

**TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED**

(Company Registration No. 91120000103100784F)

(Incorporated in the People's Republic of China)

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**Resolutions Passed at the 11<sup>th</sup> Board Meeting for FY2016**

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***The board of directors (the "Board") and every individual director of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited 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.***

Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the "**Company**") had on 19 December 2016 issued a notice of board meeting to its directors in respect of the 11<sup>th</sup> board meeting for FY2016, and the board meeting was duly convened on 29 December 2016. The following resolution was discussed and passed by the 7 directors out of the full board of 9 directors, with Mr. Ma Gui Zhong and Mr. Zhang Jian Jin being absent.

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, "Financial Services Agreement" to be entered into between the Company and Tianjin Pharmaceutical Group Finance Co., Ltd be approved.
2. That, "Share Transfer Agreement" to be entered into between the Company and Tianjin Jincao Guoyao Investment Co., Ltd (天津金草国药投资有限公司) be approved.

Please refer to the announcement of the Company dated 29 December 2016 for more details on the above resolutions.

By order of the Board  
29 December 2016