

TIANJIN PHARMACEUTICAL DA REN TANG GROUP CORPORATION LIMITED
(Formerly known as Tianjin Zhong Xin Pharmaceutical Group Corporation Limited)
(Company Registration No.: 91120000103100784F)
(Incorporated in the People's Republic of China)

MINUTES OF THE 2ND EXTRAORDINARY GENERAL MEETING OF TIANJIN PHARMACEUTICAL DA REN TANG GROUP CORPORATION LIMITED (THE "COMPANY") FOR FY2024 HELD ON 22 NOVEMBER 2024

DATE : 22 November 2024

TIME : 2:00 p.m.

VENUE : Meeting room of Da Ren Tang Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the People's Republic of China ("**PRC**") 300193 for holders of "A" shares ("**A-Share Shareholders**")

Concurrently, a video conferencing at RNN Conference Centre, 137 Cecil Street #04-01 Cecil Building, Singapore 069537 for holders of the "S" shares ("**S-Share Shareholders**", together with A-Share Shareholders, "**Shareholders**") in Singapore

CALLED BY : Board of Directors

CHAIRMAN OF THE EGM : Ms. Zhang Mingrui

INTRODUCTION

The Chairman of the EGM ("**EGM Chairman**") welcomed all Shareholders to the Company's 2nd extraordinary general meeting for the financial year ending 31 December 2024 ("**FY2024**") ("**EGM**" or "**Extraordinary General Meeting**") and stated that the EGM was held at the meeting room of Da Ren Tang Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the PRC, and concurrently, a video conferencing at RNN Conference Centre, 137 Cecil Street #04-01 Cecil Building, Singapore 069537 for the S-Share Shareholders in Singapore. The EGM Chairman stated that voting by A-Share Shareholders at the EGM is to be carried out through a combination of on-site voting and online voting and then called for the proceedings of the EGM be officially start.

QUORUM

As a quorum was present, Ms. Zhang Mingrui, the EGM Chairman, called the EGM to order at 2:00 p.m.

Ms. Zhang Mingrui, the EGM Chairman, then introduced the following persons who were present at the EGM:

Tianjin:

Directors - Ms. Zhang Mingrui (Chairman of the Board)

Mr. Liew Yoke Pheng Joseph (Independent and Non-Executive Director)
 Mr. Guo Min (Executive Director)
 Ms. Wang Lei (Executive Director)
 Ms. Mao Weiwen (Non-Executive Director)
 Mr. Zhou Hong (Executive Director)

- Secretary to the Board** - Ms. Jiao Yan
- Supervisor(s)** - Ms. Guo Xiumei (Employee Supervisor)
- Management** - Ms. Wang Lei (General Manager)
 Mr. Zhou Hong (Deputy General Manager and Chief Engineer)
 Mr. Ma Jian (Chief Financial Officer)
- PRC Legal Counsel** - Guantao Law Firm (Tianjin Office)
 Represented by: Ms. Guo Jichun
 Ms. Liu Ying

Singapore:

- Singapore Legal Counsel** - Shook Lin & Bok LLP
 Represented by: Ms. Nicole Zheng
 Ms. Shannen Chua
- Independent Financial Adviser** - Novus Corporate Finance Pte. Ltd.
 Represented by: Mr. Melvin Teo
 Mr. Davin Ng
- Singapore Polling Agent** - Boardroom Corporate & Advisory Services Pte. Ltd.
 Represented by: Mr. Ong Sui Mou
- Singapore Scrutineer** - DrewCorp Services Pte. Ltd.
 Represented by: Ms. Quak Ren Yin

NOTICE OF MEETING AND BUSINESS OF THE EGM

Ms. Zhang Mingrui, the EGM Chairman, stated that the meeting materials have been sent to Shareholders and/or published on the website of the Shanghai Stock Exchange and SGXNET, and the notice convening the EGM was taken as read. The EGM proceeded to consider the resolutions which were tabled for Shareholders' approval at the EGM.

Ms. Zhang Mingrui, the EGM Chairman, on behalf of the directors and management of the Company, then proceeded to answer the questions received by the Company from the S-Share Shareholder(s) submitted in advance of the EGM which are relevant to the business of the EGM. Please refer to the questions raised by the S-Share Shareholder(s) and the Company's responses set out in **Appendix 1** to this announcement. Save for the foregoing, there were no questions raised by Shareholders at the EGM in relation to the business of the EGM.

VOTING PROCEEDINGS AND RESULTS

Ms. Zhang Mingrui, the EGM Chairman, stated that with respect to voting by A-Share Shareholders, the scrutineer team comprised Ms. Guo Jichun (representative of PRC legal counsel), Ms. Guo Xiumei (representative of supervisors) and Mr. Gao Wenhui (representative of A-Share Shareholders), and the counting personnel comprised Ms. Jiang Ling and Mr. Wang Jian. It was noted that Drewcorp Services Pte. Ltd. has been appointed as the Singapore scrutineer for the EGM.

Ms. Guo Jichun introduced the voting rules and procedures for A-Share Shareholders on behalf of the scrutineer team, and the Singapore scrutineer introduced the voting rules and procedures for S-Share Shareholders. Following this, Shareholders proceeded to vote, and the EGM was adjourned for around 1.5 hours.

The EGM resumed at 4:00 p.m., and Ms. Jiao Yan, on behalf of the EGM Chairman, proceeded to announce the voting results of each of the resolutions.

Resolution 1 - To consider and approve the proposed disposal of 13% equity interest in the registered capital of Tianjin TSKF Pharmaceutical Co., Ltd. (中美天津史克制药有限公司) to Haleon China Co., Ltd., and the entry into an equity transfer agreement in relation thereto as an interested person transaction

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
64,997,426	99.341	354,582	0.542	76,500	0.117

Based on the voting results, Ms. Jiao Yan, on behalf of the EGM Chairman, declared the motion as set out above carried.

Tianjin Pharmaceutical Holdings Co., Ltd. (天津市医药集团有限公司) (“TPH”) (being the controlling shareholder of the Company) which holds 325,855,528 A-shares in the Company, and Tianjin Pharmaceutical (Singapore) International Investment Pte. Ltd. (being the wholly-owned subsidiary of TPH) which holds 5,265,000 S-shares in the Company, abstained from voting on this Resolution 1 put to vote at the EGM. Further, Jinhushen Biological Medical Science and Technology Co., Ltd (津沪深生物医药科技有限公司) (being the controlling shareholder of TPH) which holds 4,497 A-shares in the Company, also abstained from voting on this Resolution 1 put to vote at the EGM.

Resolution 2 - To consider and approve the proposed entry into the amended and restated equity joint venture contract with respect to Tianjin TSKF Pharmaceutical Co., Ltd. (中美天津史克制药有限公司) between Haleon UK Services Limited, Haleon China Co., Ltd. and the Company, and the proposed execution of the amended and restated articles of association of Tianjin TSKF Pharmaceutical Co., Ltd. (中美天津史克制药有限公司)

FOR		AGAINST		FORFEITED	
Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
390,907,334	99.904	301,802	0.077	74,900	0.019

Based on the voting results, Ms. Jiao Yan, on behalf of the EGM Chairman, declared the motion as set out above carried.

WITNESSED BY PRC LEGAL COUNSEL

Ms. Guo Jichun, the representative of the PRC legal counsel of the Company, confirmed that the calling and convening of the EGM were in compliance with provisions of relevant laws, regulations and normative documents, as well as the Articles of Association of the Company. The eligibility of the Board of Directors to call the EGM and Shareholders present at the EGM were legitimate and valid. The voting procedures and results of the EGM were legitimate and valid.

CLOSURE

There being no other business to transact, Ms. Zhang Mingrui, the EGM Chairman, declared the EGM of the Company closed at 4:10 p.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

Ms. Zhang Mingrui
Chairman of the Board

APPENDIX 1

QUESTIONS FROM S-SHARE SHAREHOLDER(S) AND COMPANY'S RESPONSES

All capitalised terms used in this Appendix 1 which are not defined herein shall have the same meanings ascribed to them in the Company's circular dated 7 November 2024.

As of 31 December 2023, the Target Company's net assets were RMB1,367,132,623 (Page 21 of the Circular). The Company's 13% stake was therefore RMB177,727,241.

As the Target Company's net profit was RMB981,655,588 in 2023 (Page 21 of the Circular), the Company's 13% stake was RMB127,615,226.

According to page 26 of the Circular, the consideration for parting the 13% stake is RMB1,758,755,555.

Question 1

Page 36 of the Circular states that if 13% of the Target Company were sold to Heleon China in 2023, the Company's NTA would have risen by RMB1,452,320,500 (RMB7,713,896,500 - RMB6,261,576,000).

I obtained RMB1,453,413,088 as the increase in NTA as follows:

Consideration (RMB1,758,755,555) - 13% of the Target Company's NTA (RMB177,727,241) - 13% of the Target Company's net profit (RMB127,615,226).

Have I overlooked some relevant factors, although the difference between the two (RMB1,452,320,500 vs RMB1,453,413,088) is insignificant?

Company's Response

Since the Target Company will distribute its net profit for FY2023 before the Proposed Disposals, the formula for calculating the increase in NTA, assuming the Proposed DRT Disposal had been completed on 31 December 2023, is as follows:

	DRT		Net assets		Net profit
	Transfer	-	attributable to the	corresponding to the	
Increase			DRT Equity	DRT Equity Interest	Income tax
in NTA	Price		Interest as at 31	(i.e., Dividend	impact of
			December 2023	attributable to the DRT	RMB256 million
				Equity Interest) as at	
				31 December 2023	

由于在股权处置前，天津史克会对其2023年实现的净利润进行分配，因此在假设2023年末处置13%股权时，资产增加的计算公式应为：对价-13%股权对应的2023年末净资产+13%股权对应的2023年净利润（即13%股权应取得的分红），同时还应再减去所得税费用影响2.56亿元。

Question 2

Page 37 of the Circular states that if 13% of the Target Company were sold to Heleon China in 2023, the Company's net profit would have risen by RMB1,207,632,790 (RMB2,176,338,330 -

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Disclaimer: The English version of the Company's Responses in this Appendix A is an unofficial translation of the Chinese version and is provided for reference only. In the event of any discrepancy, conflict, or inconsistency between the two versions, the Chinese version shall prevail, and the English version shall be deemed to conform to the Chinese version.

RMB968,705,540).

Why is the net profit increase very different from the NTA gain?

Company's Response

The difference is caused by two factors:

First, the assumed completion dates of the Proposed DRT Disposal differ in the calculations. The increase in net profit is calculated based on the assumption that the Proposed DRT Disposal had been completed on 1 January 2023, whereas the increase in NTA is calculated assuming the Proposed DRT Disposal had been completed on 31 December 2023. When calculating the increase in net profit with 1 January 2023 as the completion date, the Company did not recognise the net profit attributable to the DRT Equity Interest for FY2023, resulting in an impact of RMB128 million.

Second, the investment income under the equity method was not recognised for the remaining 12% equity interest in the Target Company. Upon completion of the Proposed DRT Disposal, the Company will retain a 12% equity interest in the Target Company. However, due to the uncertainty regarding whether the Company could exert significant influence over the Target Company, the profit attributable to the remaining 12% equity interest was not recognised as a matter of prudence. This resulted in an impact of RMB117 million.

造成这个差异的原因有两方面影响，一方面是新交所文件对于计算这两项数据，假定的股权处置时点不一致。文件中注明的净利润增加计算为2023年1月1日，前页净资产增加计算为2023年12月31日。

在以2023年1月1日为处置时点计算净利润增加额时，达仁堂无法确认史克13%在2023年的收益，影响金额为1.28亿元；另一方面，考虑到处置后达仁堂剩余史克12%股权，在是否能对史克实施重大影响不明确的前提下，出于谨慎性的考虑，对于剩余12%股份未确认权益法收益，这部分影响金额为1.17亿元。