A-Shares granted under the 2019 Restricted A-Share Incentive Scheme and the 5th repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements” (关于第四次调整公司 2019 年 A 股限制性股票激励计划回购价格并第五次回购注销已获授但尚未解除限售的限制性股票的议案) and the proposed contents of the “Amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration” (关于修订《公司章程》并办理工商变更的议案) (the “**2023 2nd Proposed AOA Amendments**”). The present independent directors of the Company and the Supervisory Committee had given their independent opinions and verification opinions respectively.
18. On 15 May 2024, the Company duly convened its annual general meeting for FY2023 (the “**2024 AGM**”), and the Shareholders at the 2024 AGM considered and approved, amongst others, the 2023 2nd Proposed AOA Amendments and the scheme of profit distribution policy of the Company for FY2023.
19. On 11 November 2024, the Company duly convened its 8th Board meeting and 5th Supervisory Committee meeting for FY2024, and the Board and the Supervisory Committee considered and approved, amongst others:
 - (a) the proposed contents of the “5th adjustment to the repurchase price of the Restricted A-Shares granted under the 2019 Restricted A-Share Incentive Scheme and the 6th repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements” (关于第五次调整公司 2019 年 A 股限制性股票激励计划回购价格并第六次回购注销已获授但尚未解除限售的限制性股票的议案) (i.e., the 6th Proposed Repurchase); and
 - (b) the proposed contents of the “Amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration” (关于修订《公司章程》并办理工商变更的议案) (the “**2024 2nd Proposed AOA Amendments**”). The 2024 2nd Proposed AOA Amendments shall be submitted for Shareholders’ consideration and be approved by more than two-thirds (2/3) of the voting rights held by the attending Shareholders at a general meeting of the Company to be convened in due course.

The present Remuneration Committee and the Supervisory Committee of the Company had given their review opinions and verification opinions respectively in respect of the 6th Proposed Repurchase and the 2024 2nd Proposed AOA Amendments.

Please refer to the 2019 7th Board Meeting Announcement, the 2019 6th Supervisory Committee Meeting Announcement, the 1st Explanatory Statement Announcement, the 15 November 2019 Circular, the 2019 EGM Results Announcement, the 2019 10th Board Meeting Announcement,

the 2020 2nd Board Meeting Announcement, the 2020 1st Supervisory Committee Meeting Announcement, the 2020 AGM Results Announcement, the 2020 5th Board Meeting Announcement, the 2020 4th Supervisory Committee Meeting Announcement, the 2nd Explanatory Statement Announcement, the 2020 6th Board Meeting Announcement, the 2020 5th Supervisory Committee Meeting Announcement, the 2020 1st EGM Results Announcement, the 2021 AGM Results Announcement, the 2021 6th Board Meeting Announcement, the 2021 3rd Supervisory Committee Meeting Announcement, the 2021 2nd EGM Results Announcement, the 2022 AGM Results Announcement, the 2023 1st Board Meeting Announcement, the 2023 1st Supervisory Committee Meeting Announcement, the 2023 AGM Results Announcement, the 2023 8th Board Meeting Announcement, the 2023 5th Supervisory Committee Meeting Announcement, the 2024 AGM Results Announcement, the 2024 8th Board Meeting Announcement, and the 2024 5th Supervisory Committee Meeting Announcement for further details.

B. INFORMATION ON THE 5TH PROPOSED ADJUSTMENT TO THE REPURCHASE PRICE

1. According to the provisions of the Scheme, upon completion of the registration of the Restricted A-Shares granted to a Participant, in the event of capitalisation of capital reserves, bonus issue, share subdivision, rights issue, share consolidation or dividend distribution made by the Company affecting the total issued share capital or the share price of the Company, the Company shall make adjustments to the repurchase price of the Restricted A-Shares but not yet released from the lock-up requirements accordingly.
2. The Shareholders at the 2024 AGM considered and approved the scheme of profit distribution policy of the Company for FY2023 as follows:

to declare dividends of an aggregate amount of RMB985,802,593.28 on the basis of RMB1.28 (inclusive of tax) for each ordinary share 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.

The dividend distribution for FY2023 has been completed in July 2024.

As stated in the announcement dated 25 June 2024 made by the Company in relation to the notice of record date and payment date for final dividend, the Share Transfer Books and Register of Members of the Company were closed after 5.00 p.m. on 3 July 2024 (for S-Shares) and 11 July 2024 (for A-Shares) for the purposes of determining Shareholders' entitlements to the final dividend for FY2023. Upon the distribution of the final dividend, the methods for adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme shall be as follows:

Repurchase price of the : $P = P_0 - V = \text{RMB}3.70$ per Restricted A-Share
Restricted A-Shares under
the Initial Grant

Repurchase price of the : $P = P_0 - V = \text{RMB}5.69$ per Restricted A-Share
Restricted A-Shares under
the Grant of Reserved
Restricted A-Shares

Where: P0 represents the repurchase price per Restricted A-Share prior to adjustment; V represents the amount of dividends per share; and P represents the repurchase price per Restricted A-Share after adjustment. P must remain greater than 1 after adjustment.

C. INFORMATION ON THE 6TH PROPOSED REPURCHASE

In accordance with the resolutions passed at the 8th Board meeting and the 5th Supervisory Committee meeting of the Company for FY2024, the reason for, and the details of, the 6th Proposed Repurchase are set out below.

1. Rationale for the 6th Proposed Repurchase and the Amount of Restricted A-Shares to be Repurchased

According to the Release Conditions of the Restricted A-Shares as provided under Chapter 8 (*Grant Conditions and Release Conditions of Restricted A-Shares*) in the Scheme, the Company will evaluate the individual performance of the Participants annually in accordance with the “Assessment Management Measures for Implementation of the 2019 Restricted A-Share Incentive Scheme” (2019 年 A 股限制性股票计划实施考核管理办法) (the “**Assessment Measures**”) (as set out in Appendix 2 to the 15 November 2019 Circular) and other relevant evaluation measures for various types of incentive schemes issued by the Company. The number of Restricted A-Shares to be released from the lock-up requirements shall be determined based on the performance assessment results of such Participant in the assessment year.

Individual Performance Assessment Results	Release Ratio
Excellent	100%
Competent	100%
Pass	80%
Fail	0%

The Restricted A-Shares held by a Participant are eligible for release from the lock-up requirements only if the results of the assessment on his/her performance for the preceding year reach “Pass” or above. A Participant’s release limit for the assessment year = such Participant’s release percentage × such Participant’s planned release limit for the assessment year. Restricted A-Shares held by the Participants which are not released from the lock-up requirements in the assessment year shall be repurchased and cancelled by the Company.

Given that, among the Participants who have been granted the Restricted A-Shares under the Initial Grant, the performance assessment results of five (5) Participants were rated as “Fail” (with a release ratio of 0% for the third Release Period), and one (1) Participant was rated as “Pass” (with a release ratio of 80% for the third Release Period), an aggregate of 63,920 Restricted A-Shares, comprising 61,200 Restricted A-Shares held by the aforesaid five (5) Participants and 2,720 Restricted A-Shares held by the aforesaid one (1) Participant, which are not eligible for release from the lock-up requirements under the Scheme, will be repurchased and cancelled by the Company in accordance with the provisions of the Scheme.

2. Repurchase Price

As the Company has completed the dividend distribution for FY2023, under the 6th Proposed Repurchase, the repurchase price of the Restricted A-Shares granted under the Initial Grant shall be adjusted to RMB3.70 per Restricted A-Share, plus the applicable interest as calculated at the benchmark interest rate for deposits during the same period when repurchasing.

3. Total Amount and Source of Funds for the 6th Proposed Repurchase

The total amount to be paid by the Company for the 6th Proposed Repurchase will be RMB236,504 plus the corresponding interest as calculated at the benchmark interest rate for deposits during the same period when repurchasing, which will be paid by the Company with its own funds. Upon completion of the 6th Proposed Repurchase, the number of Participants participating in the Scheme will be adjusted to 109.

The Board shall handle all the relevant matters relating to the 6th Proposed Repurchase in accordance with the authorisation from Shareholders to the Board for matters in relation to the Scheme as approved at the 2019 2nd EGM.

D. CHANGES IN THE SHARE CAPITAL STRUCTURE OF THE COMPANY UPON COMPLETION OF THE 6TH PROPOSED REPURCHASE

The changes in the share capital structure of the Company following the completion of the 6th Proposed Repurchase will be as follows:

Unit: share(s)

Categories		Before the completion of the 6 th Proposed Repurchase	Number of Restricted A-Shares to be repurchased and cancelled	After the completion of the 6 th Proposed Repurchase ⁽¹⁾
1. Shares subject to selling restrictions		4,290,200	(63,920)	4,226,280
2. Shares not subject to selling restrictions	A-Shares and S-Shares, comprising:	765,868,076	-	765,868,076
	A-Shares	565,868,076	-	565,868,076
	S-Shares	200,000,000	-	200,000,000
Total		770,158,276	(63,920)	770,094,356⁽¹⁾

Note:

- (1) The disclosure of 770,094,356 shares as stated in the table above was calculated on the assumption that the 6th Proposed Repurchase had been completed as at the date of this announcement (i.e., 770,158,276 – 63,920 = 770,094,356). The actual situation shall be subject to the issuance of a “Certificate of Change of Securities Registration” (证券变更登记证明) by the China Securities Depository and Clearing Co., Ltd. Shanghai Branch (中国证券登记结算有限公司上海分公司) upon completion of the 6th Proposed Repurchase.

E. IMPACT OF THE 6TH PROPOSED REPURCHASE ON THE PERFORMANCE OF THE COMPANY

The 6th Proposed Repurchase will not have a material impact on the financial status or operating results of the Company, nor will it affect the diligence of the Company's management team. The management team of the Company will continue to perform its duties diligently and work towards enhancing Shareholders' value.

Upon completion of the 6th Proposed Repurchase, the controlling shareholder(s) and actual controller (if any, as determined in accordance with the laws of the People's Republic of China) of the Company will remain unchanged. The shareholding spread and distribution of the Company will continue to meet the listing conditions. The Company will continue to implement the Scheme according to relevant provisions.

F. OPINION OF THE REMUNERATION COMMITTEE

The present Remuneration Committee of the Company is of the opinion that the 5th Proposed Adjustment and the 6th Proposed Repurchase are in compliance with the provisions as stipulated in the relevant laws, regulations and normative documents including the Administrative Measures, as well as the provisions of the Scheme and the Assessment Measures. The decision-making procedures for the 5th Proposed Adjustment and the 6th Proposed Repurchase are in compliance with applicable laws and regulations, and will not be prejudicial to the interests of the Company and its Shareholders as a whole, nor do they have a material impact on the financial status and operating results of the Company. The members of the Remuneration Committee of the Company for time being unanimously agree with the 5th Proposed Adjustment and the 6th Proposed Repurchase in accordance with the relevant provisions in respect of such repurchase and cancellation as stipulated in the Scheme.

G. OPINION OF THE SUPERVISORY COMMITTEE

In accordance with the relevant provisions of the Scheme and the Assessment Measures, the Supervisory Committee is of the view that the 5th Proposed Adjustment and the 6th Proposed Repurchase are in compliance with applicable laws and regulations, and agrees to (i) the 6th Proposed Repurchase, which involves the proposed repurchase and cancellation of an aggregate of 63,920 Restricted A-Shares; and (ii) the 5th Proposed Adjustment, which involves the proposed adjustment to the repurchase price of the Restricted A-Shares granted under the Initial Grant and the Grant of Reserved Restricted A-Shares, in view of the Company's completion of the dividend distribution for FY2023.

H. OPINION OF THE LEGAL ADVISER

Xing Tong Law Firm (行通律师事务所), as the Legal Adviser for the Scheme, is of the opinion that:

- (1) as at the date of issuance of its legal opinion, the requisite approvals and authorisations at the current stage for the 5th Proposed Adjustment and the 6th Proposed Repurchase have been obtained;
- (2) the 5th Proposed Adjustment and the 6th Proposed Repurchase are in compliance with the relevant provisions of the Administrative Measures and the Scheme; and

- (3) the 5th Proposed Adjustment and the 6th Proposed Repurchase are still subject to the Company fulfilling its disclosure obligations in accordance with applicable laws, regulations and normative documents; and the 2024 2nd Proposed AOA Amendments shall be submitted for Shareholders' consideration and must be approved by more than two-thirds (2/3) of the voting rights held by the attending Shareholders at a general meeting of the Company, following which, the Company shall perform the corresponding procedures in relation to the registration of reduction in its registered capital and cancellation of the Restricted A-Shares in accordance with applicable laws, regulations and normative documents.

By order of the Board

Jiao Yan
Secretary to the Board of Directors
11 November 2024