

**TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED**  
(Company Registration No. 91120000103100784F)  
(Incorporated in the People's Republic of China)

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**CORRIGENDUM**

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*The board of directors (the "Board") and every individual director of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the "Company", together with its subsidiaries, the "Group") 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.*

**1. INTRODUCTION**

The Board refers to the Company's announcement dated 16 October 2019 in relation to the resolutions passed at the 7<sup>th</sup> Board meeting for the financial year ending 31 December 2019 ("FY2019") (the "Board Meeting Announcement") and the Company's announcement dated 16 October 2019 in relation to the resolutions passed at the 6<sup>th</sup> Supervisory Committee meeting for FY2019 (the "Supervisory Committee Meeting Announcement", together with the Board Meeting Announcement, the "Previous Announcements"), as well as the Company's circular to the shareholders of the Company ("Shareholders") dated 15 November 2019 (the "Circular") in relation to, amongst others, the proposed adoption of the 2019 Restricted A-Share Incentive Scheme (the "Scheme").

*Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the Circular.*

**2. CORRIGENDUM TO THE PREVIOUS ANNOUNCEMENTS**

Corrigendum to the Board Meeting Announcement

The Board refers to page 4 of the Board Meeting Announcement and wishes to inform that due to an inadvertent typographical error, paragraph 3 on page 4 of the Board Meeting Announcement should be corrected to read as follows (with amendments marked up):

"3. *the participants under the Scheme do not include supervisors, non-executive directors and independent directors of the Company, nor any shareholder or actual controller who, individually or collectively, ~~holding more than 5%~~ hold 5% or more of the shares of the Company and their respective spouses, parents and children;"*

The Board also refers to page viii of Appendix A appended to the Board Meeting Announcement and wishes to inform that due to an inadvertent typographical error, paragraph 13 on page viii of Appendix A appended to the Board Meeting Announcement should be corrected to read as follows (with amendments marked up):

*"The Company undertakes that the Participants do not include any shareholder or actual controller ~~holding more than 5%~~ 5% or more of the shares of the Company and their respective spouses and immediate relatives."*

The Board further refers to page 15 of Appendix A appended to the Board Meeting Announcement and wishes to inform that due to an inadvertent typographical error, note 1 on page 15 of Appendix A appended to the Board Meeting Announcement should be corrected to read as follows (with amendments marked up):

*“Note: 1. The Participants under the Scheme do not participate in ~~two (2) or more share incentive schemes of the Company~~ share incentive schemes of two (2) or more listed companies. The Participants do not include any shareholder or actual controller holding ~~more than 5%~~ 5% or more of the shares of the Company, and their respective spouses, parents and children.”*

The Board further refers to page 28 of Appendix A appended to the Board Meeting Announcement and wishes to inform that due to an inadvertent typographical error, the 2<sup>nd</sup> paragraph on page 28 of Appendix A appended to the Board Meeting Announcement should be corrected to read as follows (with amendments marked up):

*“During the voting on the Scheme at a general meeting of the Company, the Independent Directors shall collect voting rights by proxy from all shareholders in respect of the Scheme. The content of the Scheme as required in Article 9 of the Administrative Measures shall be voted by the shareholders at a general meeting, and be approved by more than 2/3 of the voting rights held by the attending Shareholders. Except for the directors, supervisors and members of senior management of the Company, as well as the shareholders, individually or collectively, holding ~~more than 5%~~ 5% or more of the Company’s shares, the voting by other shareholders shall be separately counted and disclosed.”*

#### Corrigendum to the Supervisory Committee Meeting Announcement

The Board refers to page 2 of the Supervisory Committee Meeting Announcement and wishes to inform that due to an inadvertent typographical error, the last paragraph should be corrected to read as follows (with the amendments marked up):

*“Upon discussion and review, the Supervisory Committee is of view that each of the proposed participants to participate in the Scheme satisfies the conditions as stipulated in relevant 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》) and the Administrative Measures on Share Incentives of Listed Companies (《上市公司股权激励管理办法》). The proposed participants to participate in the Scheme do not include supervisors, non-executive directors and independent directors of the Company, nor any shareholder or actual controller who, individually or collectively, ~~holding more than 5%~~ hold 5% or more of the shares of the Company and their respective spouses, parents and children. The subject qualification of each of the proposed participants is legal and effective.”*

### **3. CORRIGENDUM TO THE CIRCULAR**

The Board refers to page viii of Appendix 1 appended to the Circular (i.e. page 40 of the Circular) and wishes to inform that due to an inadvertent typographical error, paragraph 13 on page 40 of the Circular should be corrected to read as follows (with amendments marked up):

*“The Company undertakes that the Participants do not include any shareholder or actual controller holding ~~more than 5%~~ 5% or more of the shares of the Company and their respective spouses and immediate relatives.”*

The Board also refers to page 15 of Appendix 1 appended to the Circular (i.e. page 57 of the Circular) and wishes to inform that due to an inadvertent typographical error, note 1 on page 57 of the Circular should be corrected to read as follows (with amendments marked up):

*“Note: 1. The Participants under the Scheme do not participate in ~~two (2) or more share incentive schemes of the Company~~ share incentive schemes of two (2) or more listed companies. The Participants do not include any shareholder or actual controller holding ~~more than 5%~~ 5% or more of the shares of the Company, and their respective spouses, parents and children.”*

The Board also refers to page 45 of Appendix 1 appended to the Circular (i.e. page 87 of the Circular) and wishes to inform that due to an inadvertent typographical error, page 87 of the Circular should be corrected to read as follows (with amendments marked up):

*“During the voting on the Scheme at a general meeting of the Company, the Independent Directors shall collect voting rights by proxy from all shareholders in respect of the Scheme. The content of the Scheme as required in Article 9 of the Administrative Measures shall be voted by the shareholders at a general meeting, and be approved by more than 2/3 of the voting rights held by the attending Shareholders. Except for the directors, supervisors and members of senior management of the Company, as well as the shareholders, individually or collectively, holding ~~more than 5%~~ 5% or more of the Company’s shares, the voting by other shareholders shall be separately counted and disclosed.”*

By order of the Board

27 November 2019