

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)

星展银行有限公司和中国银行有限公司(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,以收购天津中新药业集团股份有限公司(「本公司」)股本中全部已发行及实缴 S 股,惟津沪深生物医药科技有限公司、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 股除外

津沪深生物医药科技有限公司(「购买方」)提出强制性无条件现金要约,以收购本公司股本中全部已发行及实缴 A 股,惟存在出售限制及购买方、要约人及天药集团已拥有、控制或已约定被收购的 A 股除外

—以电子方式寄发受要约人通函

## 1. 绪言

天津中新药业集团股份有限公司(「本公司」)董事会(「董事会」)谨此提述：

(a) 本公司日期为 2018 年 10 月 9 日、2020 年 6 月 15 日、2020 年 9 月 28 日、2020 年 12 月 20 日、2020 年 12 月 22 日、2021 年 2 月 1 日及 2021 年 3 月 26 日的公告,内容有关本公司控股股东天津市医药集团有限公司(「天药集团」)拟进行的混合所有制改革,以有效实施中国共产党天津市委员会、天津市人民政府及天津市人民政府国有资产监督管理委员会关于推进国有企业改革的总体规划；

(b) 星展银行有限公司与中国银行股份有限公司(新加坡分行)(「新加坡联合财务顾问」)为及代表天津医药(新加坡)国际投资有限公司(「要约人」)联合刊发日期为 2020 年 12 月 20 日的可能的链式要约公告(「可能的链式要约公告」),内容有关一项可能的强制性有条件现金要约,以收购本公司股本中的全部已发行及实缴股份(「股份」)中获列入新加坡证券交易所有限公司(「新交所」)上市公司名录的股份(「S 股」),惟津沪深生物医药科技有限公司(「收购人」)、要约人及天药集团已拥有、控制或已约定被收购的 S 股除外(「S 股链式要约」),以及一项由收购人提出的可能的强制性无条件现金要约,以收购于上海证券交易所上市的所有股份(「A 股」),惟存在出售限制的 A 股及收购人、要约人及天药集团已拥有、控制或已约定被收购的 A 股除外(「A 股链式要约」,与 S 股链式要约统称为「链式要约」)；

- (c) 本公司于 2020 年 12 月 20 日就可能的链式要约公告作出的回应公告；
- (d) 本公司日期为 2020 年 12 月 30 日的公告，内容有关「无实际控制人」说明；
- (e) 本公司日期为 2021 年 2 月 18 日及 2021 年 3 月 19 日的公告，内容有关可能的链式要约的最新进展；
- (f) 新加坡联合财务顾问为及代表要约人联合刊发日期为 2021 年 3 月 26 日的有关链式要约的正式要约公告（「**正式要约公告**」）；
- (g) 新加坡联合财务顾问为及代表要约人刊发日期为 2021 年 3 月 26 日的要约文件（「**要约文件**」），内容有关链式要约；以及
- (h) 本公司日期为 2021 年 3 月 26 日的公告，内容有关（其中包括）本公司对正式要约公告的回应及委任独立财务顾问。

*除另有界定者外，本公告所用但未界定的所有词汇具有要约文件及相关公告所赋予的相同涵义。*

## **2. 以电子方式寄发受要约人通函及寄发通知**

继上述公告，董事会谨此知会本公司 S 股持有人（包括其 S 股寄存于新加坡中央存托有限公司或已于新交所购买 S 股的人士）（「**S 股股东**」），一份日期为 2021 年 4 月 9 日的通函（「**S 股受要约人通函**」）已在今日向 S 股股东发出，当中载有（其中包括）新加坡兴业银行（即根据新加坡收购与合并守则（「**《守则》**」）就 S 股链式要约向无利害关系董事提供意见的获委任独立财务顾问）（「**S 股链式要约独立财务顾问**」）提供的意见以及无利害关系董事就 S 股链式要约的推荐建议。

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，本公司已选择透过在新交所资讯网(SGXNET)及本公司的公司网站刊发的方式以电子方式寄发 S 股受要约人通函。因此，本公司将不会向 S 股股东寄发 S 股受要约人通函的印刷本。

载有 S 股股东如何以电子方式获取 S 股受要约人通函指示的通知（「**通知**」）的印刷本已在今日以邮递方式寄发予 S 股股东。

S 股受要约人通函的电子版本可于新交所网站 <http://www.sgx.com> 及本公司公司网站 <http://www.zhongxinp.com>/查阅。

S 股受要约人通函乃重要文件，需要 S 股股东实时处理。S 股股东在决定是否接纳 S 股链式要约前，务请细阅要约文件、S 股受要约人通函及 S 股链式要约独立财务顾问就 S 股链式要约向无利害关系董事提供的意见，并考虑无利害关系董事的推荐建议及 S 股链式要约独立财务顾问就 S 股链式要约向无利害关系董事提供的意见。如果您对 S 股链式要约或应采取的行动有任何疑问，应立即咨询您的股票经纪、银行经理、律师或其他专业顾问。

此外，本公司根据《守则》向 A 股股东发出的一份日期为 2021 年 4 月 9 日的通函（「A 股受要约人通函」）的电子版本已于今日上载于上交所网站 <https://www.sse.com.cn>，当中载有（其中包括）A 股链式要约的独立财务顾问就 A 股链式要约提供的意见以及无利害关系董事就 A 股链式要约的推荐建议。S 股受要约人通函与 A 股受要约人通函统称为「受要约人通函」。

### 3. S 股链式要约截止日期

S 股股东务请注意，诚如要约文件所述，S 股链式要约将在 **2021 年 4 月 29 日**（「S 股链式要约截止日期」）下午 **5:30**（新加坡时间）截止。

要约人已发出通知，要约人不会将 S 股链式要约期间延长至 S 股链式要约截止日期下午 **5:30**（新加坡时间）之后，S 股链式要约也不会于 S 股链式要约截止日期下午 **5:30** 之后开放接受，惟该通知在竞争要约情况下无法被强制执行除外。

### 4. 海外股东

由于向海外司法管辖区寄发该等文件存在潜在限制，故通知不会向地址位于新加坡境外的若干 S 股股东（「海外股东」）寄发。任何受影响的海外股东仍可（须遵守适用法律）在新交所网站 <http://www.sgx.com> 下载 S 股受要约人通函副本。

### 5. 董事责任声明

董事（包括可能已就详细监督本公告的编制而授权他人的董事）已采取一切合理审慎措施，以确保本公告所述事实及所表达的一切意见（惟与链式要约、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，且本公告并无遗漏其他重大事实，而该等遗漏可能会致使本公告所

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。

倘本公告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（包括但不限于可能的链式要约公告、正式要约公告及由或代表要约人及／或收购人作出的任何其他公告），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公告。

### **承董事会命**

焦艳

董事会秘书

2021年4月9日

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

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**MANDATORY CONDITIONAL CASH 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") TO ACQUIRE ALL THE ISSUED AND PAID-UP S SHARES IN THE CAPITAL OF TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED (THE "COMPANY"), 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 OFFEROR AND TIANJIN PHARMACEUTICAL HOLDINGS CO., LTD. (天津市医药集团有限公司) ("TPH")**

**MANDATORY UNCONDITIONAL CASH OFFER BY JINHUSHEN BIOLOGICAL MEDICAL SCIENCE AND TECHNOLOGY CO., LTD (津沪深生物医药科技有限公司) (THE "PURCHASER") TO ACQUIRE ALL THE ISSUED AND PAID-UP A SHARES IN THE CAPITAL OF THE COMPANY, OTHER THAN THOSE WITH SELLING RESTRICTIONS AND THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE PURCHASER, THE OFFEROR AND TPH**

— **ELECTRONIC DESPATCH OF OFFEREE CIRCULARS**

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**1. INTRODUCTION**

The Board of Directors ("**Board**") of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the "**Company**") refers to:

- (a) the announcements dated 9 October 2018, 15 June 2020, 28 September 2020, 20 December 2020, 22 December 2020, 1 February 2021 and 26 March 2021 made by the Company in relation to a mixed-ownership reform proposed by the Company's controlling shareholder, Tianjin Pharmaceutical Holdings Co., Ltd. (天津市医药集团有限公司) ("**TPH**") in order to effectively implement the general planning of the Tianjin Municipal Committee of the Communist Party of China, Tianjin Municipal People's Government and State-owned Assets Supervision and Administration Commission of Tianjin Municipal People's Government on promoting the reform of state-owned enterprises;
- (b) the possible chain offers announcement dated 20 December 2020 (the "**Possible Chain Offers Announcement**") jointly made by DBS Bank Ltd. and Bank of China Limited, Singapore Branch (the "**Joint Singapore Financial Advisers**") for and on behalf of Tianjin Pharmaceutical (Singapore) International Investment Pte. Ltd. (the "**Offeror**") in relation to a possible mandatory conditional cash offer to acquire all the issued and paid-up shares in the capital of the Company (the "**Shares**") which are listed on the Official List of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**S Shares**"), 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 TPH (the "**S Shares Chain Offer**"), and a possible mandatory unconditional cash offer by the Purchaser to acquire all the Shares which are listed on the Shanghai Stock Exchange (the "**A Shares**"), other than those A Shares with selling restrictions and those A Shares already owned, controlled or agreed to be acquired by the Purchaser, the Offeror and TPH (the "**A Shares Chain Offer**", and collectively with the S Shares Chain Offer, the "**Chain Offers**");
- (c) the corresponding announcement made by the Company on 20 December 2020 in response to the Possible Chain Offers Announcement;

- (d) the announcement dated 30 December 2020 made by the Company in relation to the “no actual controller” statement;
- (e) the announcements dated 18 February 2021 and 19 March 2021 made by the Company in relation to update on the possible Chain Offers;
- (f) the formal offer announcement dated 26 March 2021 (the “**Formal Offer Announcement**”) jointly made by the Joint Singapore Financial Advisers, for and on behalf of the Offeror, in relation to the Chain Offers;
- (g) the offer document dated 26 March 2021 (the “**Offer Document**”) issued by the Joint Singapore Financial Advisers, for and on behalf of the Offeror, in respect of the Chain Offers; and
- (h) the announcement dated 26 March 2021 made by the Company in relation to, *inter alia*, the Company’s response to the Formal Offer Announcement and appointment of independent financial advisers.

*Unless otherwise defined, all capitalised terms used and not defined herein shall bear the same meanings ascribed to them in the Offer Document and the relevant announcements.*

## **2. ELECTRONIC DESPATCH OF OFFEREE CIRCULARS AND DESPATCH OF NOTIFICATION**

Further to the above announcements, the Board wishes to inform the holders of the S Shares of the Company (including persons whose S Shares are deposited with The Central Depository (Pte) Limited or who have purchased S Shares on the SGX-ST) (the “**S Shares Shareholders**”) that a circular dated 9 April 2021 (the “**S Shares Offeree Circular**”) containing, *inter alia*, the advice of RHB Bank Berhad, through its Singapore branch (新加坡兴业银行), being the independent financial adviser appointed in accordance with the Singapore Code on Take-overs and Mergers (the “**Code**”) to advise the Non-Interested Directors on the S Shares Chain Offer (the “**IFA for S Shares Chain Offer**”) and the recommendation of the Non-Interested Directors in respect of the S Shares Chain Offer has been issued to the S Shares Shareholders today.

In connection with the S Shares Chain Offer, the Company has opted to electronically despatch the S Shares Offeree Circular through publication on SGXNET and the Company’s corporate website pursuant to the Securities Industry Council’s Public Statement on Despatch of Take-over Documents under the Code 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, no printed copies of the S Shares Offeree Circular will be despatched to the S Shares Shareholders.

Hardcopy notifications (the “**Notification**”) with instructions on how the S Shares Shareholders can locate the S Shares Offeree Circular electronically have been despatched by post to the S Shares Shareholders today.

An electronic copy of the S Shares Offeree Circular is available on the website of the SGX-ST at <http://www.sgx.com> and on the corporate website of the Company at <http://www.zhongxinp.com/>.

**The S Shares Offeree Circular requires the immediate attention of the S Shares Shareholders. S Shares Shareholders should read the Offer Document, the S Shares Offeree Circular and the advice of the IFA for S Shares Chain Offer to the Non-Interested Directors in respect of the S Shares Chain Offer carefully and consider the recommendation of the Non-Interested Directors and the advice of the IFA for S Shares Chain Offer to the Non-Interested Directors in respect of the S Shares Chain Offer before deciding whether or not to accept the S Shares Chain Offer. If you are in any doubt in relation to the S Shares Chain Offer or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately.**

In addition, an electronic copy of the circular issued by the Company to the holders of A Shares of the Company in accordance with the Code dated 9 April 2021 (the “**A Shares Offeree Circular**”) containing, *inter alia*, the advice of the independent financial adviser for the A Shares Chain Offer and the recommendation of the Non-Interested Directors in relation to the A Shares Chain Offer has today been uploaded on the website of the SSE at <https://www.sse.com.cn>. The S Shares Offeree Circular and A Shares Offeree Circular shall collectively be referred to as the “**Offeree Circulars**”.

### **3. S SHARES CHAIN OFFER CLOSING DATE**

S Shares Shareholders should note that, as stated in the Offer Document, the S Shares Chain Offer will close at **5.30 p.m. (Singapore time) on 29 April 2021** (the “**S Shares Chain Offer Closing Date**”).

**The Offeror had given notice that the Offeror will not extend the S Shares Chain Offer beyond 5.30 p.m. (Singapore time) on the S Shares Chain Offer Closing Date and the S Shares Chain Offer will not be open for acceptances beyond 5.30 p.m. (Singapore time) on the S Shares Chain Offer Closing Date, save that such notice shall not be capable of being enforced in a competitive situation.**

### **4. OVERSEAS SHAREHOLDERS**

The Notification may not be sent to certain S Shares Shareholders whose addresses are outside Singapore (the “**Overseas Shareholders**”) due to the potential restrictions on sending such documents to overseas jurisdictions. Any affected Overseas Shareholder may nonetheless (subject to compliance with applicable laws) download a copy of the S Shares Offeree Circular from the website of the SGX-ST at <http://www.sgx.com>.

### **5. DIRECTORS’ RESPONSIBILITY STATEMENT**

The Directors (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement (other than those relating to the Chain Offers, 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 announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept full responsibility accordingly.

Where any information in this announcement has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Possible Chain Offers Announcement, the Formal Offer Announcement and any other announcements made by or on behalf of the Offeror and/or the Purchaser), the sole responsibility of the Directors 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 announcement.

### **By Order of the Board**

Jiao Yan  
Secretary to the Board of Directors  
9 April 2021