

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,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(“收购人”)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

— 链式要约结束

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 日的有关链式要约的要约文件(“要约文件”);
- (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;

- (i) 本公司日期为 2021 年 4 月 9 日的公告，内容有关以电子方式寄发受要约人通函；
- (j) 本公司就 S 股链式要约向本公司的 S 股持有人刊发的日期为 2021 年 4 月 9 日的通函，当中载有（其中包括）S 股链式要约独立财务顾问就 S 股链式要约提供的意见及无利害关系董事就 S 股链式要约的推荐建议；以及
- (k) 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 4 月 30 日的公告（“**要约人的要约结束公告**”），内容有关（其中包括）链式要约结束。

除另有界定者外，本公告所用但未界定的所有词汇具有上述公告及文件所赋予的相同涵义。

2. 链式要约结束

董事会谨此通知 S 股股东，于 2021 年 4 月 30 日，新加坡联合财务顾问为及代表要约人宣布，S 股链式要约已于 2021 年 4 月 29 日下午 5:30（新加坡时间）结束。因此，S 股链式要约不再开放接受，在 2021 年 4 月 29 日下午 5:30（新加坡时间）之后收到的任何接受将被拒绝。

要约人的要约结束公告可于新交所网站 www.sgx.com 查阅。

另外，董事会谨此亦通知本公司的所有股东，A 股链式要约亦已于 2021 年 4 月 29 日结束。本公司根据《上海证券交易所股票上市规则》有关规定已于 2021 年 4 月 29 日将 A 股股份申请于 2021 年 4 月 30 日停牌，并将在 A 股链式要约结果公告当天将 A 股复牌。

3. S 股链式要约失效

诚如要约人的要约结束公告所述，S 股链式要约是以要约人和收购人截至链式要约结束已收到有关数量的要约股份的有效接受，且该等数量的要约股份，连同要约人及其一致行动人在链式要约之前或期间已拥有、控制或约定被收购的股份，将使得要约人及其一致行动人持有截至 2021 年 4 月 29 日下午 5:30（新加坡时间）本公司的最大潜在已发行股本（不包括本公司的库存股份）超过 50% 的表决权（“**最低接受条件**”）。

诚如要约人的要约结束公告进一步所述，根据要约人的要约结束公告第 3 段所载信息，最低接受条件并未获得满足。因此，截至 2021 年 4 月 29 日下午 5:30（新加坡时间），S 股链式要约并未在所有方面成为无条件。因此，S 股链式要约已失效。

4. 退回接受 S 股链式要约的 S 股

诚如要约人的要约结束公告所述，存托人接受 S 股链式要约对应的相关数量的 S 股将会尽快被退回至其证券账户的“自由余额”中，且在任何情况下，均会在 S 股链式要约失效后的 14 天内被退回该等存托人的证券账户的“自由余额”中。

5. 要约人及其一致行动人的最终合计持股量

诚如要约人的要约结束公告所述，在将接受 S 股链式要约的 S 股退回给 S 股股东后，要约人及其一致行动人已拥有、控制或已约定被收购的股份总数为 325,860,025 股 A 股和 5,265,000 股 S 股，约占本公司股份总数的 42.801%¹。

¹ 按截至要约人的要约结束公告之日本公司总计 773,643,076 股股份计算。

6. 董事责任声明

董事（包括可能已就详细监督本公告而授权他人的董事）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，且本公告并无遗漏任何其他重大事实，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、要约文件、要约人的要约结束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30日

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

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

— **CLOSE OF CHAIN OFFERS**

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;
- (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;
- (i) the announcement dated 9 April 2021 made by the Company in relation to electronic dispatch of Offeree Circulars;
- (j) the circular dated 9 April 2021 containing, *inter alia*, the advice of the independent financial adviser for the S Shares Chain Offer on the S Shares Chain Offer and the recommendation of the Non-Interested Directors in respect of the S Shares Chain Offer issued by the Company to the holders of the S Shares of the Company in respect of the S Shares Chain Offer; and
- (k) the announcement dated 30 April 2021 (the “**Offeror’s Close of Offer Announcement**”) jointly made by the Joint Singapore Financial Advisers, for and on behalf of the Offeror, in relation to, *inter alia*, the close of the Chain Offers.

Unless otherwise defined, all capitalised terms used and not defined herein shall bear the same meanings ascribed to them in the aforesaid announcements and documents.

2. CLOSE OF THE CHAIN OFFERS

The Board wishes to inform the S Shares Shareholders that on 30 April 2021, the Joint Singapore Financial Advisers announced, for and on behalf of the Offeror, that the S Shares Chain Offer has closed at 5.30 p.m. (Singapore time) on 29 April 2021. **Accordingly, the S Shares Chain Offer is no longer open for acceptance and any acceptances received after 5.30 p.m. (Singapore time) on 29 April 2021 will be rejected.**

A copy of the Offeror’s Close of Offer Announcement is available on the website of the SGX-ST at www.sgx.com.

Separately, the Board also wishes to inform the Shareholders of the Company that the A Shares Chain Offer has also closed on 29 April 2021. The Company has, on 29 April 2021, applied to the SSE and requested for a trading halt on the A Shares on the SSE on 30 April 2021 in accordance with the Listing Rules of the SSE (《上海证券交易所股票上市规则》). The trading of the A Shares on the SSE will resume once the results of the A Shares Chain Offer is released.

3. LAPSE OF THE S SHARES CHAIN OFFER

As stated in the Offeror’s Close of Offer Announcement, the S Shares Chain Offer is conditional upon the Offeror and the Purchaser having received, by the close of the Chain Offers, valid acceptances in respect of such number of Offer Shares, which when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert

with it before or during the Chain Offers, will result in the Offeror and persons acting in concert with it holding more than 50% of the total voting rights attributable to the maximum potential issued share capital (excluding any Shares held in treasury) of the Company as at 5.30 p.m. (Singapore time) on 29 April 2021 (the "**Minimum Acceptance Condition**").

As further stated in the Offeror's Close of Offer Announcement, based on the information set out in paragraph 3 in the Offeror's Close of Offer Announcement, the Minimum Acceptance Condition has not been fulfilled. As a result, the S Shares Chain Offer has not become unconditional in all respects as at 5.30 p.m. (Singapore time) on 29 April 2021, and has therefore lapsed.

4. RETURN OF ACCEPTANCES OF THE S SHARES CHAIN OFFER

As stated in the Offeror's Close of Offer Announcement, the relevant number of S Shares in respect of which a depositor has accepted the S Shares Chain Offer will be transferred to the "Free Balance" of his or her Securities Account as soon as possible, but in any event within 14 days from the lapse of the S Shares Chain Offer.

5. FINAL RESULTANT SHAREHOLDING OF THE OFFEROR AND ITS CONCERT PARTIES

As stated in the Offeror's Close of Offer Announcement, the total number of Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it, after returning the S Shares to the S Shares Shareholders who have accepted the S Shares Chain Offer, amount to an aggregate of 325,860,025 A Shares and 5,265,000 S Shares, representing approximately 42.801%¹ of the total number of Shares.

6. 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, the Offer Document, the Offeror's Close of 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
30 April 2021

¹ Calculated based on a total of 773,643,076 Shares of the Company as at the date of the Offeror's Close of Offer Announcement.