TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

(Company Registration No. 120000000004711) (Incorporated in the People's Republic of China)

UPDATE ON THE PLACEMENT

The board of directors (the "Board") and every individual directors of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited 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 previous announcements by the Company on 12 June 2014, 12 August 2014, 7 January 2015, 28 January 2015, 27 March 2015, 28 April 2015 and 6 June 2015 (the "**Prior Announcements**"), as well as the circular dated 1 August 2014 (the "**Circular**") in relation to the Placement.

Capitalised terms not defined herein shall bear the same meaning as terms defined in the Prior Announcements and the Circular.

The Board wishes to provide the follow updates on the Placement:

1. DETAILS OF THE PLACEMENT:

1.1 Number and Price

Type of Shares: the Placement Shares are A-Shares.

Number of Shares: 29,564,356 A-Shares (the "New Placement A-Shares").

Issue Price: RMB 28.28 per New Placement A-Share.

1.2 Placees, Subscription Amounts and Lockup Period

No	Placees	Number of New Placement A-Shares	Subscription Amount (RMB)	Lockup Period (Months)
1	HuaAn Future Assets Management (Shanghai) Co., Ltd 华安未来资产管理(上海)有限公司	4,434,653	125,411,986.84	12
2	BOSC Assets Capital Management Co.,	4,434,653	125,411,986.84	12

	Ltd 上银瑞金资本管理有限公司			
3	BOSC Assets Fund Management Co.,	8,869,306	250,823,973.68	12
	Ltd			
	上银基金管理有限公司			
4	Bohai Securities Co., Ltd.	4,434,654	125,412,015.12	12
	渤海证券股份有限公司			
5	Changan Fund Management Co., Ltd	4,434,653	125,411,986.84	12
	长安基金管理有限公司			
6	Huafu Fund Co., Ltd	2,956,437	83,608,038.36	12
	华福基金管理有限责任公司			
Total:		29,564,356	836,079,987.68	

1.3 Estimated Listing Date

The Placement has been registered with China Securities Depository and Clearing (Shanghai) Corporation Limited on 10 July 2015. The New Placement A-Shares are limited A-Shares, with a lockup period of 12 months commencing from the date of listing of the New Placement A-Shares. The estimated listing date is on 10 July 2016 or the next market day.

1.4 Transfer of Assets

The subscription amount will be paid in cash by the Placees, and will not involve a transfer of assets.

2. BACKGROUND

2.1 Approval Process for the Placement

- a. Approval from the Board
 - (i) The approval of the Board was obtained at a board meeting held on 26 June 2014.
 - (ii) The Board had approved amendments to the Placement at a board meeting held on 28 January 2015.
- b. Approval from the Shareholders

Shareholders' approval was obtained at an EGM held on 18 August 2014.

- c. Approvals from the PRC Regulatory Authorities
 - (i) The approval of the State-owned Assets Supervision and Administration Commission of Tianjin Municipal People's Government was obtained on 8 August 2014.
 - (ii) The approval from the China Securities Regulatory Commission (the "CSRC") was obtained on 27 March 2015.
 - (iii) The Company received the written approval from the CSRC on 8 June 2015 (the

"Written Approval").

2.2 The Placement

- a. Type of Shares: the Placement Shares are A-Shares, with par value of RMB 1.00.
- b. Number of Shares: 29,564,356 A-Shares.
- c. Issue Price: RMB 28.28 per A-Shares, calculated as 90% of the Company's average share price over 20 trading days prior to the base date of pricing.
- d. Proceeds: RMB836,079,987.68 (the "Proceeds")
- e. Placement expenses: RMB21,739,987.68
- f. Net proceeds: RMB814,340,000.00 (the "**Net Proceeds**")
- g. Placement Agent: China Galaxy Securities Co., Ltd.

2.3 Proceeds Verification and Registration of Shares

The Placees have signed a subscription agreement with the Company dated 24 June 2015 (the "Subscription Agreement"), pursuant to which the Placees have remitted the Proceeds to the designated account of the Placement Agent. Ruihua Certified Public Accountants has, on 25 June 2015, issued the *Proceeds Verification Report* verifying that as at 24 June 2015, the Proceeds raised from the Placement are in the designated account of the Placement Agent.

On 25 June 2015, the Placement Agent remitted the Net Proceeds to the designated account of the Company. Ruihua Certified Public Accountants has, on 26 June 2015, issued the *Net Proceeds Verification Report* verifying the amount of the Net Proceeds. Pursuant to the *Net Proceeds Verification Report*, as at 25 June 2015, the Company has completed the Placement at RMB 28.28 per New Placement A-Share. The Proceeds raised from the issue of New Placement A-Shares is RMB 836,079,987.68, after deducting the placement expenses of RMB21,739,987.68, the Net Proceeds is RMB814,340,000.00. RMB29, 564,356.00 of the Net Proceeds will be included in "Equity", while the balance of the Net Proceeds will be included in "Capital Reserve".

2.4 Opinions from the Placement Agent and JunZeJun Law Offices for the Placement

a. Opinion from the Placement Agent

The Placement Agent has opined that the Company is in compliance with relevant laws and regulations, and has obtained the relevant authorizations from the Board, Shareholders, and the CSRC for Placement.

The Placement was conducted in compliance with the *Company Law* of the PRC(《中华人民 共和国公司法》),*Securities Law* of the PRC(《中华人民共和国证券法》),*Administrative Measures for the Issuance of Securities by Listed Companies*(《上市公司证券发行管理办法》),*Measures for the Administration of Securities Issuance and Underwriting*(《证券发行与 承销管理办法》),*Detailed Rules for the Private Placement of Shares by Listed Companies*(《上市公司非公开发行股票实施细则》),other relevant laws and regulations,the Written Approval from the CSRC and resolutions of the EGM.

The issue price for the New Placement A-Shares is in compliance with the *Company Law* of the PRC (《中华人民共和国公司法》), *Securities Law* of the PRC (《中华人民共和国证券法》), *Administrative Measures for the Issuance of Securities by Listed Companies* (《上市公司证券发行管理办法》), *Detailed Rules for the Private Placement of Shares by Listed Companies* (《上市公司非公开发行股票实施细则》), and other relevant laws and regulations. The Placees, number and issue price of the New Placement A-Shares are in accordance with resolutions of the EGM and approvals from the CSRC.

The Company has followed principles of fairness and justice for this Placement, and it is in the interests of the Company and its Shareholders.

There is no direct or indirect subscription by controlling shareholders, directors, executive officers, supervisors of the Company, or the Placement Agent; or an associate of any such controlling shareholders, directors, executive officers, supervisors of the Company, or the Placement Agent.

b. Opinion from JunZeJun Law Offices

The Company has obtained necessary authorizations for this Placement. The procedures and the Placees for this Placement are in compliance with Measures for the Administration of Securities Issuance and Underwriting (《证券发行与承销管理办法》) and Detailed Rules for the Private Placement of Shares by Listed Companies (《上市公司非公开发行股票实施细则》). The result of this Placement is fair and equitable. The Placees are in compliance with Measures for the Administration of Securities Issuance and Underwriting (《证券发行与承销管理办法》) and Detailed Rules for the Private Placement of Shares by Listed Companies (《上市公司非公开发行股票实施细则》). The contents and formats of Subscription Invitation Letter(《认购邀请书》), Quotation List(《申购报价单》) and Subscription Agreement in relation to this issue of New Placement A-Shares are in accordance with Measures for the Administration of Securities Issuance and Underwriting(《证券发行与承销管理办法》) and Detailed Rules for the Private Placement of Shares by Listed Companies(《上市公司非公开发行股票实施细则》). Subscription Invitation Letter(《认购邀请书》), Quotation List(《申购报价单》) and Subscription Agreement are lawful and valid.

3. DETAILS OF THE PLACEES

3.1. Placees

The total number of New Placement A-Shares is 29,564,356. There are 6 Placees, not exceeding 10, which is in accordance with Administrative Measures for the Issuance of Securities by Listed Companies (《上市公司证券发行管理办法》) and Detailed Rules for the Private Placement of Shares by Listed Companies (《上市公司非公开发行股票实施细则》). In accordance with the Placement approved by the EGM and Subscription Invitation Letter (《认购邀请书》), and considering quotation from the Placees, the New Placement Shares will be issued to the following Placees:

No	Placees	Number of	Subscription	Lockup	Estimated
		New	Amounts (RMB)	Period	Listing
		Placement		(Months)	Date

		A-Shares			
1	HuaAn Future Assets	4,434,653	125,411,986.84	12	10 July
	Management (Shanghai) Co.,				2016 or
	Ltd 华安未来资产管理(上				the next
	海)有限公司				market
2	BOSC Assets Capital	4,434,653	125,411,986.84	12	day
	Management Co., Ltd 上银瑞				
	金资本管理有限公司				
3	BOSC Assets Fund	8,869,306	250,823,973.68	12	
	Management Co., Ltd				
	上银基金管理有限公司				
4	Bohai Securities Co., Ltd.渤海	4,434,654	125,412,015.12	12	
	证券股份有限公司				
5	Changan Fund Management	4,434,653	125,411,986.84	12	
	Co., Ltd				
	长安基金管理有限公司				
6	Huafu Fund Co., Ltd	2,956,437	83,608,038.36	12	
	华福基金管理有限责任公司				
	Total	29,564,356	836,079,987.68		

3.2 Basic Information of the Placees

a. HuaAn Future Assets Management (Shanghai) Co., Ltd ("HuaAn")

(i) Background information

Registered address: Room 633, No.8 of Huajing Road, Free Trade Zone, Shanghai, PRC

Legal representative: Gu Jianguo

Registered capital: RMB 30,000,000

Date of incorporation: 1 October 2013

Type of company: Limited Liability Company (Domestic joint venture)

Registered business: customized asset management, other licensed business permitted by the CSRC (Any project that needs to be approved by laws can only be carried out after obtaining approval from relevant authorities.)

(ii) Subscription number and Lockup period

Subscription number: 4,434,653 shares

Lockup period: the abovementioned shares cannot be transferred within 12 months of date of the issue of the abovementioned shares.

(iii) Relationship with the Company

HuaAn had no connections with the Company before this Placement.

(iv) Major transactions between the Company and HuaAn and its associates in the last year.

In the last year, HuaAn had no major transactions with the company.

(v) Arrangements for future transactions between HuaAn and/or its associates and the Company.

For any such transactions that may occur in the future, the Company will comply with the Articles of Association of the Company and related laws and regulations, and will obtain the relevant internal approvals, and will make full disclosure of such information.

- b. BOSC Assets Capital Management Co., Ltd ("BOSC Capital")
 - (i) Background information

Registered address: Room 553, Building 3, No.2388 of Xiupu Road, Pudong, Shanghai, PRC

Legal representative: Li Yongfei

Registered capital: RMB 50,000,000

Date of incorporation: 17 March 2014

Type of company: one-person limited liability company (corporate owned)

Registered business: customized asset management, other licensed business permitted by the CSRC. (Any project that needs to be approved by laws can only be carried out after obtaining approval from relevant authorities.)

(ii) Subscription number and Lockup period

Subscription number: 4,434,653 shares

Lockup period: the abovementioned shares cannot be transferred within 12 months of date of the issue of the abovementioned shares.

(iii) Relationship with the Company

BOSC Capital had no connections with the company before this Placement.

(iv) Major transactions between the Company and BOSC Capital and its associates in the last year.

In the last year, BOSC Capital had no major transactions with the Company.

(v) Arrangements for future transactions between BOSC Capital and/or its associates and the Company.

For any such transactions that may occur in the future, the Company will comply with the Articles of Association of the Company and related laws and regulations, and will obtain the relevant internal approvals, and will make full disclosure of such information.

- c. BOSC Assets Fund Management Co., Ltd ("BOSC Fund")
 - (i) Background information

Registered address: Room 528, Buiding 3, No.2388 of Xiupu Road, Pudong, Shanghai, PRC.

Legal representative: Jin Yu

Registered capital: RMB30,000,000

Date of incorporation: 30 August 2013

Type of company: Limited Liability Company (Domestic joint venture)

Registered business: Fund raising, fund sales, asset management and customized asset management, other licensed business permitted by the CSRC (Any project that needs to be approved by laws can only be carried out after obtaining approval from relevant authorities.)

(ii) Subscription number and Lockup period

Subscription number: 8,869,306 shares

Lockup period: the abovementioned shares cannot be transferred within 12 months of date of the issue of the abovementioned shares.

(iii) Relationship with the Company

BOSC Fund had no connections with the company before this Placement.

(iv) Major transactions between the Company and BOSC Fund and its associates in the last year.

In the last year, BOSC Fund had no major transactions with the Company.

(v) Arrangements for future transactions between BOSC Fund and/or its associates and the Company.

For any such transactions that may occur in the future, the Company will comply with the Articles of Association of the Company and related laws and regulations, and will obtain the relevant internal approvals, and will make full disclosure of such information.

d. Bohai Securities Co., Ltd. ("Bohai Securities")

(i) Background information

Registered address: Room 101, No.42 of Second Avenue, Economic and Technological Development Zone, Tianjin, PRC

Legal representative: Wang Chunfeng

Registered capital: RMB 4,037,194,486

Date of incorporation: 1 March 1988

Type of company: Corporation Limited

Registered business: securities brokerage services; securities investment advisory; financial advisory in relation to securities investment; sell and sponsorship of the securities; securities dealers; securities asset management; securities investment fund sales; provide agent services for the futures companies; Other licensed business permitted by the CSRC; margin business; provide agent service of financial products business; management of public offer of securities investment funds. (Any project that needs to be approved by laws can only be carried out after obtaining approval from relevant authorities.)

(ii) Subscription number and Lockup period

Subscription number: 4,434,654 shares

Lockup period: the abovementioned shares cannot be transferred within 12 months of date of the issue of the abovementioned shares.

(iii) Relationship with the Company

Bohai Securities had no connections with the Company before this Placement.

(iv) Major transactions between the Company and Bohai Securities and its associates in the last year.

In the last year, Bohai Securities had no major transactions with the Company.

(v) Arrangements for future transactions between Bohai Securities and/or its associates and the Company.

For any such transactions that may occur in the future, the Company will comply with the Articles of Association of the Company and related laws and regulations, and will obtain the relevant internal approvals, and will make full disclosure of such information.

- e. Changan Fund Management Co., Ltd ("Changan Fund")
 - (i) Background information

Registered address: Room 371, building 3, No.806 of Fengzhen Road, Hongkou, Shanghai, PRC

Legal representative: Wan Yuenan

Registered capital: RMB 270,000,000

Date of incorporation: 5 September 2011

Type of company: Limited Liability Company (Domestic joint venture)

Registered business: Fund raising, fund sell, asset management and Other licensed business permitted by the CSRC (Any project that needs to be approved by law can only be carried out after obtaining approval from relevant authorities.)

(ii) Subscription number and Lockup period

Subscription number: 4,434,653 shares

Lockup period: the abovementioned shares cannot be transferred within 12 months of date of the issue of the abovementioned shares.

(iii) Relationship with the Company

Changan Fund had no connections with the company before this Placement.

(iv) Major transactions between the Company and the Changan Fund a and its associates in the last year.

In the last year, Changan Fund had no major transactions with the Company.

(v) Arrangements for future transactions between Changan Fund and/or its associates and the Company.

For any such transactions that may occur in the future, the Company will comply with the Articles of Association of the Company and related laws and regulations, and will obtain the relevant internal approvals, and will make full disclosure of such information.

- f. Huafu Fund Co., Ltd ("Huafu Fund")
 - (i) Background information

Registered address: Fourth floor, Building 11, Xihangzhuzhaixinqu, Xihang Road, Tancheng Town, Pingtan County.

Legal representative: Chen Wengi

Registered capital: RMB 100,000,000

Date of incorporation: 25 October 2013

Type of company: Limited Liability Company

Registered business: Fund raising, fund sales, customized Asset management, Other licensed business permitted by the CSRC (Any project that needs to be approved by law can only be carried out after obtaining approval by relevant authorities.)

(ii) Subscription number and Lockup period

Subscription number: 2,956,437 shares

Lockup period: the abovementioned shares cannot be transferred within 12 months of date of the issue of the abovementioned shares.

(iii) Relationship with the Company

Huafu Fund had no connections with the company before this Placement.

(iv) Major transactions between the Company and Huafu Fund and its associates in the last year.

In the last year, Huafu Fund had no major transactions with the Company.

(v) Arrangements for future transactions between Huafu Fund and/or its associates and the Company.

For any such transactions that may occur in the future, the Company will comply with the Articles of Association of the Company and related laws and regulations, and will obtain the relevant internal approval process, and will make full disclosure of such information.

4. CHANGES TO THE TOP TEN SHAREHOLDERS AFTER THE PLACEMENT

4.1 The Top Ten Shareholders before the Placement:

As at 31 March 2015, the top ten Shareholders are as follows:

Name of Shareholders	Nature of Shareholders	Number of Shares	Shareholding (%)
Tianjin Pharmaceutical Group Co., Ltd. (天津市医药集团有限公司)	State-owned corporation(国有法人)	331,111,998	44.79
Citibank Nominees Singapore Pte. Ltd.	Foreign corporation(境外 法人)	36,327,500	4,91
Raffles Nominees (Pte.) Ltd.	Foreign corporation(境外 法人)	35,018,600	4.74
Phillip Securities Pte Ltd	Foreign corporation(境外 法人)	22,718,592	3.07
DBS Vickers Securities (Singapore) Pte Ltd	Foreign corporation(境外 法人)	13,028,900	1.76

OCBC Securities Private Limited	Foreign corporation(境外 法人)	12,394,300	1.68
GF Securities Co., Ltd. customer credit - backed securities trading account (广发证券股份有限公司客户信用交易担保证券账户)	Other	10,724,135	1.45
National Social Security Fund Portfolio 102 (全国社保基金一零二组合)	Other	8,999,559	1.22
Morgan Stanley Asi a (Singapore) Holdings Pte Ltd	Foreign corporation(境外 法人)	7,307,300	0.99
DBS Nominees Pte. Ltd.	Foreign corporation(境外 法人)	6,148,200	0.83
Total	483,779,084	65.44	

4.2 The Top Ten Shareholders after the Placement (as at the date of the New Placement A-Share's Registration).

Name of Shareholders	Nature of Shareholders	Number of Shares	Shareholding (%)
Tianjin Pharmaceutical Group Co., Ltd. (天津市医药集团有限公司)	State-owned corporation(国有法人)	331,111,998	43.06
Raffles Nominees (Pte.) Ltd.	Foreign corporation(境外 法人)	33,185,900	4.32
Citibank Nominees Singapore Pte. Ltd.	Foreign corporation(境外 法人)	30,463,900	3.96
China Securities Finance Corporation Limited(中国证券金融股份有限公司)	Other	30,337,366	3.95
Phillip Securities Pte Ltd	Foreign corporation(境外 法人)	26,296,092	3.42
DBS Vickers Securities (Singapore) Pte Ltd	Foreign corporation(境外 法人)	16,192,200	2.11
DBS Nominees Pte. Ltd.	Foreign	13,336,258	1.73

	corporation(境外 法人)		
OCBC Securities Private Limited	Foreign corporation(境外 法人)	9,964,500	1.30
BOSC Asset – SPD Bank - BOSC Asset No. 47 on Fortune Asset Management Plan (上银基金 - 浦发银行 - 上银基金财富 47 号 资产管理计划)	Other	8,869,306	1.45
Morgan Stanley Asia (Singapore) Holdings Pte Ltd	Foreign corporation(境外 法人)	7,701,000	1.00
Total		507,458,520	66.00

4.3 The impact of the Placement on the Control of the Company.

The share capital of the Company will be increased, and the shareholding of original Shareholders will be also changed accordingly. However, the above changes will not result in a change of control of the Company.

5. CHANGES TO THE SHARE CAPITAL OF THE COMPANY AFTER THE PLACEMENT

The changes in share capital structure of the Company after the Placement are set out below:

Share	Before the Place	ement	Changes	After the Placement	
classes	Number of Shares	Share Capital Percentage	Number of Shares	Number of Shares	Share Capital Percentage
Limited shares	3,105,000	0.42%	29,564,356	32,669,356	4.25%
A-Shares	3,105,000	0.42%	29,564,356	32,669,356	4.25%
Tradable shares	736,203,720	99.58%	-	736,203,720	95.75%
A-Shares	536,203,720	72.53%	-	536,203,720	69.74%
S-Shares	200,000,000	27.05%	-	200,000,000	26.01%
Total number of shares	739,308,720	100%	29,564,356	768,873,076	100.00%

The Company will amend the relevant provisions of registered share capital and capital structure accordingly in the Articles of Association of the Company, and the above amendments will be registered with the relevant authorities.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

6.1 Impacts on the Articles of Association of the Company and Structure of the Management of the Company

The Placement will change the share capital of the Company, and the Articles of Association of the Company will be amended accordingly, which will be registered with relevant authorities.

After the Placement, the Company's share capital will be increased. The shareholdings of the original Shareholders will be changed accordingly. However, the above changes will not result in a change of control of the Company.

In addition, this Placement will not result in a change in the management structure of the Company.

6.2 Impacts on the Business and Income of the Company

After the completion of the Placement, the Company's main business will remain unchanged.

After the completion of this Placement, the Company will further enhance the sales volume and market share, improve the extraction and processing capabilities of traditional Chinese medicine raw materials, strengthen the production capacity and promotional efforts in wellness and functional vegetable beverages, thereby significantly enhancing the Company's core competitiveness, market share and brand influence, further enhancing the Company's industrial structure and product structure, reinforcing the Company's profitability and ability to withstand risks.

6.3 Impacts on the Financial Position of the Company

Upon the completion of this Placement, the Company's total assets, net assets, and financial strength will be further enhanced, and the balance sheet structure will be stronger.

6.4 Impacts on the Profitability of the Company

The Net Proceeds will be mainly used in the Terminal Marketing Network and Promotional System Project, the Bozhou Pharmaceutical Industrial Park Project, the Functional Vegetable Beverages Project and the Pharmaceutical Logistics Center Project. The Placement will help the Company seize development opportunities in the pharmaceutical industry during the "12th Five-year Plan" period and, through the implementation of the above projects, the Company will further increase the sales and market share of our core drug products, improve our Chinese medicine raw materials extraction and processing capabilities, strengthen our production capacity and promotional efforts in wellness and functional vegetable beverages and build an effective and modernized logistics and distribution system, thereby substantially improving the Company's core competitiveness, market share and brand presence, further enhancing the Company's industrial structure and product structure, reinforcing the Company's profitability and ability to withstand risks, thus the Placement is conducive to achieving and safeguarding the long-term interests of Shareholders.

6.5 Impacts on the Cash Flow of the Company

Upon completion of this Placement, there will be an increase in cash inflows from the Company's financing activities. As the projects will be financed by the Net Proceeds, cash outflows from investment activities and cash inflows from future operating activities will increase.

7. PROFESSIONALS FOR THE PLACEMENT

Placement Agent	
Legal Representative:	Chen Youan
Agents:	Kang Yuan, Lu Yu
Assistant:	Jin Jian
Members:	Chen Wei, Wang Jianlong, Liu Weibin, Yue Sige, Zhang Tianbai
Address:	International Business Building C, No. 35 Financial Street, Xicheng
Address.	District, Beijing
Telephone:	010-66568930
Fax:	010-66568390
Legal Adviser: JunZeJun	Law Offices
Person in Charge:	Wang Bing
Associates:	Zhang Shaohua, Zhao Lei
Address:	Financial Street Center A6, No. 9 Financial Street, Xicheng District,
Address.	Beijing
Telephone:	010-66523330
Fax:	010-66523388
Auditors: Ruihua Certified	Public Accountants
Person in Charge:	Gu Renrong
CPA:	Luo Jun, Zhou Lijun
Address:	3-9 F West Tower, China Overseas Property Plaza, Yongding Men,
Address.	Dongcheng District, Beijing
Telephone:	010-88095271
Fax:	010-88091190
Verification Agent: Ruihua	Certified Public Accountants
Person in Charge:	Gu Renrong
CPA:	Luo Jun, Zhou Lijun
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Addices.	Dongcheng District, Beijing
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By order of the Board 15 July 2015