

# 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)

(the "Company")

## EXTRAORDINARY GENERAL MEETING

### PROXY FORM

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

#### IMPORTANT

1. The EGM will be held on Tuesday, 28 November 2023 at 2:00 p.m. at the meeting room of Da Ren Tang Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the PRC 300193 (concurrently, a video conferencing at The Pavillion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue, Level 13 Keppel Bay Tower, Singapore 098632 for S-Share Shareholders in Singapore).
2. Printed copies of the revised notice of EGM dated 10 November 2023 (the "Notice of EGM"), this proxy form in respect of the EGM (the "Proxy Form") and the circular dated 10 November 2023 issued by the Company (the "Circular") will be sent to S-Share Shareholders. The Notice of EGM, this Proxy Form and the Circular have also been, or will also be made available on the SGXNET and on the Company's website at [www.jydr.com.cn](http://www.jydr.com.cn).
3. A S-Share Shareholder (whether individual or corporate) can also choose to appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory. The Chairman of the EGM, as proxy, need not be a Shareholder of the Company. Where a S-Share Shareholder (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy:
  - (a) in respect of Resolution 1, he/she/it must give specific instructions as to voting, or abstentions from voting, in the Proxy Form. In the absence of specific instructions, the appointment of the Chairman of the EGM as his/her/its proxy for that resolution will be treated as invalid; and
  - (b) in respect of Resolutions 2.1 and 2.2, for which cumulative voting will apply, he/she/it must give specific instructions as to how many votes he/she/it wishes to vote on Resolutions 2.1 and 2.2, respectively, in the Proxy Form. If no specific direction as to how many votes is given, the appointment of the Chairman of the EGM as his/her/its proxy for that resolution will be treated as invalid.
4. Where a Shareholder (whether individual or corporate) appoints one (1) or more persons (other than the Chairman of the EGM) as his/her/its proxy(ies):
  - (a) in respect of Resolution 1, he/she/it must give specific instructions as to voting, or abstentions from voting, in the instrument appointing a proxy(ies). In the absence of specific instructions, the proxy(ies) may vote or abstain from voting on those resolutions at his/her discretion; and
  - (b) in respect of Resolutions 2.1 and 2.2, for which cumulative voting will apply, he/she/it must give specific instructions as to how many votes he/she/it wishes to vote on Resolutions 2.1 and 2.2, respectively, in the instrument appointing a proxy(ies). If no specific direction as to how many votes is given, the proxy(ies) may vote or abstain from voting on those resolutions at his/her discretion.
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 vote should inform their respective CPF Agent Banks and/or SRS Operators to submit their votes at least **seven (7)** working days before the date of the EGM (i.e., by **5:00 p.m. on Thursday, 16 November 2023**). 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.
6. **Personal Data Privacy:** By submitting this Proxy Form, the S-Share Shareholders accepts and agrees to the personal data privacy terms set out in the Company's Notice of EGM dated 10 November 2023.
7. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies) by a S-Share Shareholder to attend, speak and vote on his/her/its behalf at the EGM. **DETAILED INSTRUCTIONS TO S-SHARE SHAREHOLDERS ON HOW THEY MAY CAST THEIR VOTES UNDER THE CUMULATIVE VOTING SYSTEM WITH RESPECT TO RESOLUTIONS 2.1 AND 2.2 ARE SET OUT IN NOTE 3 OF THIS PROXY FORM BELOW. S-SHARE SHAREHOLDERS SHOULD READ THE INSTRUCTIONS CAREFULLY BEFORE COMPLETING THIS PROXY FORM.**

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## EXTRAORDINARY GENERAL MEETING PROXY FORM

I/We\*, \_\_\_\_\_ (Name) with

NRIC/Passport/Company Registration Number \_\_\_\_\_

of \_\_\_\_\_ (Address)

being a member/members\* of Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited (the "Company"), hereby appoint

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or\*

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing whom, 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 on Tuesday, 28 November 2023 at 2:00 p.m. at the meeting room of Da Ren Tang Mansion, No. 17 Baidi Road, Nankai District, Tianjin, the People's Republic of China (the "PRC") 300193 (concurrently, a video conferencing at The Pavillion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue, Level 13 Keppel Bay Tower, Singapore 098632 for S-Share Shareholders in Singapore) and at any adjournment thereof.

I/We\* direct my/our\* proxy/proxies\* to vote on the Resolution(s) proposed at the EGM as indicated hereunder. If no specific instruction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies\* (save where the Chairman of the EGM has been appointed as proxy) may vote or abstain from voting at his/her discretion.

Where the Chairman of the EGM is appointed as proxy and (i) in respect of Resolution 1, no specific instructions as to voting, or abstentions from voting are given, or (ii) in respect of Resolutions 2.1 and 2.2, for which cumulative voting will apply, no specific instructions as to how many votes are to be cast, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

Resolution(s) (poll voting)				
No.	Resolution(s) relating to:	For <sup>Note 2</sup>	Against <sup>Note 2</sup>	Abstain <sup>Note 2</sup>
1	To consider and approve the proposed appointment of CAC Certified Public Accountants LLP (中审华会计师事务所) as the PRC auditors of the Company for the financial year ending 31 December 2023 ("FY2023") to hold office until the conclusion of the next annual general meeting, and the proposed appointment of Foo Kon Tan LLP HLB Singapore as international auditors of the Company for FY2023 to hold office until the conclusion of the next annual general meeting, and to propose for the shareholders of the Company at the Extraordinary General Meeting to authorise the Board to determine their respective remuneration			
Resolution(s) (cumulative voting)				
To consider and approve the proposed appointment of two (2) independent directors of the Company				
No.	Resolution(s) relating to:	No. of votes <sup>Note 3</sup>		
2.1	To consider and approve the proposed re-appointment of Mr. Liew Yoke Pheng Joseph (刘育彬) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting			
2.2	To consider and approve the proposed appointment of Mr. Yeo Guat Kwang (杨木光) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting			

\*Delete as appropriate

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Total number of Shares in:	No. of Shares <sup>Note 1</sup>
(a) Depository 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 2001 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 of the Company, 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. Resolution 1 pertaining to the Proposed Appointment of Auditors will be voted on BY WAY OF POLL, and every Shareholder shall be entitled to one (1) vote for every Share such Shareholder holds or such proxy represents. **If you wish your proxy/proxies to exercise all your votes "For", "Against" or to "Abstain" from voting, please indicate with a tick (✓) or a cross (X) within the box provided in respect of Resolution 1. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy/proxies not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.**
3. **IMPORTANT – Cumulative Voting for Election of Directors**

- (a) Resolutions 2.1 and 2.2 will be voted on BY WAY OF CUMULATIVE VOTING in one (1) proposal group, and every Shareholder (including S-Share Shareholder) shall, in respect of the resolutions under such proposal group, be entitled to a number of votes equivalent to the number of Shares such Shareholder (including S-Share Shareholder) holds or such proxy represents multiplied by the number of the candidates standing for election as director under that proposal group. **Please DO NOT indicate with a tick (✓) or a cross (X) within the box provided in respect of Resolutions 2.1 and 2.2. Instead, you should indicate the number of votes as appropriate. Please see the detailed illustration as set out below.**
- (b) The cumulative voting will be conducted in one (1) proposal group, categorised into resolutions for the election of the independent directors. This means that for the election of the two (2) independent directors, the total number of votes you are entitled to cast in aggregate for Resolutions 2.1 and 2.2 shall equal to the number of Shares held by you multiplied by the number of the candidates standing for election as independent directors under such proposal group in relation to the proposed appointment of independent directors of the Company (i.e., 2), and this particular allocation of votes may only be cast on the candidates standing for election as independent director under such proposal group.

As to the allocation of votes with the relevant proposal group, you may either cast all your relevant number of votes for that proposal group to one (1) of the candidates in that proposal group, or cast them equally or diversely to more than one (1) of the candidates (as the case may be) in that proposal group.

**PLEASE NOTE WITH PARTICULAR ATTENTION THAT, IF THE TOTAL NUMBER OF VOTES YOU HAVE CAST IS LESS THAN OR EQUAL TO THE MAXIMUM NUMBER OF VOTES YOU ARE ENTITLED TO CAST IN RESPECT OF THAT PARTICULAR PROPOSAL GROUP, YOUR VOTES SHALL BE VALID AND THE VOTES NOT CAST SHALL BE DEEMED TO HAVE BEEN WAIVED BY YOU; IF THE TOTAL NUMBER OF VOTES YOU HAVE CAST EXCEEDS THE MAXIMUM VOTES YOU ARE ENTITLED TO CAST IN RESPECT OF THAT PARTICULAR PROPOSAL GROUP, ALL THE VOTES CAST BY YOU SHALL BE INVALID AND YOU SHALL BE DEEMED AS HAVING WAIVED YOUR RIGHT TO VOTE.**

**Solely for illustrative purposes only:**

If you hold **100 Shares**, as there are two (2) candidates standing for election as independent director under the proposal group in relation to the proposed appointment of independent directors of the Company (i.e., Resolutions 2.1 and 2.2), the total number of votes you are entitled to cast under this proposal group will be **200 votes**, and this 200 votes may only be cast on the proposed candidates standing for election as independent director under the proposal group in relation to the proposed appointment of independent directors of the Company.

- You may cast all the **200 votes** or only part of them you are entitled to cast under proposal group in relation to the proposed appointment of independent directors of the Company as follows:

**Solely for illustrative purposes only:**

- (i) you may cast all your 200 votes to Resolution 2.1 and 0 votes to Resolution 2.2; or

No.	Resolution(s) relating to:	No. of votes
2.1	To consider and approve the proposed re-appointment of Mr. Liew Yoke Pheng Joseph (刘育彬) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	200
2.2	To consider and approve the proposed appointment of Mr. Yeo Guat Kwang (杨木光) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	0

- (ii) you may cast 150 votes to Resolution 2.1 and 50 votes to Resolution 2.2; or

No.	Resolution(s) relating to:	No. of votes
2.1	To consider and approve the proposed re-appointment of Mr. Liew Yoke Pheng Joseph (刘育彬) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	150
2.2	To consider and approve the proposed appointment of Mr. Yeo Guat Kwang (杨木光) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	50

- (iii) you may cast 100 votes to Resolution 2.1 and 100 votes to Resolution 2.2; or

No.	Resolution(s) relating to:	No. of votes
2.1	To consider and approve the proposed re-appointment of Mr. Liew Yoke Pheng Joseph (刘育彬) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	100
2.2	To consider and approve the proposed appointment of Mr. Yeo Guat Kwang (杨木光) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	100

- (iv) if you cast 80 votes to Resolution 2.1 and 70 votes to Resolution 2.2, as the votes that you have cast (i.e., 150 votes) are less than what you are entitled to (i.e., 200 votes), **YOU WILL BE DEEMED AS HAVING WAIVED YOUR RIGHT TO VOTE IN RESPECT OF THE DIFFERENCE (I.E., 50 VOTES) BETWEEN THE NUMBER OF VOTES THAT YOU HAVE CAST AND THE VOTES THAT YOU ARE ENTITLED TO CAST;** or

No.	Resolution(s) relating to:	No. of votes
2.1	To consider and approve the proposed re-appointment of Mr. Liew Yoke Pheng Joseph (刘育彬) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	80
2.2	To consider and approve the proposed appointment of Mr. Yeo Guat Kwang (杨木光) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	70

- (v) if you cast 150 votes to Resolution 2.1 and 100 votes to Resolution 2.2, as the total number of votes you have cast (i.e., 250 votes) exceeds the maximum votes you are entitled to (i.e., 200 votes), **ALL THE VOTES CAST BY YOU SHALL BE INVALID AND YOU SHALL BE DEEMED AS HAVING WAIVED YOUR RIGHT TO VOTE.**

No.	Resolution(s) relating to:	No. of votes
2.1	To consider and approve the proposed re-appointment of Mr. Liew Yoke Pheng Joseph (刘育彬) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	150
2.2	To consider and approve the proposed appointment of Mr. Yeo Guat Kwang (杨木光) as an Independent Director of the Company with effect from the date of the Extraordinary General Meeting	100

- (c) A candidate standing for election as director shall be determined as elected according to the number of votes received by each candidate in descending order; provided, however, that for a candidate to be elected, the minimum number of votes that such candidate received shall be more than half (1/2) of the total number of Shares held by those Shareholders attending the EGM. If none of the candidates received votes that are more than half (1/2) of the total number of Shares held by those Shareholders attending the EGM, none of the candidates will be elected at the EGM and another election shall be conducted at the next following general meeting to fill the vacancy.

If the number of directors successfully elected is less than the number of directors to be elected at the EGM, another election shall be conducted at the next following general meeting to fill the vacancy.

If the number of the candidates standing for election as director who have received more than half (1/2) of the total number of Shares held by those Shareholders attending the EGM is more than the number of directors to be elected at the EGM, the candidates standing for election as director shall be determined as elected according to the number of votes received by each candidate in descending order.

In the event of failure to determine the elected candidate due to a tie vote between two (2) or more candidates standing for election as director (such that, if all of them are elected, the number of elected candidates would exceed the number of vacancies), none of these candidates will be elected at the EGM and another election shall be conducted at the next following general meeting to fill the vacancy.

4. A Shareholder (whether individual or corporate, including Relevant Intermediaries) entitled to attend and vote at the EGM is entitled to appoint one (1) or more persons (who need not also be Shareholder(s)) to act as his/her/its proxy(ies) to attend and vote on his/her/its behalf at the EGM. Where a Shareholder appoints more than one (1) proxy, the appointment shall be deemed to be alternative unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

If the appointor is a corporation, the instrument of proxy must be executed under seal or the hand of its duly authorised officer of attorney.

A S-Share Shareholder (whether individual or corporate) can also choose to appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory. The Chairman of the EGM, as proxy, need not be a Shareholder of the Company. Where a S-Share Shareholder (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy:

- (a) in respect of Resolution 1, he/she/it must give specific instructions as to voting, or abstentions from voting, in the Proxy Form. In the absence of specific instructions, the appointment of the Chairman of the EGM as his/her/its proxy for that resolution will be treated as invalid; and
- (b) in respect of Resolutions 2.1 and 2.2, for which cumulative voting will apply, he/she/it must give specific instructions as to how many votes he/she/it wishes to vote on Resolutions 2.1 and 2.2, respectively, in the Proxy Form. If no specific direction as to how many votes is given, the appointment of the Chairman of the EGM as his/her/its proxy for that resolution will be treated as invalid.

Where a Shareholder (whether individual or corporate) appoints one (1) or more persons (other than the Chairman of the EGM) as his/her/its proxy(ies):

- (a) in respect of Resolution 1, he/she/it must give specific instructions as to voting, or abstentions from voting, in the instrument appointing a proxy(ies). In the absence of specific instructions, the proxy(ies) may vote or abstain from voting on those resolutions at his/her discretion; and

- (b) in respect of Resolutions 2.1 and 2.2, for which cumulative voting will apply, he/she/it must give specific instructions as to how many votes he/she/it wishes to vote on Resolutions 2.1 and 2.2, respectively, in the instrument appointing a proxy(ies). If no specific direction as to how many votes is given, the proxy(ies) may vote or abstain from voting on those resolutions at his/her discretion.
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 vote should inform their respective CPF Agent Banks and/or SRS Operators to submit their votes at least **seven (7)** working days before the date of the EGM (i.e., by **5:00 p.m.** on **Thursday, 16 November 2023**). This 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.
6. The duly completed Proxy Form must be submitted by the S-Share Shareholders 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 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (b) if submitted electronically, via email to the Company's S-Shares Registrar at [SRS.teamE@boardroomlimited.com](mailto:SRS.teamE@boardroomlimited.com),

in either case, by no later than **2:00 p.m.** on **Sunday, 26 November 2023**.

**S-Share Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

A S-Share Shareholder who wishes to submit an instrument of proxy must first 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-Share Shareholder is a corporation, the instrument of proxy must be executed under seal or the hand of its duly authorised officer or attorney.

7. The Completion and return of the instrument appointing a proxy(ies) by a Shareholder do not preclude such Shareholder from attending, speaking and voting in person at the EGM if such Shareholder subsequently decides to do so. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the Shareholder attends the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the EGM.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 the instrument appointing a proxy or proxies. In addition, in the case of Shareholders whose Shares are deposited with The Central Depository (Pte) Limited ("**CDP**"), the Company shall be entitled to reject any instrument appointing a proxy(ies) lodged if such Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the EGM, as certified by the CPD to the Company.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 10 November 2023.