

**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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**AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND APPLICATION FOR CHANGES IN THE INDUSTRIAL AND COMMERCIAL REGISTRATION**

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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 Board refers to:

- (1) the announcement dated 16 October 2019 made by the Company in relation to the resolutions passed at the 7<sup>th</sup> Board meeting for the financial year ended 31 December 2019 (“**FY2019**”);
- (2) the announcement dated 16 October 2019 made by the Company in relation to the resolutions passed at the 6<sup>th</sup> supervisory committee (the “**Supervisory Committee**”) meeting for FY2019;
- (3) the circular dated 15 November 2019 (the “**15 November 2019 Circular**”) to the shareholders of the Company (the “**Shareholders**”) in relation to, amongst others, the proposed adoption of the 2019 Restricted A-Share Incentive Scheme (the “**Scheme**”);
- (4) the announcement dated 25 November 2019 made by the Company in relation to the explanatory statement of the Supervisory Committee on the verification of the list of participants (the “**List of Participants**”) who have been proposed to participate in the Scheme and on the verification of the internal publication in respect of the List of Participants by the Company;
- (5) the corrigendum announcement dated 27 November 2019 made by the Company;
- (6) the announcement dated 2 December 2019 made by the Company in relation to the poll results of the extraordinary general meeting held on 2 December;
- (7) the announcement dated 2 December 2019 made by the Company in relation to the self-examination report on the trading in the shares of the Company by the insiders in relation to the Scheme;
- (8) the announcement dated 9 December 2019 made by the Company in relation to the resolutions passed at the 10<sup>th</sup> Board meeting for FY2019;
- (9) the announcement dated 9 December 2019 made by the Company in relation to the resolutions passed at the 9<sup>th</sup> Supervisory Committee meeting for FY2019;
- (10) the announcement dated 9 December 2019 made by the Company in relation to the proposed adjustments to the List of Participants proposed to participate in the Initial Grant (the “**Adjusted**”

**Participants**") and the number of Initial Granted Restricted A-Shares (the "**Adjusted Initial Granted Restricted A-Shares**") under the Scheme;

- (11) the announcement dated 9 December 2019 made by the Company in relation to the proposed grant of the Adjusted Initial Granted Restricted A-Shares to the Adjusted Participants under the Scheme;
- (12) the announcement dated 9 December 2019 made by the Company in relation to the list of the Adjusted Participants proposed to participate in the Initial Grant under the Scheme;
- (13) the announcement dated 8 January 2020 made by the Company in relation to the results of the Initial Grant under the Scheme;
- (14) the announcement dated 17 February 2020 made by the Company in relation to the resolutions passed at the 2<sup>nd</sup> Board meeting for the financial year ending 31 December 2020 ("**FY2020**");
- (15) the announcement dated 17 February 2020 made by the Company in relation to the resolutions passed at the 1<sup>st</sup> Supervisory Committee meeting for FY2020;
- (16) the announcement dated 17 February 2020 made by the Company in relation to the repurchase and cancellation of some of the Restricted A-Shares granted under the Scheme (the "**1<sup>st</sup> Proposed Repurchase**");
- (17) the announcement dated 17 February 2020 made by the Company in respect of the notification to creditors of the Company in relation to the repurchase and cancellation of the Restricted A-Shares;
- (18) the announcement dated 17 February 2020 made by the Company in relation to the amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration;
- (19) the announcement dated 6 July 2020 made by the Company in relation to the resolution passed at the 5<sup>th</sup> Board meeting for FY2020;
- (20) the announcement dated 6 July 2020 made by the Company in relation to the resolution passed at the 4<sup>th</sup> Supervisory Committee meeting for FY2020;
- (21) the announcement dated 6 July 2020 made by the Company in relation to the grant of the Reserved Restricted A-Shares to the Participants under the Scheme;
- (22) the announcement dated 6 July 2020 made by the Company in relation to the list of participants proposed to participate in the grant of the Reserved Restricted A-Shares under the Scheme;
- (23) the announcement dated 17 July 2020 made by the Company in relation to the explanatory statement of the Supervisory Committee on the verification of the list of participants (the "**2<sup>nd</sup> List of Participants**") proposed to participate in the grant of the Reserved Restricted A-Shares under the Scheme and on the verification of the internal publication in respect of the 2<sup>nd</sup> List of Participants;
- (24) the announcement dated 28 July 2020 made by the Company in relation to the results of the Grant of Reserved Restricted A-Shares to the Participants under the Scheme;

- (25) the announcement dated 14 August 2020 made by the Company in relation to the resolutions passed at the 6<sup>th</sup> Board meeting for FY2020;
- (26) the announcement dated 14 August 2020 made by the Company in relation to the resolutions passed at the 5<sup>th</sup> Supervisory Committee meeting for FY2020;
- (27) the announcement dated 14 August 2020 made by the Company in relation to the adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 2<sup>nd</sup> repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements (the “**2<sup>nd</sup> Proposed Repurchase**”);
- (28) the announcement dated 14 August 2020 made by the Company in relation to the amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration;
- (29) the announcement dated 14 August 2020 made by the Company in respect of the notification to creditors of the Company in relation to the 2<sup>nd</sup> repurchase and cancellation of the Restricted A-Shares granted under the Scheme;
- (30) the circular dated 15 September 2020 (the “**2020 1<sup>st</sup> EGM Circular**”) to the Shareholders of the Company in relation to, amongst others, the proposed amendments to the Articles of Associations of the Company and the application for changes in the industrial and commercial registration;
- (31) the announcement dated 30 September 2020 made by the Company in relation to the poll results of the extraordinary general meeting held on 30 September 2020;
- (32) the announcement dated 27 October 2020 made by the Company in relation to the update on the 1<sup>st</sup> Proposed Repurchase and the 2<sup>nd</sup> Proposed Repurchase;
- (33) the announcement dated 17 May 2021 made by the Company in relation to the poll results of the annual general meeting for FY2020 held on 17 May 2021;
- (34) the announcement dated 13 August 2021 made by the Company in relation to the resolutions passed at the 6<sup>th</sup> Board meeting for the financial year ending 31 December 2021 (“**FY2021**”);
- (35) the announcement dated 13 August 2021 made by the Company in relation to the resolutions passed at the 3<sup>rd</sup> Supervisory Committee meeting for FY2021;
- (36) the announcement dated 13 August 2021 made by the Company in relation to the 2<sup>nd</sup> adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 3<sup>rd</sup> repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements (the “**3<sup>rd</sup> Proposed Repurchase**”);
- (37) the announcement dated 13 August 2021 made by the Company in relation to the amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration;
- (38) the announcement dated 13 August 2021 made by the Company in respect of the notification to creditors of the Company in relation to the 3<sup>rd</sup> repurchase and cancellation of the Restricted A-Shares granted under the Scheme;

- (39) the announcement dated 15 November 2021 made by the Company in relation to the update on the 3<sup>rd</sup> Proposed Repurchase;
- (40) the circular dated 25 November 2021 (the “**2021 2<sup>nd</sup> EGM Circular**”) to the Shareholders of the Company in relation to, amongst others, the proposed amendments to the Articles of Associations of the Company and the application for changes in the industrial and commercial registration;
- (41) the announcement dated 10 December 2021 made by the Company in relation to the poll results of the extraordinary general meeting held on 10 December 2021;
- (42) the announcement dated 16 May 2022 made by the Company in relation to the poll results of the annual general meeting for FY2021 held on 16 May 2022;
- (43) the announcement dated 10 January 2023 made by the Company in relation to the resolutions passed at the 1<sup>st</sup> Board meeting for the financial year ending 31 December 2023 (“**FY2023**”);
- (44) the announcement dated 10 January 2023 made by the Company in relation to the resolution passed at the 1<sup>st</sup> Supervisory Committee meeting for FY2023;
- (45) the announcement dated 10 January 2023 made by the Company in relation to the 3<sup>rd</sup> adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 4<sup>th</sup> repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements (the “**4<sup>th</sup> Proposed Repurchase**”);
- (46) the announcement dated 10 January 2023 made by the Company in relation to the amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration;
- (47) the announcement dated 10 January 2023 made by the Company in respect of the notification to creditors of the Company in relation to the 4<sup>th</sup> Proposed Repurchase;
- (48) the annexure to the notice of annual general meeting dated 28 April 2023 (the “**28 April 2023 Annexure**”) in relation to the proposed amendments to the Articles of Association of the Company and the application for changes in the industrial and commercial registration (as set out on pages 190 to 213 of the Company’s annual report for the financial year ended 31 December 2022 (“**FY2022**”));
- (49) the announcement dated 15 May 2023 made by the Company in relation to the poll results of the annual general meeting for FY2022 held on 15 May 2023;
- (50) the announcement dated 17 May 2023 made by the Company in relation to the update on the 4<sup>th</sup> Proposed Repurchase;
- (51) the announcement dated 30 October 2023 made by the Company in relation to the resolutions passed at the 8<sup>th</sup> Board meeting for FY2023;
- (52) the announcement dated 30 October 2023 made by the Company in relation to the resolution passed at the 5<sup>th</sup> Supervisory Committee meeting for FY2023;
- (53) the announcement dated 30 October 2023 made by the Company in relation to the 4<sup>th</sup> adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 5<sup>th</sup>

repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements (the “**5<sup>th</sup> Proposed Repurchase**”);

- (54) the announcement dated 30 October 2023 made by the Company in relation to the amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration;
- (55) the announcement dated 30 October 2023 made by the Company in respect of the notification to creditors of the Company in relation to the 5<sup>th</sup> Proposed Repurchase;
- (56) the announcement dated 26 December 2023 made by the Company in relation to the update on the 5<sup>th</sup> Proposed Repurchase;
- (57) the annexure to the notice of annual general meeting dated 30 April 2024 (the “**30 April 2024 Annexure**”) in relation to, *inter alia*, the proposed amendments to the Articles of Association of the Company and the application for changes in the industrial and commercial registration;
- (58) the announcement dated 15 May 2024 made by the Company in relation to the poll results of the annual general meeting for FY2023 held on 15 May 2024;
- (59) the announcement dated 11 November 2024 made by the Company in relation to the resolutions passed at the 8<sup>th</sup> Board meeting for the financial year ending 31 December 2024 (“**FY2024**”);
- (60) the announcement dated 11 November 2024 made by the Company in relation to the resolutions passed at the 5<sup>th</sup> Supervisory Committee meeting for FY2024; and
- (61) the announcement dated 11 November 2024 made by the Company in relation to the 5<sup>th</sup> adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 6<sup>th</sup> repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements.

Electronic copies of each of the aforementioned announcements, the 15 November 2019 Circular, the 2020 1<sup>st</sup> EGM Circular, the 2021 2<sup>nd</sup> EGM Circular, the 28 April 2023 Annexure and the 30 April 2024 Annexure are available on the website of the Singapore Exchange Securities Trading Limited at <https://www.sgx.com/>.

*Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the 15 November 2019 Circular, the 2020 1<sup>st</sup> EGM Circular, the 2021 2<sup>nd</sup> EGM Circular, the 28 April 2023 Annexure and the 30 April 2024 Annexure, respectively.*

On 11 November 2024, the Company duly convened its 8<sup>th</sup> Board meeting for FY2024, and the Board considered and approved, amongst others, the proposed contents of the “5<sup>th</sup> adjustment to the repurchase price of the Restricted A-Shares granted under the 2019 Restricted A-Share Incentive Scheme and the 6<sup>th</sup> repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements” (关于第五次调整公司 2019 年 A 股限制性股票激励计划回购价格并第六次回购注销已获授但尚未解除限售的限制性股票) (the “**6<sup>th</sup> Proposed Repurchase**”) and the proposed contents of the “Amendments to the Articles of Association of the Company and application for changes in the industrial and commercial registration” (关于修订《公司章程》并办理工商变更的议案) (the “**2024 2<sup>nd</sup> Proposed AOA Amendments**”). Further details in relation to the 2024 2<sup>nd</sup> Proposed AOA Amendments are as set out below.

In accordance with the relevant provisions of the Scheme (as set out in Appendix 1 to the 15 November 2019 Circular) and the “Assessment Management Measures for Implementation of the 2019 Restricted

A-Share Incentive Scheme” (2019 年 A 股限制性股票激励计划实施考核管理办法) (as set out in Appendix 2 to the 15 November 2019 Circular), on 11 November 2024, the Company duly convened its 8<sup>th</sup> Board meeting and 5<sup>th</sup> Supervisory Committee meeting for FY2024, and the Board and the Supervisory Committee considered and approved, amongst others, the 6<sup>th</sup> Proposed Repurchase. Under the 6<sup>th</sup> Proposed Repurchase, an aggregate of 63,920 Restricted A-Shares will be repurchased and cancelled by the Company, representing approximately 0.008% of the total share capital of the Company as at the date of this announcement.

Upon completion of the 6<sup>th</sup> Proposed Repurchase, the total number of shares in the capital of the Company will be reduced from 770,158,276 shares to 770,094,356 shares, and the registered capital of the Company will also be reduced from RMB770,158,276 to RMB770,094,356. The Company shall perform the corresponding capital reduction procedures pursuant to applicable laws upon completion of the 6<sup>th</sup> Proposed Repurchase. The 6<sup>th</sup> Proposed Repurchase will not affect the implementation of the Scheme. Pursuant to the relevant provisions of applicable laws, regulations and normative documents including the *Company Law of the People’s Republic of China* (《中华人民共和国公司法》), the *Securities Law of the People’s Republic of China* (《中华人民共和国证券法》) and the listing rules of the Shanghai Stock Exchange, the Board shall make the relevant amendments to the Articles of Association of the Company accordingly.

The amendments proposed to be made to Article 19 and Article 22 of the existing Articles of Association of the Company are set out below (with amendments in **bold and underlined, and deletions in strikethrough**).

Before the 2024 2 <sup>nd</sup> Proposed AOA Amendments	After the 2024 2 <sup>nd</sup> Proposed AOA Amendments
<p><b>Article 19</b> Shareholders of the Company approved a proposed bonus issue (the “Bonus Issue”) of an aggregate 369,654,360 new ordinary shares in the capital of the Company by way of capitalisation of the Company’s share premium, on 14 May 2010. Details of the Bonus Issue are as follows: ‘Based on the audited financial report of the company for the financial year ended 31 December 2009 (prepared in accordance with the PRC accounting standards) audited by RSM China Certified Public Accountants, the Company’s share premium is RMB783,780,650. On the basis of an aggregate 369,654,360 shares in the capital of the Company as at 20 April 2010, the Company decides to offer 10-for-10 Bonus Issue, through which RMB369,654,360 of the Company’s share premium will be capitalised into the Company’s registered capital, and RMB576,081,016 will be remained in the share premium account of the Company’. Upon completion of the Bonus Issue, the Company has an issued share capital in aggregate of 739,308,720 shares, comprising 539,308,720 ordinary shares issued by the Company under the companies law promulgated by the PRC to</p>	<p><b>Article 19</b> Shareholders of the Company approved a proposed bonus issue (the “Bonus Issue”) of an aggregate 369,654,360 new ordinary shares in the capital of the Company by way of capitalisation of the Company’s share premium, on 14 May 2010. Details of the Bonus Issue are as follows: ‘Based on the audited financial report of the company for the financial year ended 31 December 2009 (prepared in accordance with the PRC accounting standards) audited by RSM China Certified Public Accountants, the Company’s share premium is RMB783,780,650. On the basis of an aggregate 369,654,360 shares in the capital of the Company as at 20 April 2010, the Company decides to offer 10-for-10 Bonus Issue, through which RMB369,654,360 of the Company’s share premium will be capitalised into the Company’s registered capital, and RMB576,081,016 will be remained in the share premium account of the Company’. Upon completion of the Bonus Issue, the Company has an issued share capital in aggregate of 739,308,720 shares, comprising 539,308,720 ordinary shares issued by the Company under the companies law promulgated by the PRC to natural and legal</p>

natural and legal persons in the PRC, and which are denominated in renminbi, which represent 72.95% of the total registered and paid-up capital of the Company, and 200,000,000 ordinary shares issued by the Company to natural and legal persons in countries other than PRC, which represents 27.05% of the total registered and paid-up capital of the Company.

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The 2<sup>nd</sup> Board meeting held on 17 February 2020 and the 6<sup>th</sup> Board meeting held on 13 August 2020 for the financial year ended 31 December 2020, the 6<sup>th</sup> Board meeting held on 12 August 2021 for the financial year ended 31 December 2021, as well as the 1<sup>st</sup> Board meeting held on 9 January 2023 and the 8<sup>th</sup> Board meeting held on 30 October 2023 for the financial year ending 31 December 2023 considered and approved the 1<sup>st</sup> proposed repurchase and cancellation, the 2<sup>nd</sup> proposed repurchase and cancellation, the 3<sup>rd</sup> proposed repurchase and cancellation and the 5<sup>th</sup> proposed repurchase and cancellation of Restricted A-Shares granted but not yet released from the lock-up requirements under the Scheme respectively (collectively, the "Repurchase"). Upon completion of the Repurchase, the capital structure of the Company is as follows: there are 770,158,276 ordinary shares, of which, 570,158,276 ordinary shares are held by the A-shares holders, accounting for 74.03% of the total number of ordinary shares issued by the Company, and 200,000,000 ordinary shares are held by S-shares holders, accounting for 25.97% of the total number of ordinary shares issued by the Company.

**Article 22** The registered capital of the Company is RMB770,158,276.

persons in the PRC, and which are denominated in renminbi, which represent 72.95% of the total registered and paid-up capital of the Company, and 200,000,000 ordinary shares issued by the Company to natural and legal persons in countries other than PRC, which represents 27.05% of the total registered and paid-up capital of the Company.

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The 2<sup>nd</sup> Board meeting held on 17 February 2020 and the 6<sup>th</sup> Board meeting held on 13 August 2020 for the financial year ended 31 December 2020, the 6<sup>th</sup> Board meeting held on 12 August 2021 for the financial year ended 31 December 2021, ~~as well as~~ the 1<sup>st</sup> Board meeting held on 9 January 2023 and the 8<sup>th</sup> Board meeting held on 30 October 2023 for the financial year ~~ended ending~~ 31 December 2023, and the 8<sup>th</sup> Board meeting held on 11 November 2024 for the financial year ending 31 December 2024 considered and approved the 1<sup>st</sup> proposed repurchase and cancellation, the 2<sup>nd</sup> proposed repurchase and cancellation, the 3<sup>rd</sup> proposed repurchase and cancellation, the 4<sup>th</sup> proposed repurchase and cancellation, ~~and~~ the 5<sup>th</sup> proposed repurchase and cancellation, and the 6<sup>th</sup> proposed repurchase and cancellation of Restricted A-Shares granted but not yet released from the lock-up requirements under the Scheme respectively (collectively, the "Repurchase"). Upon completion of the Repurchase, the capital structure of the Company is as follows: there are 770,094,356 ~~770,158,276~~ ordinary shares, of which, 570,094,356 ~~570,158,276~~ ordinary shares are held by the A-shares holders, accounting for 74.03% of the total number of ordinary shares issued by the Company, and 200,000,000 ordinary shares are held by S-shares holders, accounting for 25.97% of the total number of ordinary shares issued by the Company.

**Article 22** The registered capital of the Company is RMB770,094,356 ~~RMB770,158,276~~.

Save for the above amendments, the other terms of the Articles of Association of the Company shall remain unchanged.

The 2024 2<sup>nd</sup> Proposed AOA Amendments shall be submitted for Shareholders' consideration and be approved by more than two-thirds (2/3) of the voting rights held by the attending Shareholders at a general meeting of the Company to be convened in due course.

**By order of the Board**

Jiao Yan  
Secretary to the Board of Directors  
11 November 2024