

天津中新药业集团股份有限公司
(公司登记号：91120000103100784F)
(注册于中华人民共和国)

致股东有关
以电子方式寄发受要约人通函的通知

2021 年 4 月 9 日

致：S 股要约股份持有人

尊敬的先生／女士

星展银行有限公司及中国银行股份有限公司(新加坡分行)为及代表天津医药(新加坡)国际投资有限公司(「要约人」)提出强制性有条件现金要约(「S 股链式要约」)，以收购天津中新医药集团股份有限公司(「本公司」)全部普通股中获列入新加坡证券交易所有限公司上市公司名录的股份，惟津沪深生物医药科技有限公司(「收购人」)、要约人及天津市医药集团有限公司(「天药集团」)已拥有、控制或已约定被收购的 S 要约股份除外(「S 股要约股份」)

1. 绪言

本公司董事会(「董事会」)谨此提述：

- (i) 星展银行有限公司及中国银行股份有限公司(新加坡分行)为及代表要约人刊发日期为 2021 年 3 月 26 日的公告(「要约公告」)，内容有关(其中包括) S 股链式要约及寄发有关(其中包括) S 股链式要约的正式要约文件；
- (ii) 星展银行有限公司及中国银行股份有限公司(新加坡分行)为及代表要约人根据新加坡收购及合并守则(「《守则》」)刊发日期为 2021 年 3 月 26 日的正式要约文件，内容有关(其中包括) S 股链式要约(「要约文件」)；
- (iii) 本公司就回应要约公告作出日期为 2021 年 3 月 26 日的公告，内容有关(其中包括)委任新加坡兴业银行为有关 S 股链式要约的独立财务顾问(「S 股链式要约独立财务顾问」)；
- (iv) 本公司日期为 2021 年 4 月 9 日的公告，内容有关(其中包括)寄发有关 S

股链式要约的受要约人通函（「**受要约人通函**」）；及

(v) 本公司根据《守则》刊发日期为 2021 年 4 月 9 日的受要约人通函（其中包括，除其他事项外，S 股链式要约独立财务顾问有关 S 股链式要约的意见）。

2. 以电子方式寄发受要约人通函

董事会谨此知会 S 要约股份持有人，就 S 股链式要约而言，根据新加坡证券行业委员会在 2020 年 5 月 6 日刊发的有关《守则》项下寄发收购文件的公开声明及在 2020 年 9 月 29 日刊发的有关《守则》项下允许以电子方式寄发收购文件的延长临时措施的公开声明，本公司已选择以电子方式寄发受要约人通函。

因此，日期为 2021 年 4 月 9 日的受要约人通函的电子版本已在本通知所载之日在新加坡证券交易有限公司（「**新交所**」）网站刊发。如需查阅受要约人通函的电子版本：

(a) 您可通过扫描以下二维码直接进入本公司在新交所网站的公告页面：



(b) 您亦可于新交所网站 <https://www.sgx.com> 阅览及选择 “**Securities**” 一节，从下拉的菜单清单及类型中选择 “**Company Information**” 下的 “**Company Announcements**”，在 “**Filter by Company/Security Name**” 的空格中选择本公司名称 “**Tianjin Zhong Xin Pharm Group**”。“**Tianjin Zhong Xin Pharm Group**”将作为一个下拉项目出现在过滤栏目下方。

其后，请选择日期为 2021 年 4 月 9 日标题为 “**REPL::Tender/ Acquisition/ Takeover/ Purchase Offer::Mandatory**” 的公告。受要约人通函可透过点击在该公告底部的 “**Attachments**” 一节项下的链结查阅。

受要约人通函的电子版本亦可透过以下链结 <http://www.zhongxinp.com/> 在本公司网站「**公司动态**」页面直接查阅。或者，您可扫描以下二维码进入页面：



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3. 责任声明

本公司董事（包括可能已就详细监督本通知的编制而授权他人的董事）已采取一切合理审慎措施，以确保本通知所述事实及所表达的一切意见（惟与 S 股链式要约、要约人、收购人及与要约人及／或收购人一致行动或被视为一致行动的人士有关者除外）属公平准确，且本通知并无遗漏其他重大事实，而该等遗漏可能会致使本通知所载任何陈述产生误导，各董事共同及个别地承担相应的全部责任。

倘本通知所载的任何信息乃摘录或转载自己刊发或以其他公开可得来源或取自要约人、收购方及／或其一致行动人士（包括但不限于由或代表要约人及／或收购人作出的任何公告），本公司董事的唯一责任为透过合理查询确保该等信息乃准确及正确地摘录自有关来源或（视情况而定）准确反映或转载于本通知。

承董事会命
天津中新药业集团股份有限公司

李立群
董事长
2021 年 4 月 9 日

TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

(Company Registration Number: 91120000103100784F)

(Incorporated in the People's Republic of China)

NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DESPATCH OF OFFEREE CIRCULAR

9 April 2021

To: The holders of S Offer Shares

Dear Sir/Madam

MANDATORY CONDITIONAL CASH OFFER (THE “S SHARES CHAIN OFFER”) BY DBS BANK LTD. AND BANK OF CHINA LIMITED, SINGAPORE BRANCH FOR AND ON BEHALF OF TIANJIN PHARMACEUTICAL (SINGAPORE) INTERNATIONAL INVESTMENT PTE. LTD. (THE “OFFEROR”) FOR ALL THE ORDINARY SHARES OF TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED (THE “COMPANY”) WHICH ARE LISTED ON THE OFFICIAL LIST OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED, OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY JINHUSHEN BIOLOGICAL MEDICAL SCIENCE AND TECHNOLOGY CO., LTD (津沪深生物医药科技有限公司) (THE “PURCHASER”), THE OFFEROR AND TIANJIN PHARMACEUTICAL HOLDINGS CO., LTD. (天津市医药集团有限公司) (“TPH”) (THE “S OFFER SHARES”)

1. INTRODUCTION

The board of directors (the “**Board**”) of the Company refers to:

- (i) the announcement dated 26 March 2021 (“**Offer Announcement**”) made by DBS Bank Ltd. and Bank of China Limited, Singapore Branch for and on behalf of the Offeror in relation to *inter alia* the S Shares Chain Offer and the despatch of the formal offer document relating to *inter alia* the S Shares Chain Offer;
- (ii) the formal offer document dated 26 March 2021 in connection with *inter alia* the S Shares Chain Offer (“**Offer Document**”), issued by DBS Bank Ltd. and Bank of China Limited, Singapore Branch for and on behalf of the Offeror in accordance with the Singapore Code of Take-overs and Mergers (“**Code**”);
- (iii) the announcement dated 26 March 2021 made by the Company in response to the Offer Announcement and in relation to *inter alia* the appointment of RHB Bank Berhad, through its Singapore branch (新加坡兴业银行) as the independent financial adviser in relation to the S Shares Chain Offer (“**IFA for S Shares Chain Offer**”);
- (iv) the announcement dated 9 April 2021 made by the Company in relation to *inter alia* the despatch of the offeree circular relating to the S Shares Chain Offer (“**Offeree Circular**”); and
- (v) the Offeree Circular dated 9 April 2021 (including the advice of the IFA for S Shares Chain Offer, amongst others), issued by the Company in accordance with the Code.

2. ELECTRONIC DESPATCH OF OFFEREE CIRCULAR

The Board wishes to inform the holders of S Offer Shares that in connection with the S Shares Chain Offer, the Company has opted to electronically despatch the Offeree Circular, pursuant to the Securities Industry Council's Public Statement on Despatch of Take-over Documents under the Singapore Code on Take-overs and Mergers issued on 6 May 2020 and Public Statement on the Extension of the Temporary Measures to Allow for Electronic Despatch of Take-over Documents under the Code issued on 29 September 2020.

Accordingly, an electronic copy of the Offeree Circular dated 9 April 2021 has, as of the date of this Notice, been published on the website of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). To access the electronic version of the Offeree Circular:

- (a) you may directly access the Company's announcement page on the website of the SGX-ST by scanning the following QR code:



- (b) you may also access the website of the SGX-ST at <https://www.sgx.com> and select the section "**Securities**", select "**Company Information**" and then "**Company Announcements**" from the drop-down menu list and type the name of the Company: "**Tianjin Zhong Xin Pharm Group**" in the box titled "**Filter by Company/Security Name**". "**Tianjin Zhong Xin Pharm Group**" will appear as a drop-down item below the filter box.

Thereafter, please select the announcement dated 9 April 2021 titled "REPL::Tender/ Acquisition/ Takeover/ Purchase Offer::Mandatory". The Offeree Circular can be accessed by clicking on the link under the section titled "**Attachments**" at the bottom of the announcement.

The electronic version of the Offeree Circular may also be accessed directly on the "公司动态 (NEWS)" page on the website of the Company at the following URL: <http://www.zhongxinp.com/>. Alternatively, you may access the page by scanning the following QR code:



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3. RESPONSIBILITY STATEMENT

The directors of the Company (including those who may have delegated detailed supervision of this Notice) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Notice (other than those relating to the S Shares Chain Offer, the Offeror, the Purchaser, and parties acting in concert or deemed to be acting in concert with the Offeror and/or the Purchaser) are fair and accurate, and there are no other material facts not contained in this Notice, the omission of which would make any statement in this Notice misleading, and they jointly and severally accept full responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the Purchaser and/or their concert parties (including without limitation any announcements made by or on behalf of the Offeror and/or the Purchaser), the sole responsibility of the directors of the Company has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Notice.

BY ORDER OF THE BOARD

TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED

Li Liquan

Chairman of Board of Directors

9 April 2021

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