

EXTRAORDINARY GENERAL MEETING

TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**Extraordinary General Meeting**") of the Company will be held at the meeting room of Super Garden Hotel, No. 2 Rongye Avenue, Heping District, Tianjin 300021, the PRC on 2 December 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.

RESOLUTIONS

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

Special Resolution 1: To consider and approve the proposed contents of the "2019 Restricted A-Share Incentive Scheme and its summary" (2019年A股限制性股票计划及其摘要);

Special Resolution 2: To consider and approve the proposed contents of 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);

Special Resolution 3: To consider and approve the authorisation from Shareholders to the Board for matters in relation to the 2019 Restricted A-Share Incentive Scheme (提请股东大会授权董事会办理公司限制性股票激励计划相关事宜); and

Ordinary Resolution 4: To consider and approve the proposed appointment of Mr. Wang Yuanxi as supervisor of the Company with effect from the date of the Extraordinary General Meeting.

The passing of Special Resolutions 1, 2 and 3 as set out in this notice of Extraordinary General Meeting are inter-conditional. As such, if any one of the said resolutions is not passed, none of them would be carried out. The Scheme will not be adopted if any one of the said resolutions is not passed. Therefore, the said resolutions are inter-conditional.

By Order of the Board

Jiao Yan
Secretary to the Board of Directors
11 November 2019

Notes:

1. A holder of shares entitled to attend and vote at the Extraordinary 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 of 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 30 November 2019.
3. A holder of "S" Shares who is planning to attend the Extraordinary General Meeting must register with his or her identity card and share certificates, no later than 1:30 p.m. on 30 November 2019.

4. Personal data privacy: By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.