

CIRCULAR DATED 20 AUGUST 2021

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Circular is issued by Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the "Company"). **If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

If you have sold all your shares in the capital of the Company, you should immediately hand this Circular, the Notice of Extraordinary General Meeting and attached Proxy Form to the purchaser or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



**TIANJIN ZHONG XIN PHARMACEUTICAL
GROUP CORPORATION LIMITED**

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

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED APPOINTMENT OF MR. GUO MIN AS EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EXTRAORDINARY GENERAL MEETING (THE "PROPOSED APPOINTMENT")

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	4 September 2021 at 2:15 p.m.
Date and time of Extraordinary General Meeting	:	6 September 2021 at 2:15 p.m.
Place of Extraordinary General Meeting	:	The Extraordinary General Meeting will be held by way of electronic means for S-Share Shareholders (as defined herein) in Singapore.

CONTENTS

DEFINITIONS	2
1. INTRODUCTION	5
2. THE PROPOSED APPOINTMENT.....	5
3. THE COMPOSITION OF THE BOARD AND THE RESPECTIVE BOARD COMMITTEES AFTER THE PROPOSED APPOINTMENT.....	11
4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	12
5. RECOMMENDATIONS.....	13
6. EXTRAORDINARY GENERAL MEETING	13
7. ACTION TO BE TAKEN BY SHAREHOLDERS.....	13
8. DIRECTORS' RESPONSIBILITY STATEMENT	14
9. DOCUMENT FOR INSPECTION	14
NOTICE OF EXTRAORDINARY GENERAL MEETING	N-1

DEFINITIONS

The following definitions apply throughout this Circular unless the context otherwise requires:-

- “A-Shares”* : Ordinary shares issued by the Company under the PRC companies law, comprising shares issued to natural and legal persons in the PRC and which are denominated in RMB
- “A-Share Shareholders”* : Holders of A-Shares
- “Act” or “Companies Act”* : The Companies Act (Chapter 50) of Singapore, as amended, modified and/or supplemented from time to time
- “Articles” or “Articles of Association”* : The articles of association of the Company, as amended, modified and/or supplemented from time to time
- “Board” or “Board of Directors”* : The board of Directors of the Company for the time being
- “CDP”* : The Central Depository (Pte) Limited
- “Circular”* : This circular to Shareholders dated 20 August 2021
- “Code”* : The Code of Corporate Governance, as amended, modified and/or supplemented from time to time
- “Company”* : Tianjin Zhong Xin Pharmaceutical Group Corporation Limited
- “Directors”* : The directors of the Company as at the date of this Circular
- “EGM”* : The extraordinary general meeting of the Company to be held on 6 September 2021 at 2:15 p.m. at the meeting room of Zhongxin Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the People’s Republic of China 300193 (concurrently, the extraordinary general meeting will be held by way of electronic means for S-Share Shareholders in Singapore), notice of which are set out on pages N-1 to N-3 of this Circular
- “Group”* : The Company and its subsidiaries
- “Latest Practicable Date”* : The latest practicable date prior to the electronic despatch of this Circular, being 10 August 2021
- “Listing Manual”* : The listing manual of the SGX-ST, as amended, modified and/or supplemented from time to time
- “Listing Rule”* : The main board rules of the SGX-ST, as amended, modified and/or supplemented from time to time
- “NC” or “Nomination Committee”* : The Nomination Committee of the Company, comprising Ms. Li Qing, Mr. Tang Tiejun and Mr. Wong Gang
- “Notice of EGM”* : The notice of the EGM, as set out on pages N-1 to N-3 of

this Circular

- “PRC”* : People’s Republic of China
- “principal commitment”* : Includes all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations, as defined in the Code. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments
- “Proposed Appointment”* : The proposed appointment of Mr. Guo Min as Executive and Non-Independent Director of the Company
- “RMB”* : Renminbi, the lawful currency of the PRC
- “S-Shares”* : Ordinary shares issued by the Company under the PRC companies law, comprising shares issued to natural and legal persons in countries other than PRC and which are denominated in US\$
- “S-Share Shareholders”* : Holders of S-Shares
- “Securities Accounts”* : The securities account maintained with CDP, but not including the securities accounts maintained with a Depository Agent
- “SFA”* : The Securities and Futures Act (Chapter 289) of Singapore, as amended, modified and/or supplemented from time to time
- “SGX-ST” or “Exchange”* : Singapore Exchange Securities Trading Limited
- “Shareholders”* : Registered holders of Shares (comprising A-Share Shareholders and S-Share Shareholders) except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
- “Shares”* : Ordinary shares in the capital of the Company, including A-Shares and S-Shares
- “Substantial Shareholder”* : A person who has an interest or interests in one (1) or more voting Shares (excluding treasury shares) in the Company, and the total votes attached to that Share, or those Shares, represent not less than five per cent. (5.0%) of the total votes attached to all the voting Shares (excluding treasury shares) in the Company
- “TPH”* : Tianjin Pharmaceutical Holdings Co., Ltd. (天津市医药集团)

有限公司)

“US\$”

United States Dollars, the lawful currency of the United States of America

“%” or “per cent.”

: Percentage or per centum

The terms “Depositor”, “Depository”, “Depository Register” and “Depository Agent” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Listing Manual, the Code, the SFA or any modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Listing Manual, the Code or the SFA, as the case may be, unless the context otherwise requires.

Any reference to a time of a day in this Circular is a reference to Singapore time.

Any discrepancies in this Circular between the sum of the figures stated and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

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

Board of Directors

Ms. Li Yan (Chairman and Executive Director)
Mr. Wang Mai (Executive Director)
Mr. Zhou Hong (Executive Director)
Mr. Zhang Ping (Non-Executive and Non-Independent Director)
Mr. Tang Tiejun (Non-Executive and Non-Independent Director)
Mr. Wong Gang (Lead Independent and Non-Executive Director)
Mr. Liew Yoke Pheng Joseph (Independent and Non-Executive Director)
Ms. Li Qing (Independent and Non-Executive Director)

Registered Office

17 Baidi Road,
Nankai District,
Tianjin, the PRC

20 August 2021

To: The Shareholders of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited

Dear Sir/Madam

**THE PROPOSED APPOINTMENT OF MR. GUO MIN AS EXECUTIVE AND NON-
INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE
EXTRAORDINARY GENERAL MEETING (THE "PROPOSED APPOINTMENT")**

1. INTRODUCTION

The purpose of this Circular is to provide Shareholders with information pertaining to, and to seek Shareholders' approval for, the Proposed Appointment, at the forthcoming EGM to be held on 6 September 2021 at 2:15 p.m. at the meeting room of Zhongxin Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the People's Republic of China 300193 (concurrently, the EGM will be held by way of electronic means for S-Share Shareholders in Singapore).

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The Singapore Exchange Securities Trading Limited (the "**SGX-ST**") assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

Shook Lin & Bok LLP is the legal adviser to the Company as to Singapore law in relation to the Proposed Appointment.

2. THE PROPOSED APPOINTMENT

2.1 Background and Rationale

Pursuant to Article 125 of the Articles of Association, the Company shall have a Board comprising nine (9) directors. Due to the resignation of Mr. Li Liqun as a Director of the

Company with effect from 19 July 2021, which was announced by the Company on 20 July 2021, the Company intends to appoint Mr. Guo Min as Executive and Non-Independent Director of the Company to fill the Board vacancy by way of resolution to be passed at the EGM.

Article 126(1) of the Company's Articles of Association provides that a Director shall be a natural person and shall be elected by the shareholders according to this Article for a term of three (3) years. In compliance with Article 126(1) of the Company's Articles of Association, the EGM is being convened to seek Shareholders' approval for the Proposed Appointment of Mr. Guo Min.

The appointment of Mr. Guo Min as a Director of the Company will take effect upon approval of the Proposed Appointment of Mr. Guo Min being obtained at the EGM.

2.2 Information on Mr. Guo Min

Mr. Guo Min, born in September 1971, holds a Master of Business Administration Degree from Cheung Kong Graduate School of Business and a Doctor of Business Administration Degree from Arizona State University. Mr. Guo Min has been a director of Shenzhen Angel Drinking Industry Group Co., Ltd. (深圳安吉尔饮水产业集团有限公司) since March 2005 and has served as Honorary Chairman of Shenzhen Ming Foundation (深圳市铭基金公益基金会) since September 2017. Since 21 October 2020, Mr. Guo Min has been a director of Jinhushen Biological Medical Science and Technology Co., Ltd (津沪深生物医药科技有限公司). Since 26 March 2021, he has been the chairman of the board of directors, and legal representative, of TPH. As at the Latest Practicable Date, TPH is a controlling shareholder of the Company.

2.3 Information required pursuant to Listing Rule 720

Listing Rule 720(6) provides that when a candidate is proposed to be appointed for the first time or re-elected to the board at a general meeting, the issuer shall provide the information relating to the candidate as set out in Appendix 7.4.1 of the Listing Manual in the notice of meeting, annual report or relevant circular distributed to shareholders prior to the general meeting.

The information on Mr. Guo Min as required pursuant to Listing Rule 720 is set out below:

Date of appointment	Subject to obtaining Shareholders' approval at the EGM
Date of last re-appointment (if applicable)	Not applicable
Name of person	Guo Min
Age	50
Country of principal residence	China
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	Approved
Whether appointment is executive, and if so, the area of responsibility	Executive Director Mr. Guo Min will perform the duties of the Chairman of the Board of Directors ("Board"), if appointed.

	<p>The Chairman of the Board shall exercise the following functions and powers, amongst others:</p> <p>(i) preside and convene general meetings and meetings of the Board;</p> <p>(ii) review the status of the implementation of the resolutions passed at the meetings of the Board;</p> <p>(iii) sign any certificate in respect of securities issued by the Company; and</p> <p>(iv) perform such other duties as may be delegated by the Board.</p>
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director Chairman of the Board
Professional qualifications	Mr. Guo Min holds a Master of Business Administration Degree from Cheung Kong Graduate School of Business and a Doctor of Business Administration Degree from Arizona State University.
Working experience and occupation(s) during the past 10 years	Mr. Guo Min has been a director of Shenzhen Angel Drinking Industry Group Co., Ltd. (深圳安吉尔饮水产业集团有限公司) since March 2005 and has served as Honorary Chairman of Shenzhen Ming Foundation (深圳市铭基金公益基金会) since September 2017. Since 21 October 2020, Mr. Guo Min has been a director of Jinhushen Biological Medical Science and Technology Co., Ltd (津沪深生物医药科技有限公司). Since 26 March 2021, he has been the chairman of the board of directors, and legal representative, of Tianjin Pharmaceutical Holdings Co., Ltd. (天津市医药集团有限公司) (a controlling shareholder of the Company).
Shareholding interest in the listed issuer and its subsidiaries	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Mr. Guo Min has been the chairman of the board of directors, and legal representative, of Tianjin Pharmaceutical Holdings Co., Ltd. (天津市医药集团有限公司) (being a controlling shareholder of the Company) since 26 March 2021.
Conflict of interest (including any competing	No

business)	
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes
Other Principal Commitments* Including Directorships#	
* "Principal Commitments" has the same meaning as defined in the Code.	
# These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(9)	
Past (for the last 5 years)	Nil
Present	<p>Director of Shenzhen Angel Drinking Industry Group Co., Ltd. (深圳安吉尔饮水产业集团有限公司)</p> <p>Honorary Chairman of Shenzhen Ming Foundation (深圳市铭基金公益基金会)</p> <p>Director of Jinhushen Biological Medical Science and Technology Co., Ltd (津沪深生物医药科技有限公司)</p> <p>Chairman of the board of directors, and legal representative, of Tianjin Pharmaceutical Holdings Co., Ltd. (天津市医药集团有限公司)</p>
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.	
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere,	No

involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:—	
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No
(iii) any business trust which has been investigated for a breach of any law or	No

regulatory requirement governing business trusts in Singapore or elsewhere; or	
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No
Any prior experience as a director of an issuer listed on the Exchange? If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	No The Company will arrange for Mr. Guo Min to attend training on the roles and responsibilities of a director of a listed issuer as prescribed by the SGX-ST, in accordance with Rule 210(5)(a) and Practice Note 2.3 of the listing manual of the SGX-ST.

2.4 Responsibility of Mr. Guo Min as Executive and Non-Independent Director of the Company

Subject to the receipt of Shareholders' approval for the Proposed Appointment, Mr. Guo Min will perform his duty as Director in line with the Articles of Association upon his appointment as Executive and Non-Independent Director. Pursuant to Article 132 of the Articles of Association, the Board has the following functions and duties, amongst others:

- (i) be responsible for calling the general meetings of the Company, and also report its work to the general meetings;
- (ii) implement the resolutions of the general meetings of the Company;
- (iii) determine the business plans and investment schemes of the Company;
- (iv) determine within the scope of authorisation by the general meetings of the Company such matters of the Company such as external investment, acquisition and sale of assets, asset mortgage, external guarantees, asset management on trust, and associated transactions;
- (v) prepare annual financial budget programmes and final account programmes of the Company; and

- (vi) undertake other functions and powers authorised by laws, administrative regulations, rules of departments or the Articles of Association.

Once the Proposed Appointment is approved by the Shareholders at the EGM, the Board will subsequently convene a Board meeting to elect Mr. Guo Min as the Chairman of the Board. According to Article 138 of the Articles of Association, the Chairman of the Board shall exercise the following functions and powers, amongst others:

- (i) preside and convene the general meetings and Board meetings of the Company;
- (ii) review the status of the implementation of the resolutions passed at the Board meetings of the Company;
- (iii) sign any certificate in respect of securities issued by the Company; and
- (iv) perform such other duties as may be delegated by the Board.

2.5 Terms of Service Agreement

No service agreement has been proposed to be entered into in respect of Mr. Guo Min's appointment as Executive and Non-Independent Director. However, subject to his appointment to the Board, the remuneration of Mr. Guo Min, together with the other Directors as a whole, will be reviewed and approved annually by the Shareholders at the annual general meeting of the Company.

3. THE COMPOSITION OF THE BOARD AND THE RESPECTIVE BOARD COMMITTEES AFTER THE PROPOSED APPOINTMENT

Board of Directors

Executive Directors:

Mr. Guo Min
Ms. Li Yan
Mr. Wang Mai
Mr. Zhou Hong

Non-Executive and Non-Independent Directors:

Mr. Tang Tiejun
Mr. Zhang Ping

Independent and Non-Executive Directors:

Mr. Wong Gang
Mr. Liew Yoke Pheng Joseph
Ms. Li Qing

Audit Committee

Mr. Liew Yoke Pheng Joseph (Chairman)
Mr. Wong Gang
Ms. Li Qing

Nomination Committee

Ms. Li Qing (Chairman)
Mr. Tang Tiejun
Mr. Wong Gang

Remuneration Committee

Mr. Wong Gang (Chairman)
Mr. Liew Yoke Pheng Joseph
Mr. Zhang Ping

Strategy Committee

Mr. Guo Min (Chairman)
Ms. Li Yan
Ms. Li Qing

Pursuant to Provision 2.2 of the Code, the independent directors should make up a majority of the board of directors where *inter alia* the chairman is part of the management team, or the chairman is not an independent director.

As at the date of this Circular, Ms. Li Yan, an Executive Director of the Company, is the temporary Chairman of the Board and is (a) part of the management team and (b) not an independent director. Further, as set out above, the Company intends to subsequently convene a Board meeting to elect Mr. Guo Min as the Chairman of the Board should the Proposed Appointment be approved by Shareholders at the EGM. Notwithstanding the foregoing, the Board believes that the existing governance structure involving the delegation of certain functions and authority to several Board committees, and the fact that these committees comprised a majority of independent Directors and each of them is chaired by an independent Director (save for the Strategy Committee), would provide for a balance of power and authority within the Board. Further, the Board is of the view that there is an appropriate level of independence and diversity of thought and background in the composition of the Board to enable the Board to make decisions in the best interests of the Company as non-executive Directors make up a majority of the Board, and the current Board members comprise persons whose diverse skills, experience and attributes provide for effective direction for the Group. Taking into consideration the foregoing, the requirements of the China Securities Regulatory Committee, Shanghai Stock Exchange and the SGX-ST, and that the Board will comprise nine (9) members if Mr. Guo Min's appointment as a Director of the Company is approved by Shareholders at the EGM, the Company will use its best endeavours to satisfy the requirements of the Code.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The details of the Directors' and Substantial Shareholders' interests in the Shares as at the Latest Practicable Date are set out below:-

Directors	Direct Interest		Deemed Interest	
	No of Shares	%⁽¹⁾	No of Shares	%⁽¹⁾
Li Yan	70,000	0.009	-	-
Wang Mai	70,000	0.009	-	-
Zhou Hong	70,000	0.009	-	-

Zhang Ping	-	-	-	-
Tang Tiejun	-	-	-	-
Wong Gang	-	-	-	-
Liew Yoke Pheng Joseph	-	-	-	-
Li Qing	-	-	-	-

Substantial Shareholders

TPH	325,855,528	42.12	5,265,000 ⁽²⁾	0.68
-----	-------------	-------	--------------------------	------

Note:

- (1) Based on the total issued share capital of 773,643,076 Shares as at the Latest Practicable Date.
- (2) Pursuant to Section 4 of the SFA, TPH is deemed interested in the 5,265,000 shares in the capital of the Company held by its wholly-owned subsidiary, Tianjin Pharmaceutical (Singapore) International Investment Pte. Ltd.

Saved as disclosed in this Circular, none of the Directors or Substantial Shareholders have any interest, direct or indirect, in the Proposed Appointment other than through their respective shareholdings in the Company (if any).

5. RECOMMENDATIONS

5.1 Nomination Committee's Recommendation

The Nomination Committee has reviewed the terms of the Proposed Appointment and recommends the appointment of Mr. Guo Min as a Director of the Company, taking into account, amongst others, his working experience and expertise (as set out in sections 2.2 and 2.3 of this Circular).

5.2 Directors' Recommendation

Having considered, amongst others, the rationale and information relating to the Proposed Appointment as set out in this Circular, and the Nomination Committee's recommendation (as set out in section 5.1 of this Circular), the Directors are of the opinion that the Proposed Appointment is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the resolution set out in the Notice of EGM relating to the Proposed Appointment.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-3 of this Circular, will be held at the meeting room of Zhongxin Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the People's Republic of China 300193 (concurrently, the EGM will be held by way of electronic means for S-Share Shareholders in Singapore) on 6 September 2021 at 2:15 p.m. for the purpose of considering and, if thought fit, passing the resolution (with or without modifications) as set in the Notice of EGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who wish to vote on the resolution set out in the Notice of EGM at the EGM

must appoint the Chairman of the EGM as proxy to vote on their behalf by completing, signing and returning the proxy form in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive by (i) post at the office of the Company's "S" Shares Registrar and Singapore Shares Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or (ii) email at SRS.TeamE@boardroomlimited.com, no later than **2:15 p.m.** on **4 September 2021**.

Please refer to the alternative arrangements relating to observing the proceedings of the EGM (including arrangements by which the meeting can be accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM as set out in the Company's announcement dated 20 August 2021, which has been published, together with the Notice of EGM, on the SGX-ST's website.

A S-Share Shareholder shall not be regarded as a member of the Company and his/her/its proxy form may be rejected by the Company unless his/her/its name appears on the Register of Members, or where the registered holder is CDP, the Depository Register as at a time not earlier than 48 hours prior to the time of the EGM.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Appointment and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

9. DOCUMENT FOR INSPECTION

A copy of the Articles of Association of the Company may be inspected at the registered office of the Company at 17 Baidi Road, Nankai District, Tianjin, the PRC, during normal business hours from the date of this Circular up to and including the date of the EGM.

Yours faithfully

For and on behalf of the Board of Directors of
Tianjin Zhong Xin Pharmaceutical Group Corporation Limited

Li Yan
Chairman and Executive Director

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

IMPORTANT NOTE FOR SHAREHOLDERS:

This Notice of Extraordinary General Meeting supersedes the version announced by the Company on 20 July 2021.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**" or "**Extraordinary General Meeting**") of the Company 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 6 September 2021 at 2:15 p.m.. Concurrently, the Extraordinary General Meeting will be held by electronic means for holders of "S" shares ("**S-Shareholders**") in Singapore.

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

To consider and approve the proposed appointment of Mr. Guo Min as Executive and Non-Independent Director of the Company with effect from the date of the Extraordinary General Meeting.

By Order of the Board

Jiao Yan
Secretary to the Board of Directors
20 August 2021

Notes:

1. The EGM 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 EGM ("**Notice of EGM**"), the proxy form and the circular dated 20 August 2021 issued by the Company ("**Circular**") will **not** be sent to S-Shareholders. Instead, this Notice of EGM, the proxy form and the Circular will be sent to S-Shareholders by electronic means via publication on the SGXNet and on the Company's website at <http://www.zhongxinp.com/>.
2. Alternative arrangements relating to attendance by S-Shareholders at the EGM 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 EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by S-Shareholders by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Company's announcement dated 20 August 2021 (the "**Announcement**"). The printed copy of the Announcement will **not** be sent to S-Shareholders. Instead, the Announcement will be sent to S-Shareholders by electronic means via publication on the SGXNet and on the Company's website at <http://www.zhongxinp.com/>. For the avoidance of doubt, the Announcement is circulated together with and forms part of this revised Notice of EGM in respect of the EGM.
3. **Due to the current COVID-19 restriction orders in Singapore, a S-Shareholder will not be able to attend the EGM in person. A S-Shareholder will also not be able to vote online on the resolution(s) to be tabled**

for approval at the EGM. A S-Shareholder (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such S-Shareholder wishes to exercise his/her/its voting rights at the EGM. The Chairman of the EGM, as proxy, need not be a member of the Company. The proxy form for the EGM will be made available on SGXNet and may also be accessed at the Company's website at <http://www.zhongxinp.com/>.

4. Where a S-Shareholder (whether individual or corporate) appoints the Chairman of the EGM 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 EGM 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 EGM as proxy should inform their respective CPF Agent Banks and/or SRS Operators to submit their votes at least 7 working days before the date of the EGM. The proxy form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50) of Singapore) ("**Investors**") (other than CPF Investors and SRS Investors) will not be able to pre-register at <https://bit.ly/TJZXSEP2021EGM> for the "live" broadcast of the EGM. An Investor (other than CPF Investors and SRS Investors) who wishes to participate in the "live" broadcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company's "S" Shares Registrar and Singapore Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., via email to SRS.TeamE@boardroomlimited.com no later than **2:15 p.m. on 4 September 2021**.

6. The instrument appointing the Chairman of the EGM 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 SRS.TeamE@boardroomlimited.com,

in either case, by no later than **2:15 p.m. on 4 September 2021**.

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 EGM 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 EGM (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 the EGM. All S-Shareholders and investors may submit questions relating to the business of the EGM by **2:15 p.m. on 4 September 2021**:
 - (a) via the pre-registration website at <https://bit.ly/TJZXSEP2021EGM>;
 - (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.

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 the EGM.

9. All documents or information relating to the business of the EGM, including the Circular, will be published on the SGXNet and on the Company's website at <http://www.zhongxinp.com/>. S-Shareholders and investors are advised to check the SGXNet 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 EGM via electronic means, (b) questions relating to the resolution(s) to be tabled for approval at the EGM, and/or (c) the proxy form appointing the Chairman of the EGM to attend, speak and vote at the EGM 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 EGM 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 EGM as proxy for the EGM (including any adjournment thereof), and (4) the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 EGM of his or her intention to attend the EGM. 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 EGM.
12. A holder of tradable domestic shares with limiting conditions for sale who is planning to attend the EGM must give a written notice to the Company no later than 11 August 2021.
13. The EGM 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 EGM 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 the SGXNet for the latest updates on the status of the EGM for S-Shareholders.
15. The Company thanks all members for their understanding and cooperation to hold the EGM in line with appropriate safe distancing measures amidst the COVID-19 pandemic.

TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

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

EXTRAORDINARY GENERAL MEETING PROXY FORM

IMPORTANT

1. The EGM (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 EGM dated 20 August 2021 ("**Notice of EGM**"), this proxy form and the circular dated 20 August 2021 issued by the Company ("**Circular**") will **not** be sent to S-Shareholders. Instead, the Notice of EGM, this proxy form and the Circular will be sent to S-Shareholders by electronic means via publication on the SGXNet and on the Company's website at <http://www.zhongxinp.com/>.
2. Alternative arrangements relating to attendance by S-Shareholders at the EGM 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 EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by S-Shareholders by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Company's announcement dated 20 August 2021 (the "**Announcement**"). The printed copy of the Announcement will **not** be sent to S-Shareholders. Instead, the Announcement will be sent to S-Shareholders by electronic means via publication on the SGXNet and on the Company's website at <http://www.zhongxinp.com/>. For the avoidance of doubt, the Announcement is circulated together with and forms part of the revised Notice of EGM in respect of the EGM.
3. **Due to the current COVID-19 restriction orders in Singapore, a S-Shareholder will not be able to attend the EGM in person. A S-Shareholder will also not be able to vote online on the resolution(s) to be tabled for approval at the EGM. A S-Shareholder (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such S-Shareholder wishes to exercise his/her/its voting rights at the EGM. The Chairman of the EGM, as proxy, need not be a member of the Company.**
4. Where a S-Shareholder (whether individual or corporate) appoints the Chairman of the EGM 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 EGM 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 EGM as proxy should inform their respective CPF Agent Banks and/or SRS Operators to submit their votes at least 7 working days before the date of the EGM. **The proxy form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.**

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50) of Singapore) ("**Investors**") (other than CPF Investors and SRS Investors) will not be able to pre-register at <https://bit.ly/TJZXSEP2021EGM> for the "live" broadcast of the EGM. An Investor (other than CPF Investors and SRS Investors) who wishes to participate in the "live" broadcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company's "S" Shares Registrar and Singapore Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., via email to SRS.TeamE@boardroomlimited.com no later than **2:15 p.m. on 4 September 2021**.
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 EGM dated 20 August 2021.
7. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the EGM as a member's proxy to attend, speak and vote on his/her/its behalf at the EGM.

TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

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

EXTRAORDINARY GENERAL MEETING PROXY FORM

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

being a member/members* of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the "Company"), hereby appoint the **Chairman of the Extraordinary General Meeting ("EGM" or "Extraordinary General Meeting")** as my/our* proxy to attend, speak and vote for me/us* on my/our* behalf at the EGM 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 (concurrently, the EGM will be held by way of electronic means for S-Shareholders (as defined herein) in Singapore) on 6 September 2021 at 2:15 p.m. and at any adjournment thereof. I/We* direct the Chairman of the EGM to vote for, against or to abstain from voting on the resolution(s) proposed at the EGM 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 EGM as your proxy for that resolution will be treated as invalid.)

No.	Resolution relating to:	For	Against	Abstain
1	To consider and approve the proposed appointment of Mr. Guo Min as Executive and Non-Independent Director of the Company with effect from the date of the Extraordinary General Meeting			

Dated this _____ day of _____ 2021.



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

*Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder*

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

Notes:

1. 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.

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

Where a S-Shareholder (whether individual or corporate) appoints the Chairman of the EGM 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 EGM as proxy for that resolution will be treated as invalid.

CPF Investors and SRS Investors who wish to appoint the Chairman of the EGM as proxy should inform their respective CPF Agent Banks and/or SRS Operators to submit their votes at least 7 working days before the date of the EGM.

This proxy form is not valid for use by investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50) of Singapore) (“Investors”), CPF Investors and SRS Investors, and shall be ineffective for all intents and purposes if used or purported to be used by any of them. An Investor (other than CPF Investors and SRS Investors) who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify voting instructions.

4. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
 - (c) 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
 - (d) if submitted electronically, via email to the Company’s “S” Shares Registrar at SRS.TeamE@boardroomlimited.com.

in either case, by no later than **2:15 p.m. on 4 September 2021**.

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.

5. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM 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.
6. 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 EGM as certified by CDP to the Company.
7. The instrument appointing the Chairman of the EGM 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 EGM 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.
8. Where an instrument appointing the Chairman of the EGM 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 EGM as proxy, the member accepts and agrees to the personal data privacy terms set out in the Company's Notice of EGM dated 20 August 2021.