

# PROXY FORM

## IMPORTANT

**This Proxy Form supersedes the version set out on pages 158 to 162 of the Company's Annual Report 2019 posted to the S-Shareholders (as defined below).**

1. The AGM (as defined below) will be held by electronic means for holders of "S" shares ("**S-Shareholders**") in Singapore pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the revised notice of AGM ("**Notice of AGM**") dated 21 May 2020 and this Proxy Form will not be sent to S-Shareholders. Instead, the revised Notice of AGM dated 21 May 2020 and this Proxy Form will be sent to S-Shareholders by electronic means via publication on the Company's website at <http://www.zhongxinp.com/> and the SGXNet.
2. Alternative arrangements relating to attendance by S-Shareholders at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed by S-Shareholders via "live" audio-and-video webcast or "live" audio-only stream), submission of questions by S-Shareholders to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at AGM and voting by S-Shareholders by appointing the Chairman of the AGM as proxy at the AGM, are set out in the revised Notice of AGM dated 21 May 2020 and the accompanying Company's announcement dated 21 May 2020. This announcement may be accessed at the Company's website at <http://www.zhongxinp.com/> and the SGXNet.
3. **Due to the current Covid-19 restriction orders in Singapore, a S-Shareholder will not be able to attend the AGM in person. A S-Shareholder will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A S-Shareholder (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such S-Shareholder wishes to exercise his/her/its voting rights at the AGM. The Chairman of the AGM, as proxy, need not be a member of the Company.**
4. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) and wishes to appoint the Chairman of the AGM as proxy should inform their respective CPF Agent Banks and/or SRS Operators to submit their votes at least 7 working days before the AGM.
5. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
6. Personal Data Privacy: By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Company's Notice of AGM dated 21 May 2020.
7. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the AGM as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM.

# PROXY FORM

## TIANJIN ZHONGXIN PHARMACEUTICAL GROUP CORPORATION LTD

(Incorporated in the People's Republic of China)

### ANNUAL GENERAL MEETING

#### PROXY FORM

(You are advised to read the notes below before completing this form)

\*I/We, \_\_\_\_\_ (Name) with NRIC/Passport/  
Company Registration Number \_\_\_\_\_ of  
\_\_\_\_\_ (Address)

being a member/members of Tianjin Zhongxin Pharmaceutical Group Corporation Ltd (the "**Company**"), hereby appoint the **Chairman of the Annual General Meeting ("AGM"** or "**Annual General Meeting**") as my/our\* proxy to attend, speak and vote for me/us\* on my/our\* behalf at the AGM of the Company to be held at the meeting room of Zhongxin Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the People's Republic of China 300193 on 5 June 2020 at 1.30 p.m. and at any adjournment thereof. I/We\* direct the Chairman of the AGM to vote for, against or to abstain from voting the Resolutions proposed at the AGM as indicated hereunder.

**(If you wish to exercise all your votes "For", "Against" or to "Abstain" from voting, please indicate with a tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.)**

No.	Resolutions relating to:	For	Against	Abstain
1.	To consider and approve the Chairman's Report for FY2019.			
2.	To consider and approve the Board of Directors' Report for FY2019.			
3.	To consider and approve the Supervisory Committee's Report for FY2019.			
4.	To consider and approve the Financial Report and Audit Report for FY2019 audited by ShineWing Certified Public Accountants LLP and RSM Chio Lim			

No.	Resolutions relating to:	For	Against	Abstain
	LLP and reviewed by the Audit Committee of the Company.			
5.	<p>To consider and approve the scheme of profit distribution policy of the Company for FY2019.</p> <p>The Board has recommended to declare dividends of an aggregate amount of RMB230,661,922 on the basis of RMB3.0 for every 10 shares in the capital of the Company. The proposed dividend is payable in respect of 768,873,076 issued ordinary shares in the capital of the Company as at 31 December 2019.</p>			
6.	To consider and approve the remuneration of S\$60,000 for independent director Mr. Timothy Chen Teck Leng for FY2019.			
7.	To consider and approve the remuneration of S\$36,700 for independent director Mr. Wong Gang for FY2019 (specifically, for the period from May 2019 to December 2019).			
8.	To consider and approve the remuneration of S\$22,900 for independent director Mr. Toe Teow Heng for FY2019 (specifically, for the period from January 2019 to May 2019).			
9.	To consider and approve the remuneration of RMB60,000 for independent director Mr. Qiang Zhiyuan for FY2019.			
10.	To consider and approve the aggregate remuneration for directors of the Company for FY2019.			
11.	To consider and approve the aggregate remuneration for members of the Supervisory Committee for FY2019.			
12.	To consider and approve the appointment of Mr. Liew Yoke Pheng Joseph as independent director of the Company.			
13.	To consider and approve the appointment of Ms. Li			

No.	Resolutions relating to:	For	Against	Abstain
	Yan as director of the Company.			
14.	<p>To consider and approve the renewal of the shareholders' mandate for the interested person transactions.</p> <p>(a) such approval given in the "Shareholders' Mandate" shall, unless revoked or varied by the Company in a General Meeting, continue in force until the next annual general meeting of the Company; and</p> <p>(b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the Shareholders' Mandate and/or this Resolution.</p>			
15.	To consider and approve the proposed financial services agreement to be entered into between the Company and Tianjin Pharmaceutical Group Finance Co., Ltd. as an interested person transaction and all transactions arising therefrom.			
16.	To consider and approve the proposed "Scheme on Return of Investment to Shareholders from 2020 to 2022".			
17.	To consider and approve the proposed line of credit granted to the Company up to an aggregate limit of RMB6,250,000,000.			
18.	To consider and approve the proposed re-appointment of ShineWing Certified Public Accountants LLP as PRC auditors of the Company for the financial year ending 31 December 2020 ("FY2020"), re-appointment of RSM Chio Lim LLP as international auditors of the Company for FY2020, and to authorise the Board to determine their remuneration.			
	Other agenda to be resolved in the General Meeting shall include any agenda proposed by a shareholder			

No.	Resolutions relating to:	For	Against	Abstain
	in accordance with Article 70 of the Articles of Association, which states: "When the Company is to hold an annual General Meeting, shareholders holding 3% or more of the voting shares of the Company shall be entitled to propose new motions in writing to the Company. The Company shall include in the agenda of the General Meeting those motions, the subject matter of which, are required to be decided by shareholders in General Meeting."			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Total Number of Shares Held in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

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*Signature(s) of Member(s) /  
Corporation's Common Seal*

## NOTES

- a. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this instrument of proxy will be deemed to relate to all the Shares held by you.
- b. A member entitled to attend and vote at the AGM (other than holders of "S" shares in the Company ("**S-Shareholders**")) is entitled to appoint one or more persons (who need not also be shareholders) to act as his/her proxies to attend and vote on his/her behalf. Where a member appoints more than one proxy, the appointment shall be deemed to be alternative unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be

represented by each proxy.

- c. **Due to the current Covid-19 restriction orders in Singapore, a S-Shareholder will not be able to attend the AGM in person. A S-Shareholder will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A S-Shareholder (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such S-Shareholder wishes to exercise his/her/its voting rights at the AGM. The Chairman of the AGM, as proxy, need not be a member of the Company.**

Where a S-Shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

CPF Investors or SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the date of the AGM.

- d. The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
- (i) if submitted by post, be lodged with 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; or
  - (ii) if submitted electronically, via email to the Company's "S" Shares Registrar at [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com),

in either case, by no later than **1:30 p.m. on 3 June 2020**.

A S-Shareholder who wishes to submit an instrument of proxy must first download, 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.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for S-Shareholders to submit completed proxy forms by post, the Company strongly encourages S-Shareholders to submit completed proxy forms electronically via email.**

- e. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in such instrument.
- f. In the case of members whose Shares are deposited with The Central Depository (Pte) Limited (“**CDP**”), the Company shall be entitled to reject any instrument appointing a proxy or proxies that was lodged if such members are not shown to have Shares entered against their names in the Depository Register as at forty-eight (48) hours before the time appointed for holding the AGM as certified by the Central Depository (Pte) Limited to the Company.
- g. The instrument appointing the Chairman of the AGM as proxy must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
- h. Where an instrument appointing the Chairman of the AGM as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

**Personal Data Privacy:**

By submitting an instrument appointing the Chairman of the AGM as proxy, the member accepts and agrees to the personal data privacy terms set out in the Company’s notice of the AGM dated 21 May 2020.