

# EXTRAORDINARY GENERAL MEETING

## 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)

(the "Company")

### NOTICE OF EXTRAORDINARY GENERAL MEETING

#### IMPORTANT NOTE FOR SHAREHOLDERS:

The Company had previously given notice of the Extraordinary General Meeting on 13 October 2023 in compliance with Article 69 of the Articles of Association of the Company and the listing rules of the Shanghai Stock Exchange which require the Company to issue a written notice 45 days in advance of a shareholders' meeting.

This revised notice of Extraordinary General Meeting, which is given in compliance with the listing rules of the Singapore Exchange Securities Trading Limited, supersedes the version announced by the Company on 13 October 2023.

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting ("**EGM**" or "**Extraordinary General Meeting**") of the Company will be held at the meeting room of Da Ren Tang Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the People's Republic of China (the "**PRC**") 300193 on Tuesday, 28 November 2023 at 2:00 p.m.. Concurrently, a video conferencing at The Pavillion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue, Level 13 Keppel Bay Tower, Singapore 098632 for holders of the S-Shares ("**S-Share Shareholders**") in Singapore.

To consider and, if thought fit, approve the following resolutions, with or without modifications:

#### **RESOLUTION(S) (POLL VOTING) (See Explanatory Note B)**

**Resolution 1:** To consider and approve the proposed appointment of CAC Certified Public Accountants LLP (中审华会计师事务所) as the PRC auditors of the Company for the financial year ending 31 December 2023 ("**FY2023**") to hold office until the conclusion of the next annual general meeting, and the proposed appointment of Foo Kon Tan LLP HLB Singapore as international auditors of the Company for FY2023 to hold office until the conclusion of the next annual general meeting, and to propose for the shareholders of the Company at the Extraordinary General Meeting to authorise the Board to determine their respective remuneration;

#### **RESOLUTION(S) (CUMULATIVE VOTING) (See Explanatory Note C)**

To consider and approve the proposed appointment of two (2) independent directors of the Company:

**Resolution 2.1:** To consider and approve the proposed re-appointment of Mr. Liew Yoke Pheng Joseph (刘育彬) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting; and

**Resolution 2.2:** To consider and approve the proposed appointment of Mr. Yeo Guat Kwang (杨木光) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting.

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

Jiao Yan

Secretary to the Board of Directors

10 November 2023

## EXPLANATORY NOTES:

- A. Resolution 1 has been approved by the Board at a Board meeting of the Company held on 14 August 2023, and Resolutions 2.1 and 2.2 have been approved by the Board at a Board meeting of the Company held on 13 October 2023.
- B. Resolution 1 pertaining to the Proposed Appointment of Auditors will be voted on BY WAY OF POLL, and every Shareholder shall be entitled to one (1) vote for every Share such Shareholder holds or such proxy represents.
- C. Resolutions 2.1 and 2.2 pertaining to the Proposed Appointment of Directors will be voted on BY WAY OF CUMULATIVE VOTING, in one (1) proposal group. Every Shareholder (including S-Share Shareholder) shall, in respect of the resolutions under such proposal group, be entitled to a number of votes equivalent to the number of Shares such Shareholder (including S-Share Shareholder) holds or such proxy represents multiplied by the number of the candidates standing for election as director under that proposal group, and the Shareholders (including S-Share Shareholders) may cast all or part of their votes for one (1) or several candidates standing for election as director under that proposal group.

### IMPORTANT – Cumulative Voting for Election of Directors

- (a) Resolutions 2.1 and 2.2 will be voted on by way of cumulative voting in one (1) proposal group, and every Shareholder (including S-Share Shareholder) shall, in respect of the resolutions under such proposal group, be entitled to a number of votes equivalent to the number of Shares such Shareholder (including S-Share Shareholder) holds or such proxy represents multiplied by the number of the candidates standing for election as director under such proposal group. **Please DO NOT indicate with a tick (✓) or a cross (X) within the box provided in respect of Resolutions 2.1 and 2.2 in the proxy form in respect of the EGM (the “Proxy Form”). Instead, you should indicate the number of votes as appropriate. Please see the detailed illustration as set out below.**
- (b) The cumulative voting will be conducted in one (1) proposal group, categorised into resolutions for the election of independent directors. This means that for the election of the two (2) independent directors, the total number of votes you are entitled to cast in aggregate for Resolutions 2.1 and 2.2 shall equal to the number of Shares held by you multiplied by the number of the candidates standing for election as independent directors under such proposal group in relation to the proposed appointment of independent directors of the Company (i.e., 2), and this particular allocation of votes may only be cast on the candidates standing for election as independent director under such proposal group.

As to the allocation of votes within the relevant proposal group, you may either cast all your relevant number of votes for that proposal group to one (1) of the candidates in that proposal group, or cast them equally or diversely to more than one (1) of the candidates (as the case may be) in that proposal group.

**PLEASE NOTE WITH PARTICULAR ATTENTION THAT, IF THE TOTAL NUMBER OF VOTES YOU HAVE CAST IS LESS THAN OR EQUAL TO THE MAXIMUM NUMBER OF VOTES YOU ARE ENTITLED TO CAST IN RESPECT OF THAT PARTICULAR PROPOSAL GROUP, YOUR VOTES SHALL BE VALID AND THE VOTES NOT CAST SHALL BE DEEMED TO HAVE BEEN WAIVED BY YOU; IF THE TOTAL NUMBER OF VOTES YOU HAVE CAST EXCEEDS THE MAXIMUM VOTES YOU ARE ENTITLED TO CAST IN RESPECT OF THAT PARTICULAR PROPOSAL GROUP, ALL THE VOTES CAST BY YOU SHALL BE INVALID AND YOU SHALL BE DEEMED AS HAVING WAIVED YOUR RIGHT TO VOTE.**

#### **Solely for illustrative purposes only:**

If you hold **100 Shares**, as there are two (2) candidates standing for election as independent director under the proposal group in relation to the proposed appointment of independent directors of the Company (i.e., Resolutions 2.1 and 2.2), the total number of votes you are entitled to cast under this proposal group will be **200 votes**, and this 200 votes may only be cast on the proposed candidates standing for election as independent director under the proposal group in relation to the proposed appointment of independent directors of the Company.

- You may cast all the **200 votes** or only part of them you are entitled to cast under proposal group in relation to the proposed appointment of independent directors of the Company as follows:

**Solely for illustrative purposes only:**

- (i) you may cast all your 200 votes to Resolution 2.1 and 0 votes to Resolution 2.2; or

No.	Resolution(s) relating to:	No. of votes
2.1	To consider and approve the proposed re-appointment of Mr. Liew Yoke Pheng Joseph (刘育彬) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	200
2.2	To consider and approve the proposed appointment of Mr. Yeo Guat Kwang (杨木光) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	0

- (ii) you may cast 150 votes to Resolution 2.1 and 50 votes to Resolution 2.2; or

No.	Resolution(s) relating to:	No. of votes
2.1	To consider and approve the proposed re-appointment of Mr. Liew Yoke Pheng Joseph (刘育彬) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	150
2.2	To consider and approve the proposed appointment of Mr. Yeo Guat Kwang (杨木光) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	50

- (iii) you may cast 100 votes to Resolution 2.1 and 100 votes to Resolution 2.2; or

No.	Resolutions relating to:	No. of votes
2.1	To consider and approve the proposed re-appointment of Mr. Liew Yoke Pheng Joseph (刘育彬) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	100
2.2	To consider and approve the proposed appointment of Mr. Yeo Guat Kwang (杨木光) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	100

- (iv) if you cast 80 votes to Resolution 2.1 and 70 votes to Resolution 2.2, as the votes that you have cast (i.e., 150 votes) are less than what you are entitled to (i.e., 200 votes), **YOU WILL BE DEEMED AS HAVING WAIVED YOUR RIGHT TO VOTE IN RESPECT OF THE DIFFERENCE (I.E., 50 VOTES) BETWEEN THE NUMBER OF VOTES THAT YOU HAVE CAST AND THE VOTES THAT YOU ARE ENTITLED TO CAST;** or

No.	Resolution(s) relating to:	No. of votes
2.1	To consider and approve the proposed re-appointment of Mr. Liew Yoke Pheng Joseph (刘育彬) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	80
2.2	To consider and approve the proposed appointment of Mr. Yeo Guat Kwang (杨木光) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	70

- (v) if you cast 150 votes to Resolution 2.1 and 100 votes to Resolution 2.2, as the total number of votes you have cast (i.e., 250 votes) exceeds the maximum votes you are entitled to (i.e., 200 votes), **ALL THE VOTES CAST BY YOU SHALL BE INVALID AND YOU SHALL BE DEEMED AS HAVING WAIVED YOUR RIGHT TO VOTE.**

No.	Resolution(s) relating to:	No. of votes
2.1	To consider and approve the proposed re-appointment of Mr. Liew Yoke Pheng Joseph (刘育彬) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	150
2.2	To consider and approve the proposed appointment of Mr. Yeo Guat Kwang (杨木光) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	100

- (c) A candidate standing for election as director shall be determined as elected according to the number of votes received by each candidate in descending order; provided, however, that for a candidate to be elected, the minimum number of votes that such candidate received shall be more than half (1/2) of the total number of Shares held by those Shareholders attending the EGM. If none of the candidates received votes that are more than half (1/2) of the total number of Shares held by those Shareholders attending the EGM, none of the candidates will be elected at the EGM and another election shall be conducted at the next following general meeting to fill the vacancy.

If the number of directors successfully elected is less than the number of directors to be elected at the EGM, another election shall be conducted at the next following general meeting to fill the vacancy.

If the number of the candidates standing for election as director who have received more than half (1/2) of the total number of Shares held by those Shareholders attending the EGM is more than the number of directors to be elected at the EGM, the candidates standing for election as director shall be determined as elected according to the number of votes received by each candidate in descending order.

In the event of failure to determine the elected candidate due to a tie vote between two (2) or more candidates standing for election as director (such that, if all of them are elected, the number of elected candidates would exceed the number of vacancies), none of these candidates will be elected at the EGM and another election shall be conducted at the next following general meeting to fill the vacancy.

#### NOTES:

- The EGM will be held at the meeting room of Da Ren Tang Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the PRC 300193 (concurrently, a video conferencing at The Pavillion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue, Level 13 Keppel Bay Tower, Singapore 098632 for S-Share Shareholders in Singapore), on Tuesday, 28 November 2023 at 2:00 p.m..
- EGM documents. Printed copies of this revised notice of EGM (the “**Notice of EGM**”), the Proxy Form and the circular dated 10 November 2023 issued by the Company (the “**Circular**”) will be sent to S-Share Shareholders. This Notice of EGM, the Proxy Form and the Circular have also been, or will also be made available on the SGXNET and on the Company’s website at [www.jydr.com.cn](http://www.jydr.com.cn). S-Share Shareholders and investors are advised to check the SGXNET and/or the Company’s website at [www.jydr.com.cn](http://www.jydr.com.cn) regularly for the latest updates.
- Shareholders’ questions and answers. S-Share Shareholders and duly appointed proxy or proxies will be able to attend the EGM in person and ask questions relating to the resolutions to be tabled for approval at the EGM.

However, S-Share Shareholders are encouraged to raise their questions (if any) as early as possible in advance of the EGM by **2:00 p.m. on Sunday, 26 November 2023** and can submit substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM, in advance of the EGM, in the following manner:

- by email to [drt600329@163.com](mailto:drt600329@163.com); or
- by post to the Company’s S-Shares Registrar and Singapore Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632.

S-Share Shareholders who submit questions in advance of the EGM should provide their full name, address, contact number, email address and the manner in which they hold Shares (if you hold Shares directly, please provide your account number with The Central Depository (Pte) Limited; otherwise, please state if you hold your Shares through the Central Provident Fund Investment Scheme (“CPF”) or the Supplementary Retirement Scheme (“SRS”) or other Relevant Intermediary), for our verification purposes. “**Relevant Intermediary**” means (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore (the “SFA”) and who holds shares in that capacity; or (c) the CPF Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

The Company will endeavour to answer all substantial and relevant questions in relation to the resolutions to be tabled for approval at the EGM prior to, or at the EGM. **Where substantially similar questions are received, the Company may consolidate such questions and consequently not all questions may be individually addressed.**

The Company will also publish the minutes of the EGM which will include substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM and the responses from the Board and/or management of the Company to such questions on the SGXNET and on the Company’s website at [www.jydr.com.cn](http://www.jydr.com.cn) within one (1) month after the date of the EGM.

4. **Voting.** A Shareholder (whether individual or corporate, including Relevant Intermediaries) entitled to attend and vote at the EGM is entitled to appoint one (1) or more persons (who need not also be Shareholder(s)) to act as his/her/its proxy(ies) to attend and vote on his/her/its behalf at the EGM. Where a Shareholder appoints more than one (1) proxy, the appointment shall be deemed to be alternative unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

If the appointor is a corporation, the instrument of proxy must be executed under seal or the hand of its duly authorised officer of attorney.

A S-Share Shareholder (whether individual or corporate) can also choose to appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory. The Chairman of the EGM, as proxy, need not be a Shareholder of the Company. Where a S-Share Shareholder (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy:

- (a) in respect of Resolution 1, he/she/it must give specific instructions as to voting, or abstentions from voting, in the Proxy Form. In the absence of specific instructions, the appointment of the Chairman of the EGM as his/her/its proxy for that resolution will be treated as invalid; and
- (b) in respect of Resolutions 2.1 and 2.2, for which cumulative voting will apply, he/she/it must give specific instructions as to how many votes he/she/it wishes to vote on Resolutions 2.1 and 2.2, respectively, in the Proxy Form. If no specific direction as to how many votes is given, the appointment of the Chairman of the EGM as his/her/its proxy for that resolution will be treated as invalid.

Where a Shareholder (whether individual or corporate) appoints one (1) or more persons (other than the Chairman of the EGM) as his/her/its proxy(ies):

- (a) in respect of Resolution 1, he/she/it must give specific instructions as to voting, or abstentions from voting, in the instrument appointing a proxy(ies). In the absence of specific instructions, the proxy(ies) may vote or abstain from voting on those resolutions at his/her discretion; and
- (b) in respect of Resolutions 2.1 and 2.2, for which cumulative voting will apply, he/she/it must give specific instructions as to how many votes he/she/it wishes to vote on Resolutions 2.1 and 2.2, respectively, in the instrument appointing a proxy(ies). If no specific direction as to how many votes is given, the proxy(ies) may vote or abstain from voting on those resolutions at his/her discretion.

The Proxy Form has been or will be made available on the SGXET and may also be accessed at the Company’s website at [www.jydr.com.cn](http://www.jydr.com.cn).

An investor who holds Shares under the CPF (“**CPF Investor**”) and/or the SRS (“**SRS Investor**”) (as may be applicable) and wishes to vote should inform their respective CPF Agent Banks and/or SRS Operators to submit their votes at least **seven (7)** working days before the date of the EGM (i.e., by **5:00 p.m.** on **Thursday, 16 November 2023**). The Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

The duly completed Proxy Form must be submitted by the S-Share Shareholders to the Company in the following manner:

- (a) if submitted by post, be lodged with the Company's S-Shares Registrar and Singapore Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (b) if submitted electronically, via email to the Company's S-Shares Registrar at [SRS.teamE@boardroomlimited.com](mailto:SRS.teamE@boardroomlimited.com),

in either case, by no later than **2:00 p.m.** on **Sunday, 26 November 2023**.

**S-Share Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

A S-Share Shareholder who wishes to submit an instrument of proxy must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. If the S-Share Shareholder is a corporation, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

The completion and return of the instrument appointing a proxy(ies) by a Shareholder does not preclude such Shareholder from attending, speaking and voting in person at EGM if such Shareholder subsequently decides to do so. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the Shareholder attends the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the EGM.

- 5. Pursuant to the Articles of Association of the Company, a holder of tradable domestic A-Shares with limiting conditions for sale shall notify the Company in writing not less than 20 days prior to the EGM of his or her intention to attend the EGM. Accordingly, a holder of tradable domestic A-Shares with limiting conditions for sale who is planning to attend the EGM must give a written notice to the Company no later than 2 November 2023.
- 6. The EGM in Tianjin, PRC is expected to last for half a day and all accommodation and other expenses incurred by a Shareholder or his/her/its proxy(ies) in connection with his/her/its attendance at the EGM shall be borne by that Shareholder.
- 7. **Personal data privacy:** By (1) submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, (2) submitting any question prior to the EGM, a Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purposes of (i) the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof), (ii) the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), (iii) the addressing of substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM from Shareholders received prior to and/or at the EGM and if necessary, the following up with Shareholders in relation to such questions, and (iv) 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**"), (b) warrants that where a Shareholder discloses the personal data of such Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), such Shareholder 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 (c) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.