TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED
(Company Registration No. 120000000004711)
(Incorporated in People's Republic of China)

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(1) Resolutions Passed at the 3rd Board Meeting for FY2016

(2) Notice of Annual General Meeting for FY2015

The board of directors (the "Board") of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited collectively and individually 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) Resolutions Passed at the 3rd Board Meeting for FY2016

Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the "**Company**") had on 28 March 2016 duly convened its 3rd Board Meeting for FY2016. The following resolution was discussed and passed by the 7 directors out of the full board of 9 directors, with Mr. Ma Gui Zhong and Mr. Zhang Jian Jin being absent.

The said meeting was convened in compliance with the applicable Companies law, Securities Law and the Memorandum & Articles of Association of the Company, and the following resolution was passed:

1. that the Chairman's Report for FY2015 be approved;

2. that the Board of Directors' Report for FY2015 be approved;

3. that the contents of the draft annual report for FY2015 (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 fair and accurate in all material respects, and that there are no material facts the omission of which would make the annual report misleading;

4. that the Company's audited financial report for FY2015 be approved;

5. that the scheme of profit distribution policy of the Company for FY2015 be approved;

   Based on the audited financial report for FY2015 (prepared in accordance with the PRC accounting standards) prepared by RSM China Certified Public Accountants LLP, the Company's net profit for FY2015 is RMB456,170,432.69, and the Company's undistributed profits at the beginning of FY2015 is RMB1,093,396,749.83. Pursuant to the requirements of the Company's Memorandum of Association and Articles of Association, in aggregate RMB45,617,043.27 has

been recorded into the Company's statutory common reserve account and the Company has distributed a dividend of an aggregate amount of RMB110,896,308 for FY2015. In light of the above, the accumulated distributable profit of the Company for FY2015 is RMB1,393,053,831.25.

The Board proposed to declare a dividend of an aggregate amount of RMB115,330,961.4 on the basis of RMB1.5 (inclusive of taxes) for every 10 shares in the capital of the Company. The proposed dividend is payable in respect of 768,873,076 issued ordinary shares in the capital of the Company as at 31 December 2015.

6. that the Company's "Report on the Social Responsibilities for FY2015" be approved;

7. that the Company's "Self-evaluation Report on the Internal Control for FY2015" be approved;

8. that the "Report from Independent Directors for FY2015" be approved;

9. that the "Report of Performance from Audit Committee for FY2015" be approved;

11. that the "Report of the Deposit of Proceeds and the Use of Net Proceeds" be approved;

11. that the remuneration of S$60,000 for independent director Mr. Timothy Chen Teck-Leng for FY2015 be approved;

12. that the remuneration of S$55,000 for independent director Mr. Toe Teow Heng for FY2015 be approved;

13. that the remuneration of RMB40,000 for independent director Mr. Qiang Zhi Yuan for his appointment from May 2015 to December 2015 for FY2015 be approved;

14. that the remuneration of RMB25,000 for independent director Mr. Gao Xue Min for his appointment from January 2015 to May 2015 FY2015 be approved;

15. that the aggregate remuneration for directors of Company for FY2015 be approved;

16. that the aggregate remuneration for senior management personnel (excluding directors and members of supervisory committee) for FY2015 be approved;

17. that the re-appointment of Mr. Wang Zhi Qiang as director of the Company be approved;

Mr. Wang Zhi Qiang, born in July 1959, senior engineer, vice-head Chinese pharmacist, postgraduate. He is a general manager, with responsibility for the manufacturing operations of the Company. He had previously held the positions of deputy manager and manager in Medical Group Heping Company and Yier Subsidiary and was appointed the deputy general manager of Medicine Group Company in 1998. He joined the Company as a standing vice general manager in 2000, was appointed as the director and vice chairman of the Company from December 2007 to October 2012, general manager of the Company since February 2009, and the chairman of the Board since October 2012.

18. that the re-appointment of Mr. Toe Teow Heng as independent director of the Company be approved;

Mr. Toe Teow Heng, aged 48, Singaporean, holds a Bachelor of Business (First Class Honours, Gold Medal) degree from the Nanyang Technological University, graduating at the top of his class, and obtained his Chartered Financial Analyst certification in 1997. Mr. Toe used to work in DBS Bank Ltd. and JP Morgan Chase & Co (investment banking division). He was formerly an Associate Director of UBS AG in Hong Kong and Singapore, which heactively involved in the Transport, Leisure and Hotel industries' M&A advisory in Asia. Previously, he was the director of certain companies which operates primarily in China, including but not limited to Yangzijiang Shipbuilding (Holdings) Ltd and China Sunsine Chemical Holdings Ltd etc. He is the Independent director of Tianjin Zhong Xin Pharmaceutical Co., Ltd since May 2013. Also, Mr Toe is currently the CEO of a fund management company in Singapore (ICH Gemini Pte Ltd).

19. that the appointment of Ms. Yan Min as director of the Company be approved;

Ms. Yan Min, born in June 1969, senior accountant, bachelor degree, MBA. She was appointed as the manager of the finance department of the Company from December 2009 to May 2014, the deputy chief accountant and the manager of the finance department of the Company since May 2014, and the assistant general manager of the Company since November 2014.

20. that the proposed amendments of the Articles of Association of the Company be approved;

21. that the proposed renewal of the shareholders' mandate for the interested person transactions be approved;

22. that the loan facilities to a limit of RMB6,840,000,000 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.	Tianjin Branch, The Hongkong and Shanghai Banking Corporation Limited (汇丰银行天津分行)	60	One year
4.	Tianjin Branch, Export-Import Bank of China(中国进出口银行天津分行)	200	One year
5.	Heping Sub-branch, Tianjin, China CITIC Bank (中信银行天津和平支行)	500	One year
6.	Hebei Sub-branch, Tianjin, China Construction Bank (中国建设银行天津河北支行)	442	Two years
7.	Xiqing Sub-branch, Tianjin, China Construction Bank (中国建设银行天津西青支行)	90	Two years
8.	Tianjin Branch, OCBC China (华侨银行（中国）有限公司天津分行)	150	One year

9.	Fubang Huayi Bank, Tianjin Branch(富邦华一银行天津分行)	100	One year
10.	Tianjin Branch, United Overseas Bank (China) Limited (大华银行（中国）有限公司天津分行)	50	One year
11.	Tianjin Branch, Industrial Bank Co., Ltd., 兴业银行天津分行	600	One year
12.	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
13.	Toronto Road Sub-branch, Tianjin, China Bohai Bank(渤海银行天津多伦道支行)	1,300	One year
14.	Nankai Sub-branch, Tianjin Rural Commercial Bank (天津农村商业银行南开支行)	48	One year
15.	Tianjin Branch, China Zheshang Bank (浙商银行天津分行)	1,500	One year
16.	Tianjin Branch, Ping An Bank(平安银行天津分行)	100	One year
17.	Merchants Bank of China Tianjin Jiefang Road Branch (招商银行天津解放路支行)	100	One year
18.	China Everbright Bank Co.,Ltd.,Tianjin Branch (光大银行天津分行)	100	One year
19.	Woori bank,Tianjin Branch (友利银行天津分行)	100	One year
20.	China Minsheng Bank, Tianjin Branch(中国民生银行股份有限公司天津分行)	200	One year
21.	Agricultural Bank of China, Tianjin Economic Development Zone Branch(农业银行天津经济技术开发区分行)	100	One year
	Total	6,840	

23. that the proposed investment for an aggregate amount of RMB100,000,000 into the Company's wholly-owned subsidiary, Zhejiang Zhong Xin Chuangrui Co., Ltd be approved;

24. that the following proposed write-offs and allowances made for various assets of the Company in FY2015 be approved:

    (1) the allowance for doubtful and bad debts of RMB33,030,900, and writing-off allowance for bad debts of RMB84,300;
    (2) the allowance for inventory of RMB1,805,600, and writing-off allowance for inventory of RMB4,770,000;
    (3) the allowance for property, plant and equipment written off of RMB110,3000.

25. that the proposed convening of the annual general meeting for FY2015 be approved.

The above resolutions No. 1 to No. 2, resolutions No. 4 to No. 5, resolutions No. 11 to No. 15, resolution

No. 17 to No. 22 shall be tabled to the annual general meeting for FY2015 for approval.

Directors Mr. Zhang Jian jin, Mr. Ma Gui Zhong, being personally interested in resolution No. 21 above, have abstained from voting on the resolution.

The respective directors being personally interested in the relevant resolutions for approval of remuneration have duly abstained from voting on the respective resolutions.

(2) Notice of Annual General Meeting for FY2015

Pursuant to the Companies Law and the Articles of Association of the Company, the Board proposed the convening of the annual general meeting for FY2015 at the meeting room of Banyan Tree Tianjin Riverside, No. 34 Haihe Eastern Road, Hebei District, Tianjin 300010, PRC on 16 May 2016 at 2:30 p.m.. Concurrently, a video conferencing for holders of "S" shares was proposed to be held at Cliftons Singapore, Level 11, Finexis Building, 108 Robinson Road, Singapore 068900.

The agenda for the meeting shall be as follows:

1. To consider and approve the Chairman's Report for FY2015; (Resolution 1)

2. To consider and approve the Board of Directors' Report for FY2015; (Resolution 2)

3. To consider and approve the Supervisory Committee's Report for FY2015; (Resolution 3)

4. To consider and approve the Financial Report and Audit Report for FY2015 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 FY2015; (Resolution 5)

6. To approve the remuneration of S$60,000 for independent director Mr. Timothy Chen Teck-Leng for FY2015; (Resolution 6)

7. To approve remuneration of S$55,000 for independent director Mr. Toe Teow Heng for FY2015; (Resolution 7)

8. To approve the remuneration of RMB40,000 for independent director Mr. Qiang Zhi Yuan for FY2015; (Resolution 8)

9. To approve the remuneration of RMB25,000 for independent director Mr. Gao Xue Min for FY2015; (Resolution 9)

10. To approve the aggregate remuneration for directors of Company for FY2015; (Resolution 10)

11. To approve the aggregate remuneration for members of supervisory committee for FY2015; (Resolution 11)

12. To re- appoint Mr. Wang Zhi Qiang as director of the Company; (Resolution 12)

13. To re- appoint Mr. Toe Teow Heng as independent director of the Company; (Resolution 13)

14. To appoint Ms. Yan Min as a director of the Company; (Resolution 14)

15. To re-appoint Ms. Yu Hong as a supervisor of the Company; (Resolution 15)

16. To appoint Mr. Xie Qing Feng as a supervisor of the Company; (Resolution 16)

17. To consider and approve the proposed amendments to the Articles of Association of the Company; (Resolution 17)

18. To renew the shareholders' mandate for the interested person transactions; (Resolution 18)

19. To consider and approve the loan facilities granted to the Company aggregating to a limit of RMB6,840,000,000; (Resolution 19)

20. To consider an approve the provision of corporate guarantee in relation to the credit facility for an aggregate amount of RMB13,000,000 to one of the Company's subsidiaries, Chengdu Zhong Xin Pharmaceuticals Co., Ltd; (Resolution 20)

21. To consider and approve the extension of time to perform the non-compete undertaking (the details of which are set out in the announcement of the Company dated 11 January 2016) by the controlling shareholder of the Company, Tianjin Pharmaceutical Group Co., Ltd. (Resolution 21)

Notes:

1. A holder of shares entitled to attend and vote at the Annual 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 12:00 p.m. on 14 May 2016.

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 20 April 2016.

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 12.00 p.m. on 14 May 2016.

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