

TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

(Company Registration No. 91120000103100784F)

(Incorporated in People's Republic of China)

(1) Resolutions Passed at the 2nd Board Meeting for FY2019

(2) Notice of Annual General Meeting for FY2018

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 2nd Board Meeting for FY2019

Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the "**Company**") had on 28 March 2019 duly convened its 2nd Board Meeting for the financial year ending 31 December 2019 ("**FY2019**"). The following resolutions were discussed and passed by the 7 directors out of the full board of 7 directors.

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 resolutions were passed:

1. that the Chairman's Report for the financial year ended 31 December 2018 ("**FY2018**") be approved;
2. that the Board of Directors' Report for FY2018 be approved;
3. that the contents of the draft annual report for FY2018 (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 FY2018 be approved;
5. that the scheme of profit distribution policy of the Company for FY2018 be approved;

Based on the audited financial report for FY2018 (prepared in accordance with the PRC accounting standards) prepared by Ruihua Certified Public Accountants LLP, the Company's net profit for FY2018 is RMB576,443,700.08, and the Company's undistributed profits at the beginning of FY2018 is RMB1,891,178,962.04. The Company has distributed a dividend of an aggregate amount of RMB153,774,615.2 for FY2018. In light of the above, the accumulated distributable profit of the Company for FY2018 is RMB2,313,848,046.92.

The Board proposed to declare dividends of an aggregate amount of RMB169,152,076.72 on the basis of RMB2.2 (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 2018.

6. that the Company's "Report on the Social Responsibilities for FY2018" be approved;
7. that the Company's "Self-evaluation Report on the Internal Controls for FY2018" be approved;
8. that the "Report from Independent Directors for FY2018" be approved;
9. that the "Report on Performance from Audit Committee for FY2018" be approved;
10. that the "Report on 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 FY2018 be approved;
12. that the remuneration of S\$55,000 for independent director Mr. Toe Teow Heng for FY2018 be approved;
13. that the remuneration of RMB60,000 for independent director Mr. Qiang Zhi Yuan for FY2018 be approved;
14. that the aggregate remuneration for directors of Company for FY2018 be approved;
15. that the aggregate remuneration for senior management personnel (excluding directors and members of supervisory committee) for FY2018 be approved;
16. that the appointment of Mr. Wong Gang as independent director of the Company be approved;

Mr Wong Gang, born of Singaporean nationality in September 1970, graduated from the National University of Singapore in 1995 with Bachelor of Law (Honours) and was admitted as advocate and solicitor to the Supreme Court of Singapore in 1996 and joined Shook Lin & Bok LLP, a law firm in Singapore. He was a partner since 2002 at Shook Lin & Bok LLP, Head of Shook Lin & Bok LLP's China practice group and has advised multinational corporations and Singapore companies on cross border transactions in China, as well as on public offerings of securities in Singapore by companies from China, Hong Kong and South-East Asia.

From May 2008 to May 2014, he was appointed as independent director in the Company. He is currently the independent director of JEP Holdings Ltd (listed on SGX Catalist) and Renewable Energy Asia Group Limited (listed on SGX Catalist).

17. that the appointment of Mr. Zhou Hong as director of the Company be approved;

Mr. Zhou Hong, born in July 1970, is a Senior Engineer and holds a doctor's degree in science. For the period from July 1992 to December 2007, he held the position as Sales Executive, Deputy Director of Factory Workshop, Director of Factory Workshop, Leader of the technical process and Head of the Technology Department of Tianjin Zhong Xin Pharmaceutical Factory No. 6. From

December 2007 to January 2010, he held the position of Deputy Director of Tianjin Zhong Xin Pharmaceutical Factory No. 6. From January 2010 to July 2011, he was promoted to the Executive Deputy Director of Tianjin Zhong Xin Pharmaceutical Factory No. 6. From July 2011 to October 2017, he was the Director and Executive Deputy Secretary of Tianjin Zhong Xin Pharmaceutical Factory No. 6. From December 2012 to March 2019, he was the Staff Director of the Company. From February 2017 to August 2017, he was an assistant to the General Manager of the Company. From October 2017 to present, he is the Deputy General Manager and Chief Engineer of the Company.

18. that the proposed renewal of the shareholders' mandate for the interested person transactions be approved;
19. that the loan facilities granted to the Company up to an aggregate limit of RMB7,310,000,000 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.	Tianjin Branch, Industrial and Commercial Bank of China (中国工商银行股份有限公司天津分行)	400	One year
2.	Nankai Sub-branch, Tianjin, Bank of China (中国银行股份有限公司天津南开支行)	450	One year
3.	Hebei Sub-branch, Tianjin, China Construction Bank (中国建设银行股份有限公司天津河北支行)	530	Two years
4.	Agricultural Bank of China Tianjin Port Free Trade Zone Branch (中国农业银行股份有限公司天津港保税区支行)	500	One year
5.	Tianjin Branch, Export-Import Bank of China(中国进出口银行天津分行)	50	One year
6.	Merchants Bank of China, Tianjin Branch (招商银行股份有限公司天津分行)	100	One year
7.	Tianjin Branch, China Bohai Bank(渤海银行股份有限公司天津分行)	800	One year
8.	Tianjin Branch, China Zheshang Bank (浙商银行股份有限公司天津分行)	1,000	One year
9.	China Everbright Bank Co.,Ltd.,Tianjin Branch (中国光大银行股份有限公司天津分行)	150	One year
10.	Tianjin Sub-Branch, China CITIC Bank (中信银行股份有限公司天津支行)	500	One year
11.	China Minsheng Bank, Tianjin Branch(中国民生银行股份有限公司天津分行)	200	One year
12.	Tianjin Branch, Industrial Bank Co., Ltd., 兴业银行股份有限公司天津分行	600	One year
13.	Hexi Sub-branch, Tianjin, China Postal Savings Bank Co., Ltd. (中国邮政储蓄银行股份有限公司)	250	One year

	天津河西区支行)		
14.	Tianjin Branch, Ping An Bank(平安银行股份有限公司天津分行)	500	One year
15.	Bank of Beijing, Tianjin Heping Branch (北京银行股份有限公司天津和平支行)	200	One year
16.	Nanmenwai Sub-Branch, Tianjin, Hua Xia Bank Co., Ltd.(华夏银行股份有限公司天津南门外支行)	200	One year
17.	Tianjin Branch, The Hongkong and Shanghai Banking Corporation Limited (汇丰银行(中国)有限公司天津分行)	100	One year
18.	Standard Chartered Bank (China) Limited, Tianjin Branch (渣打银行(中国)有限公司天津分行)	300	One year
19.	Tianjin Branch, OCBC China (华侨银行(中国)有限公司天津分行)	80	One year
20.	Fubang Huayi Bank, Tianjin Branch(富邦华一银行有限公司天津分行)	100	One year
21.	Tianjin Branch, Bank of Hebei (河北银行股份有限公司天津分行)	300	One year
	Total	7,310	

20. that the proposed reduction of the registered capital of Zhejiang Zhong Xin Chuang Rui Investment Co., Ltd., the Company's wholly-owned subsidiary, from RMB200,000,000 to RMB 60,000,000 be approved;
21. that the implementation of the relevant new Accounting Standards for Enterprises revised and issued by Ministry of Finance, PRC in 2018 be approved;
22. that the following proposed write-offs, use, reversal and allowances made for various assets of the Company in FY2018 be approved:
- (1) the provision for bad debts of RMB13,248,600, the reversal of bad debts provision of RMB26,854,100 and the use/write-off of bad debts provision of RMB27,932,200;
 - (2) the allowance for inventory of RMB16,116,100 and write-off of the allowance for inventory of RMB4,281,700;
 - (3) the write-off of the allowance for property, plant and equipment of RMB1,604,400;
 - (4) the write-off of the allowance for intangible assets of RMB100,000.
23. that the proposed convening of the annual general meeting for FY2018 be approved.

The above resolutions No. 1 and No. 2, resolutions No. 4 and No. 5, resolutions No. 11 to No. 14, and resolutions No. 16 to No. 19 shall be tabled at the annual general meeting for FY2018 to be convened for shareholders' approval.

All the directors have no interest in resolution No. 18 above, and do not need to abstain from voting on the relevant resolution.

Certain directors, being personally interested in the relevant resolutions for approval of their respective remuneration, have duly abstained from voting on the respective resolutions at the Board meeting.

(2) Notice of Annual General Meeting for FY2018

Pursuant to the Companies Law and the Articles of Association of the Company, the Board proposes to convene the annual general meeting for FY2018 at the meeting room of Super Garden Hotel, No. 2 Rongye Avenue, Heping District, Tianjin 300021, PRC on 15 May 2019 at 1:30 p.m.. Concurrently, a video conferencing for holders of "S" shares will be held at Pinnacle Suite, Wangz Business Centre, 7 Temasek Blvd, #44-01, The Penthouse Suntec Tower 1, Singapore 038987.

The agenda for the meeting shall be as follows:

1. To consider and approve the Chairman's Report for FY2018; (Resolution 1)
2. To consider and approve the Board of Directors' Report for FY2018; (Resolution 2)
3. To consider and approve the Supervisory Committee's Report for FY2018; (Resolution 3)
4. To consider and approve the Financial Report and Audit Report for FY2018 audited by Ruihua 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 FY2018; (Resolution 5)

The Board has recommended to declare dividends of an aggregate amount of RMB169,152,076.72 on the basis of RMB2.2 (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 2018.

6. To consider and approve the remuneration of S\$60,000 for independent director Mr. Timothy Chen Teck-Leng for FY2018; (Resolution 6)
7. To consider and approve the remuneration of S\$55,000 for independent director Mr. Toe Teow Heng for FY2018; (Resolution 7)
8. To consider and approve the remuneration of RMB60,000 for independent director Mr. Qiang Zhi Yuan for FY2018; (Resolution 8)
9. To consider and approve the aggregate remuneration for directors of the Company for FY2018; (Resolution 9)
10. To consider and approve the aggregate remuneration for members of the Supervisory Committee for FY2018; (Resolution 10)

11. To consider and approve the appointment of Mr. Wong Gang as independent director of the Company; (Resolution 11)
12. To consider and approve the appointment of Mr. Zhou Hong as director of the Company be approved; (Resolution 12)
13. To consider and approve the appointment of Mr. Zhang Bing Qiang as the member of the Supervisory Committee; (Resolution 13)
14. To renew the shareholders' mandate for the interested person transactions; and (Resolution 14)
15. To consider and approve the loan facilities granted to the Company to an aggregate limit of RMB7,310,000,000. (Resolution 15)

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 1.30 p.m. on 13 May 2019.
3. Personal Data Privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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 Articles 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 19 April 2019.
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 1.30 p.m. on 13 May 2019.
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/her attendance at the Annual General Meeting shall be borne by that Shareholder.

By order of the Board

Jiao Yan
29 March 2019