

**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)

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**RESOLUTIONS PASSED AT THE 9<sup>TH</sup> BOARD MEETING FOR FY2023**

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*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 Company had, on 8 December 2023, issued a notice of board meeting to its directors in respect of the 9<sup>th</sup> board meeting for the financial year ending 31 December 2023 (“**FY2023**”), and the board meeting was duly convened by means of live meeting and telephone conference on 18 December 2023. The said meeting was convened in compliance with the applicable Companies Law, Securities Law and the Articles of Association of the Company, and the following resolutions were discussed and passed by the nine (9) directors out of the full board of nine (9) directors:

1. That, the proposed adjustments to the composition of the respective Board committees, be approved.

Given the resignation of Mr. Zhu Haifeng (朱海峰) (“**Mr. Zhu**”) from his position as an independent director of the Company, Mr. Yeo Guat Kwang (杨木光) (“**Mr. Yeo**”) was appointed as an independent director of the Company at the extraordinary general meeting of the Company held on 28 November 2023. Consequently, the composition of the respective Board committees shall be adjusted accordingly, and Mr. Yeo will replace Mr. Zhu as the chairman of the Remuneration Committee, member of the Audit Committee and member of the Nomination Committee of the Company. In addition, Mr. Yeo will also replace Mr. Liew Yoke Pheng Joseph as Lead Independent Director of the Company with effect from the date hereof.

Consequently, the composition of the Board and the respective committees shall be as follows:

**Board of Directors**

Chairman	:	Ms. Zhang Mingrui
Executive Directors	:	Mr. Guo Min Ms. Wang Lei Mr. Zhou Hong Mr. Shang Mingjie
Non-Executive and Non-Independent Directors	:	Ms. Zhang Mingrui Ms. Mao Weiwen
Independent and Non-Executive Director	:	Mr. Yeo Guat Kwang (Lead Independent Director) Mr. Liew Yoke Pheng Joseph Ms. Li Qing

### **Audit Committee**

Chairman : Mr. Liew Yoke Pheng Joseph

Members : Ms. Li Qing  
Mr. Yeo Guat Kwang

### **Nomination Committee**

Chairman : Ms. Li Qing

Members : Mr. Guo Min  
Mr. Yeo Guat Kwang

### **Remuneration Committee**

Chairman : Mr. Yeo Guat Kwang

Members : Ms. Mao Weiwen  
Mr. Liew Yoke Pheng Joseph

### **Strategy Committee**

Chairman : Ms. Zhang Mingrui

Members : Mr. Guo Min  
Ms. Wang Lei

2. That, the proposed entry into the Construction Contract of Tianjin Small Construction Project for the "Relocation and Renovation Project of Tianjin Pharmaceutical Da Ren Tang Chinese Medicinal Slices Co., Ltd. – Decoction Workshop Single Project" (the "**Decoction Workshop Project**") (天津市小型建设工程施工合同 (津药达仁堂饮片厂搬迁改造项目—代煎车间单项工程)) (the "**Construction Contract #1**") between the Company and Tianjin Pharmaceutical Design Institute Co., Ltd. (天津市医药设计院有限公司) ("**TPDI**") as an interested person transaction, be approved.

According to the bidding results, it is proposed that the Decoction Workshop Project be undertaken by TPDI, and the entry into the Construction Contract #1 between the Company and TPDI, with a contract price of RMB3,961,324.

Mr. Guo Min, Ms. Zhang Mingrui and Ms. Mao Weiwen, being the interested directors, have abstained from voting on this resolution.

Mr. Liew Yoke Pheng Joseph, Ms. Li Qing and Mr. Yeo, being the present independent directors of the Company, have given their independent opinions on this resolution.

Please refer to the separate announcement dated 19 December 2023 made by the Company in relation to the proposed entry into the Construction Contracts (as defined below) with TPDI for further details.

3. That, the proposed entry into the Construction Contract of Tianjin Small Construction Project for the “Renovation Project of Qingguang North Warehouse Area of Medicinal Materials Co.– Warehouses No. 27, No. 29 and No. 43 Renovation Project) (the “**Warehouse Renovation Project**”) (天津市小型建设工程施工合同 (津药达仁堂药材公司青光库北库区改造项目—27#29#43#库改造工程)) (the “**Construction Contract #2**”, together with the Construction Contract #1, the “**Construction Contracts**”) between the Company and TPDI as an interested person transaction, be approved.

According to the bidding results, it is proposed that the Warehouse Renovation Project be undertaken by TPDI, and the entry into the Construction Contract #2 between the Company and TPDI, with a contract price of RMB2,802,987.

Mr. Guo Min, Ms. Zhang Mingrui and Ms. Mao Weiwen, being the interested directors, have abstained from voting on this resolution.

Mr. Liew Yoke Pheng Joseph, Ms. Li Qing and Mr. Yeo, being the present independent directors of the Company, have given their independent opinions on this resolution.

Please refer to the separate announcement dated 19 December 2023 made by the Company in relation to the proposed entry into the Construction Contracts with TPDI for further details.

4. That, the proposed entry into the Enterprise Support Service Agreement (企业支持服务协议) (the “**Service Agreement**”) between the Company and Tianjin Pharmaceutical Group Marketing Co., Ltd. (天津医药集团营销有限公司) (“**TPGM**”) as an interested person transaction, be approved.

In response to the Company's needs for brand promotion and marketing business expansion, the Company proposes to engage TPGM to provide enterprise support services including brand promotion support, information technology support, policy consulting and sales support, and enter into the Service Agreement with TPGM. The contract price shall not exceed RMB6,700,000, and the validity term of the Service Agreement shall commence from the date of signing and end on 31 December 2024.

Mr. Guo Min, Ms. Zhang Mingrui and Ms. Mao Weiwen, being the interested directors, have abstained from voting on this resolution.

Mr. Liew Yoke Pheng Joseph, Ms. Li Qing and Mr. Yeo, being the present independent directors of the Company, have given their independent opinions on this resolution.

Please refer to the separate announcement dated 19 December 2023 made by the Company in relation to the proposed entry into the Service Agreement with TPGM for further details.

#### **By Order of the Board**

Jiao Yan  
Secretary to the Board of Directors  
19 December 2023