TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

(Company Registration No.: 91120000103100784F) (Incorporated in the People's Republic of China)

MINUTES OF THE ANNUAL GENERAL MEETING OF TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED (THE "COMPANY") HELD ON 17 MAY 2021

DATE : 17 May 2021

TIME : 1:30 p.m.

VENUE : Meeting room of Zhongxin Mansion, No. 17 Baidi Road, Nankai

District, Tianjin, the People's Republic of China 300193 for holders

of "A" shares ("A-Shareholders")

Concurrently, the AGM (as defined herein) was held by electronic means for holders of "S" shares ("S-Shareholders", together with

the A-Shareholders, the "Shareholders") in Singapore

CALLED BY : Board of Directors

CHAIRMAN OF THE AGM : Mr. Li Liqun

INTRODUCTION

The Chairman of the AGM ("AGM Chairman") welcomed all the Shareholders to the Company's annual general meeting for the financial year ended 31 December 2020 ("FY2020") ("AGM" or "Annual General Meeting") and stated that voting by A-Shareholders at the AGM were to be carried out through a combination of on-site voting and online voting. Concurrently, the Company has provided S-Shareholders with access to observing and/or listening to the AGM proceedings via "live" audio-and-video webcast or "live" audio-only stream in accordance with relevant regulations and rules currently implemented in Singapore due to the Covid-19 situation. The AGM Chairman then called the proceedings of the AGM to be officially started.

QUORUM

As a quorum was present, Ms. Jiao Yan (Secretary to the Board), on behalf of the AGM Chairman, called the AGM to order at 1.30 p.m.

Ms. Jiao Yan, on behalf of the AGM Chairman, then introduced the following persons who were present at the AGM or attended the AGM via live webcast or audio conference:

Physically present:

Directors - Mr. Li Liqun (Chairman of Board)

Ms. Li Yan (Executive Director)

Mr. Qiang Zhiyuan (Independent and Non-Executive Director)

Mr. Zhou Hong (Executive Director) Mr. Wang Mai (Executive Director)

Secretary to the Board - Ms. Jiao Yan

Supervisors - Mr. Wang Yunxi (Chairman of the Supervisory Committee)

Ms. Guo Xiumei (Employee Supervisor)

Management - Ms. Li Yan (General Manager)

Mr. Zhang Jian (Deputy General Manager)

Mr. Zhou Hong (Deputy General Manager and Chief Engineer)

Ms. Niu Shengfang (Deputy General Manager)

PRC Legal Counsel - Guantao Law Firm (Tianjin Office)

Represented by: Ms. Guo Jichun

Ms. Yang Miao

PRC Auditors - ShineWing Certified Public Accountants LLP

Represented by: Mr. Liu Tao

Attended via live webcast or audio conference:

Directors - Mr. Wong Gang (Independent and Non-Executive Director)

Mr. Liew Yoke Pheng Joseph (Independent and Non-Executive

Director)

Singapore Legal Counsel - Shook Lin & Bok LLP

Represented by: Ms. Esther Ng

International Auditors - RSM Chio Lim LLP

Represented by: Mr. Ng Thiam Soon

Mr. Adrian Tan KC Mr. Wong Woon Wai Mr. Kelvin Chan KH

Singapore Polling Agent - Boardroom Corporate & Advisory Services Pte. Ltd.

Represented by: Mr. Ong Sui Mou

Singapore Scrutineer - Drewcorp Services Pte. Ltd.

Represented by: Mr. Leh Si Yuan

Ms. Cheah Xiao Chien

NOTICE OF MEETING AND BUSINESS OF THE AGM

Ms. Jiao Yan, on behalf of the AGM Chairman, stated that the meeting materials have been sent to Shareholders or published on the website of the Shanghai Stock Exchange and SGXNet, and the notice convening the AGM was taken as read. The AGM proceeded to consider the resolutions which were being tabled for Shareholders' approval at the AGM.

Ms. Jiao Yan, on behalf of the directors and management of the Company, then proceeded to answer the questions received by the Company from the S-Shareholders submitted in advance of the AGM which are relevant to the business of the AGM. Please refer to the questions raised by the S-Shareholders and the Company's responses set out in **Appendix 1**. There were no questions raised by the A-Shareholders in advance of the AGM or at the AGM in relation to the business of the AGM.

VOTING PROCEEDINGS AND RESULTS

Ms. Jiao Yan, on behalf of the AGM Chairman, stated that voting by S-Shareholders had been conducted in advance by the appointment of the AGM Chairman as proxy and had been verified by a Singapore scrutineer appointed by the Company pursuant to the relevant regulations and rules currently implemented in Singapore due to the Covid-19 situation, and the voting results was to be declared together with those of A-Shareholders. It was noted that Drewcorp Services Pte. Ltd. has been appointed as the Singapore scrutineer for the AGM.

Ms. Jiao Yan, on behalf of the AGM Chairman, then stated that with respect to voting by the A-Shareholders, the scrutineer team comprised of Ms. Yang Miao (representative of PRC legal counsel), Ms. Guo Xiumei (representative of supervisors), Ms. Wang Wei (representative of A-Shareholders) and counting personnel comprised of Ms. Jiang Ling and Mr. Wang Jian.

Ms. Yang Miao introduced the voting rules and procedures for A-Shareholders on behalf of the scrutineer team, following which the A-Shareholders proceeded to vote, and the AGM was adjourned for around 2.5 hours.

The AGM resumed at 4:25 p.m., and Ms. Jiao Yan, on behalf of the AGM Chairman, proceeded to announce the voting results of each of the resolutions.

Resolution 1 - To consider and approve the Chairman's Report for FY2020

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,599,541	99.998	0	0.000	6,700	0.002

Based on the voting results, Ms. Jiao Yan, on behalf of the AGM Chairman, declared the motion carried.

Resolution 2 - To consider and approve the Board of Directors' Report for FY2020

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,599,541	99.998	0	0.000	6,700	0.002

Resolution 3 - To consider and approve the Supervisory Committee's Report for FY2020

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,599,541	99.998	0	0.000	6,700	0.002

Based on the voting results, Ms. Jiao Yan, on behalf of the AGM Chairman, declared the motion carried.

Resolution 4 - To consider and approve the Financial Report and Audit Report for FY2020 audited by ShineWing Certified Public Accountants and RSM Chio Lim LLP and reviewed by the Audit Committee of the Company

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,599,541	99.998	0	0.000	6,700	0.002

Based on the voting results, Ms. Jiao Yan, on behalf of the AGM Chairman, declared the motion carried.

Resolution 5 - To consider and approve the scheme of profit distribution policy of the Company for FY2020

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,606,241	100.000	0	0.000	0	0.000

Resolution 6 - To consider and approve the remuneration of S\$55,000 for independent director Mr. Wong Gang for FY2020

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,606,241	100.000	0	0.000	0	0.000

Based on the voting results, Ms. Jiao Yan, on behalf of the AGM Chairman, declared the motion carried.

Resolution 7 - To consider and approve the remuneration of S\$32,100 for independent director Mr. Liew Yoke Pheng Joseph for FY2020 (specifically, for the period from 5 June 2020 to 31 December 2020)

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,606,241	100.000	0	0.000	0	0.000

Based on the voting results, Ms. Jiao Yan, on behalf of the AGM Chairman, declared the motion carried.

Resolution 8 - To consider and approve the remuneration of S\$25,000 for independent director Mr. Timothy Chen Teck-Leng for FY2020 (specifically, for the period from 1 January 2020 to 5

June 2020)

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,606,241	100.000	0	0.000	0	0.000

Based on the voting results, Ms. Jiao Yan, on behalf of the AGM Chairman, declared the motion carried.

Resolution 9 - To consider and approve the remuneration of RMB60,000 for independent director Mr. Qiang Zhiyuan for FY2020

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,606,241	100.000	0	0.000	0	0.000

Based on the voting results, Ms. Jiao Yan, on behalf of the AGM Chairman, declared the motion carried.

Resolution 10 - To consider and approve the aggregate remuneration for directors of the Company for FY2020

The following directors of the Company had abstained from voting on this Resolution 10:

Name	Number of shares held
Li Liqun	70,000 Restricted A-shares
Li Yan	70,000 Restricted A-shares
Wang Mai	70,000 Restricted A-shares
Zhou Hong	70,000 Restricted A-shares

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,606,241	100.000	0	0.000	0	0.000

Resolution 11 - To consider and approve the aggregate remuneration for members of the Supervisory Committee for FY2020

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,606,241	100.000	0	0.000	0	0.000

Based on the voting results, Ms. Jiao Yan, on behalf of the AGM Chairman, declared the motion carried.

Resolution 12 - To consider and approve the appointment of Ms. Li Qing as independent director of the Company

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,606,241	100.000	0	0.000	0	0.000

Based on the voting results, Ms. Jiao Yan, on behalf of the AGM Chairman, declared the motion carried.

Resolution 13 - To consider and approve the renewal of the shareholders' mandate for the interested person transactions

Tianjin Pharmaceutical Holdings Co., Ltd., the controlling shareholder of the Company which holds 325,855,528 shares in the Company, had abstained from voting on this Resolution 13. Further, Jinhushen Biological Medical Science and Technology Co., Ltd (津沪深生物医药科技有限公司), which holds 4,497 A-shares in the Company, had also abstained from voting on this Resolution 13.

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
21,750,713	100.000	0	0.000	0	0.000

Based on the voting results, Ms. Jiao Yan, on behalf of the AGM Chairman, declared the motion carried.

Resolution 14 - To consider and approve the proposed line of credit granted to the Company of up to an aggregate limit of RMB6,980,000,000

FC	OR	AG	AINST	FOR	FEITED
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,606,241	100.000	0	0.000	0	0.000

Based on the voting results, Ms. Jiao Yan, on behalf of the AGM Chairman, declared the motion carried.

Resolution 15 - To consider and approve the proposed re-appointment of ShineWing Certified Public Accountants as PRC auditors of the Company for the financial year ending 31 December 2021 ("FY2021"), re-appointment of RSM Chio Lim LLP as international auditors of the Company for FY2021, and to authorise the Board to determine their remuneration

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
347,606,241	100.000	0	0.000	0	0.000

WITNESSED BY PRC LEGAL COUNSEL

Ms. Guo Jichun, the representative of the PRC legal counsel of the Company, confirmed that the calling and convening of the AGM were in compliance with provisions of relevant laws, regulations and normative documents, as well as the Articles of Association of the Company. The eligibility of the Board of Directors to call the AGM and the Shareholders present at the AGM were legitimate and valid. The voting procedures and results of the AGM were legitimate and valid.

CLOSURE

There being no other business to transact, Ms. Jiao Yan, on behalf of the AGM Chairman, declared the AGM of the Company closed at 4:29 p.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

Mr. Li Liqun
Chairman of the Board

APPENDIX 1

QUESTIONS FROM S-SHAREHOLDERS AND COMPANY'S RESPONSES

S/No.	QUESTIONS	COMPANY'S RESPONSES
1.	I refer to page150 of the Annual Report about "Financial information by operating segments". For "Chinese Medicine" segment, why the segment revenue declined by 9.8% from RMB4.85b in 2019 to RMB4.37b in 2020?	In 2020, due to the impact of the COVID-19 pandemic, the medical industry failed to open normally, hospitals limited the numbers of patients, and medical units implemented outpatient appointment system. All these caused the decline in number of outpatients generally, as well as the decline in the number of patients compared to previous years. At the same time, the purchase of some cold and cough medicines produced by the Company is restricted in some regions, thereby resulting in a decrease in sales volume and in turn, a decrease in sales revenue. 2020年受新冠疫情影响,医疗市场没有正常开放,医院限制患者流量,医疗单位实行门诊预约,门诊量普遍下降,患者流量较往年减少。同时,公司部分感冒、治咳类用药在部分地区限购,销售量减少,销售收入下降。
2.	I refer to page150 of the Annual Report about "Financial information by operating segments". For "Western Medicine" segment, why the segment revenue declined by 3.1% from RMB1.70b in 2019 to RMB1.65b in 2020?	In 2020, due to the impact of the COVID-19 pandemic, the medical industry failed to open normally, hospitals limited the numbers of patients, and medical units implemented outpatient appointment system. All these caused the decline in number of outpatients generally, as well as the decline in the number of patients compared to previous years. At the same time, the purchase of some cold and cough medicines produced by the Company is restricted in some regions, thereby resulting in a decrease in sales volume and in turn, a decrease in sales revenue. 2020年受新冠疫情影响,医疗市场没有正常开放,医院限制患者流量,医疗单位实行门诊预约,门诊量普遍下降,患

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Disclaimer: In the event of any inaccuracy, conflict or inconsistency between the English version and the Chinese language version of the contents contained in this Appendix 1, the Chinese language version shall prevail, and the English version will be deemed to conform to the Chinese language version.

		者流量较往年减少。同时,公司部分感冒、治咳类用药在部分地区限购,销售量减少,销售收入下降。
3.	I refer to page113 of the Annual Report about "Material subsidiaries with non-controlling interests". For Tianjin Da Ren Tang Jingwanhong Pharmaceutical Co Ltd specifically, why its Revenue declined by 20.5% from RMB375.414m in 2019 to RMB298.350m in 2020?	In 2020, due to the impact of the COVID-19 pandemic, the medical industry failed to open normally, hospitals limited the number of patients and implemented outpatient appointment system, all of which caused a significant decrease in the number of general outpatient services. As a result, the main products sales revenue of Tianjin Da Ren Tang Jingwanhong Pharmaceutical Co. Ltd. decreased by RMB 70 million year-on-year. 2020年受新冠疫情影响,医疗市场没有正常开放,医院限制患者流量,并且实行门诊预约,普遍门诊下降明显,天津达仁堂京万红药业有限公司的主要品种销售收入同比减少0.7亿。
4.	I refer to page117 of the Annual Report about "Material associates". For Sino-American Tianjin SmithKline & French Lab Ltd (TSKF), its revenue declined by 'only' 2.4% from RMB2.51b in 2019 to RMB2.45b in 2020. Why its "Profit for the reporting year" declined by 15.9% from RMB569.628m in 2019 to RMB478.887m in 2020?	This is mainly because the structure of the products sold in 2020 was different from that in 2019. In 2020, the sales of higher-cost products have increased compared with those in 2019, which resulted in the decline in profit to be greater than the decline in revenue. 主要是本期销售的产品结构较同期有所不同,成本较高的品种销售占比较同期有所增加,所以导致利润降幅大于收入降幅。
5.	I also refer to page117 of the Annual Report about "Material associates". For Tianjin Hong Ren Tang Pharmaceutical Co Ltd (THP), how did it manage to grow its Revenue by 12.9% from RMB314.764m in 2019 to RMB355.415m in 2020? However, how did THP end up with "Other comprehensive income" of -RMB68.250m in 2020?	The growth of the main business revenue in 2020 compared with that in 2019 was mainly due to the growth of sales volume. The decline in "other comprehensive income" was mainly caused by changes in the valuation of other equity instrument investments. 2020年较2019年主营业务收入增长主要原因是销售量的增长;其他综合收入下降下主要是由于其他权益工具投资的评估值变动引起的。

6. I refer to page101 of the Annual Report about "Property, Plant and Equipment". Noted that there were additions in "Construction in Progress" of RMB226.220m in 2019 and RMB174.729m in 2020. Where were these "Construction in Progress"?

The construction-in-progress in both 2019 2020 and were mainly concentrated in Cangzhou and Tianjin. construction-in-progress Cangzhou is the Active Pharmaceutical Ingredients Base Project of Xinxin Pharmaceutical Plant and the construction-in-progress in Tianjin is the Dripping Pill Base Project of No. 6 Chinese Medicine Plant.

2019年在建工程增加主要集中在沧州和 天津地区;2020年在建工程的增加也主 要集中在沧州和天津地区。沧州在建工 程为新新制药厂原料药基地项目,天津 地区在建工程是指六厂滴丸智能基地项 目。

7. I refer to page42 of the Annual Report about "Corporate Governance Statement". While page96 "Employee Benefit Expense" has declined by 5.2% from RMB857.726m in 2019 to RMB813.193m in 2020, the "Total Remuneration" paid to the following executives has increased in a range +37.1% to +367.1% (despite being a Covid year).

N	Name	Total	Total	Increa
ο.		Remunerati	Remunerati	se by
		on	on	
		(2019)	(2020)	
1	Li Yong	RMB686,70	RMB1,065,2	+55.1
		0	00	%
2	Zhang	RMB709,60	RMB1,065,2	+50.1
	Jian	0	00	%
3	Wang	RMB655,10	RMB982,50	+50.0
	Xin	0	0	%
4	Ni	RMB768,70	RMB1,054,1	+37.1
	Zhenggu	0	00	%
	0			
5	Niu	RMB243,10	RMB892,40	+367.1
	Shengfa	0	0	%
	ng			

Can the Remuneration Committee share what remuneration factor(s) specifically led to their increases? How much is attributable to each of these remuneration factor(s)?

The decrease in "Employee Benefit Expense" was mainly due to the social security reduction and exemption policy issued by the PRC government during the Covid-19 pandemic in 2020 which resulted in a decrease in social insurance expenses compared with those in 2019.

员工的职工薪酬减少主要是2020年疫情期间,国家出台了社保减免政策,社保费用比同期减少。

The reason for the increase in the "Total Remuneration" paid to the executives was because the Company has fully implemented the "Professional Management Policy" (职业经理人制度) since November 2019. and the Company has implemented a more market-oriented executive remuneration assessment system within which the remuneration of the executives has been raised. As a result, the remuneration paid to the executives in 2020 was generally higher than that in 2019. In addition, Ms. Niu Shengfang was newly promoted to be an executive of the Company in November 2019, so her

		remuneration in 2020 (after being promoted to be an executive of the Company) has increased significantly compared to the remuneration before her promotion in 2019. 关于公司高管薪酬有所增长的原因,公司自2019年11月开始全面推行职业经理人制度,公司执行更为市场化的高管薪酬考核体系,在新的薪酬考核体系内,高管薪酬有所上调,因此,高管的2020年度薪酬普遍比2019年有所增长。另外,牛胜芳女士是在2019年11月新升职为公司高管的,因此,其2020年度升职的的薪酬相比增长较大。
8.	In relation to the recent chain offers for the Company, with the new shareholders, is there any change in the dividend distribution policy in the future?	The current dividend policy is in accordance with the "2020-2022 Shareholders Return Plan" of the Company as set out in the annual report for FY2019 which was approved by the shareholders of the Company at the 2020 AGM convened on 5 June 2020. According to the terms of the "2020-2022 Shareholders Return Plan", the Company shall review the "Shareholders Return Plan for the Next Three Years" at least once every three years and make appropriate and necessary amendments to the profit distribution policy being implemented by the Company. Accordingly, the dividend distribution policy would not change until 2022. 公司当前的股利政策是根据载于公司2019财年的年度报中的《2020 - 2022年股东回报计划》制定的,该《回报计划》已经于2020年6月5日召开的公司2019年度股东大会审议批准。根据该《回报计划》的条款,公司应当审查"未来三年股东回报规划"至少每三年一次,使适当的和必要的修改由公司利润分配政策的实施。因此,直到2022年股息分配政策不会改变。

will consider the factors including the profitability, capital needs and development stage of the Company taking into account the opinions of shareholders (especially public shareholders) and independent directors, and prepare the shareholders return plan for the next three years. 此后,公司的董事会将考虑的因素包括盈利能力、资本需求和公司的发展阶段,考
虑到股东的意见(特别是公众股东)和独立 董事,并准备未来三年股东回报规划。