

TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

(Company Registration No. 91120000103100784F)

(Incorporated in People's Republic of China)

NOTICE OF ANNUAL GENERAL MEETING FOR FY2019

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.

IMPORTANT NOTE FOR SHAREHOLDERS:

This Notice of Annual General Meeting supersedes the version announced by the Company on 17 April 2020 and the version set out on pages 153 to 157 of the Company's Annual Report 2019 posted to the S-Shareholders (as defined herein).

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**” or “**Annual General Meeting**”) for the financial year ended 31 December 2019 (“**FY2019**”) of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited will 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. Concurrently, the AGM will be held by electronic means for holders of “S” shares (“**S-Shareholders**”) in Singapore.

The agenda for the meeting shall be as follows:

1. To consider and approve the Chairman's Report for FY2019; (Resolution 1)
2. To consider and approve the Board of Directors' Report for FY2019; (Resolution 2)
3. To consider and approve the Supervisory Committee's Report for FY2019; (Resolution 3)
4. To consider and approve the Financial Report and Audit Report for FY2019 audited by ShineWing Certified Public Accountants LLP and RSM Chio Lim LLP and reviewed by the Audit Committee of the Company; (Resolution 4)
5. To consider and approve the scheme of profit distribution policy of the Company for FY2019; (Resolution 5)

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.

6. To consider and approve the remuneration of S\$60,000 for independent director Mr. Timothy Chen Teck Leng for FY2019; (Resolution 6)
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); (Resolution 7)
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); (Resolution 8)
9. To consider and approve the remuneration of RMB60,000 for independent director Mr. Qiang Zhiyuan for FY2019; (Resolution 9)
10. To consider and approve the aggregate remuneration for directors of the Company for FY2019; (Resolution 10)
11. To consider and approve the aggregate remuneration for members of the Supervisory Committee for FY2019; (Resolution 11)
12. To consider and approve the appointment of Mr. Liew Yoke Pheng Joseph as independent director of the Company; (Resolution 12)
13. To consider and approve the appointment of Ms. Li Yan as director of the Company; (Resolution 13)
14. To consider and approve the renewal of the shareholders' mandate for the interested person transactions; (Resolution 14)
 - (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
 - (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.
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; (Resolution 15)
16. To consider and approve the proposed "Scheme on Return of Investment to Shareholders from 2020 to 2022"; (Resolution 16)
17. To consider and approve the proposed line of credit granted to the Company up to an aggregate limit of RMB6,250,000,000; and (Resolution 17)
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. (Resolution 18)

Other agenda to be resolved in the General Meeting shall include any agenda proposed by a shareholder 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.”

Notes:

1. The AGM will be held by electronic means for S-Shareholders in Singapore pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings of Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this revised notice of AGM (“**Notice of AGM**”) and the revised proxy form will not be sent to S-Shareholders. Instead, this revised Notice of AGM and the revised 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 Company’s announcement dated 21 May 2020 (the “**Announcement**”). The Announcement may be accessed at the Company’s website at <http://www.zhongxinp.com/> and will also be made available on SGXNet. For the avoidance of doubt, the Announcement is circulated together with and forms part of this revised Notice of AGM in respect of the AGM.
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.** The accompanying proxy form for the AGM may be accessed at the Company’s website at <http://www.zhongxinp.com/>, and will also be made available on SGXNet.
4. 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.
5. 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. The 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. The instrument appointing the Chairman of the AGM as proxy must be submitted 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 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
- (b) if submitted electronically, via email to the Company's "S" Shares Registrar at 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. If the S-Shareholder is a corporation, the instrument of proxy appointing the Chairman of the AGM as proxy must be executed under seal or the hand of its duly authorised officer or attorney.

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.

- 7. A holder of shares entitled to attend and vote at the AGM (other than S-Shareholders) 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 or attorney.

- 8. S-Shareholders and investors will not be able to ask questions "live" during the broadcast of this AGM. All S-Shareholders and investors may submit questions relating to the business of this AGM by **1.30 p.m.** on **2 June 2020**:

- (a) via the pre-registration website at <https://bit.ly/TJZXAGM2020>*;
- (b) by email to zxyy600329@163.com; or
- (c) by post to 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.

*Note: Even though the deadline for S-Shareholders to pre-register for "live" audio-and-video webcast/ "live" audio-only stream of the AGM proceedings at the pre-registration website is 1.30 p.m. on 3 June 2020, questions received via the pre-registration website after 1.30 p.m. on 2 June 2020 will not be entertained. S-Shareholders are reminded that the deadline for submission of questions relating to the business of this AGM is **1.30 p.m.** on **2 June 2020**.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, S-Shareholders and investors are strongly encouraged to submit their questions via the pre-registration website or by email. The Company will endeavour to answer all substantial and relevant questions prior to, or at this AGM.

- 9. All documents (including the Annual Report 2019, the revised proxy form, this revised Notice of AGM

and appendices to the Notice of AGM) or information relating to the business of this AGM have been, or will be, published on SGXNet and the Company's website at <http://www.zhongxinp.com/>. S-Shareholders and investors are advised to check SGXNet and/or the Company's website regularly for updates.

10. **Personal Data Privacy:** Where a S-Shareholder of the Company submits (a) an application to pre-register to participate in the AGM via electronic means, (b) questions relating to the resolutions to be tabled for approval at the AGM, and/or (c) the proxy form appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, such S-Shareholder (i) consents to the collection, use and disclosure of such S-Shareholder's personal data by the Company (or its agents or service providers) for the purposes of (1) processing his/her/its application to pre-register to participate in the AGM via electronic means and providing him/her/it with any technical assistance where possible, (2) addressing any selected questions submitted by him/her/it and following up with him/her/it where necessary, (3) processing, administration, analysis and facilitation by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof), and (4) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines, and (ii) agrees that he/she/it will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his/her/its action or omission.
11. Pursuant to the Company's Articles of Association, a holder of tradable domestic shares with limiting conditions for sale shall notify the Company in writing not less than 20 days prior to the AGM of his or her intention to attend the AGM. A holder of "S" shares must be registered in the shareholder name list or in the Depository Register 48 hours before the appointed time for holding the AGM.
12. A holder of tradable domestic shares with limiting conditions for sale who is planning to attend the AGM must give a written notice to the Company no later than 12 May 2020.
13. The AGM in Tianjin, PRC is expected to last for half a day and all accommodation and other expenses incurred by a shareholder or his/her proxy in connection with his/her attendance at the AGM shall be borne by that shareholder.
14. As the COVID-19 situation continues to evolve, the Company may be required to change our arrangements in Singapore at short notice. S-Shareholders should check SGXNet and/or our corporate website at <http://www.zhongxinp.com/> for the latest updates on the status of the AGM.
15. The Company thanks all members for their understanding and cooperation to hold the AGM in line with appropriate safe distancing measures amidst the COVID-19 pandemic.

By Order of the Board

Jiao Yan
Secretary to the Board of Directors
21 May 2020