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国药集团
SINOPHARM

CHINA TRADITIONAL CHINESE MEDICINE HOLDINGS CO. LIMITED
中國中藥控股有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 570)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of China Traditional Chinese Medicine Holdings Co. Limited (the “Company”) will be held at 2:00 p.m. on Friday, 22 December 2017 at Conference Room, 2nd Floor, No. 1 Keyuan Heng 4 Road, Gaoli Hi-Tech Park, Ronggui, Shunde District, Foshan City, Guangdong Province, the PRC for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the agreement dated 20 October 2017 (the “**Huamiao Agreement**”) entered into between 國藥集團馮了性(佛山)藥材飲片有限公司 (Sinopharm Group Feng Liao Xing (Foshan) Medicinal Material & Slices Co., Ltd.*) (the “**Purchaser**”) and China National Traditional Chinese Medicine Corporation (the “**Vendor**”), pursuant to which the Purchaser conditionally agreed to acquire, and the Vendor conditionally agreed to sell, the entire registered capital of 北京華邈藥業有限公司 (Beijing Huamiao Pharmaceutical Co., Limited*), for a consideration of RMB216.6 million on the terms and conditions of the Huamiao Agreement, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) the directors of the Company (the “**Directors**”) acting together or by committee, or any Director acting individually, be and is/are hereby authorised to do all such further acts and things and execute such further documents and take all such steps on behalf of the Company as he or they may, in his/their absolute discretion, consider necessary, desirable or expedient to implement and/or give effect to the Huamiao Agreement and the transactions contemplated thereunder.”

2. **“THAT:**

- (a) the agreement dated 20 October 2017 (the **“Huatai Agreement”**) entered into between the Purchaser and the Vendor, pursuant to which the Purchaser conditionally agreed to acquire, and the Vendor conditionally agreed to sell, the entire registered capital of 北京華泰中藥新技術開發有限責任公司 (Beijing Huatai Chinese Medicine New Technology Development Limited Liability Company*), for a consideration of RMB139.6 million on the terms and conditions of the Huatai Agreement, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) the Directors acting together or by committee, or any Director acting individually, be and is/ are hereby authorised to do all such further acts and things and execute such further documents and take all such steps on behalf of the Company as he or they may, in his/their absolute discretion, consider necessary, desirable or expedient to implement and/or give effect to the Huatai Agreement and the transactions contemplated thereunder.”

3. **“THAT:**

- (a) the agreement dated 20 October 2017 (the **“HLJ Sinopharm Agreement”**) entered into between the Purchaser and the Vendor, pursuant to which the Purchaser conditionally agreed to acquire, and the Vendor conditionally agreed to sell, the entire registered capital of 黑龍江國藥藥材有限公司 (Heilongjiang Sinopharm Medicinal Materials Co., Limited*), for a consideration of RMB61.4 million on the terms and conditions of the HLJ Sinopharm Agreement, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) the Directors acting together or by committee, or any Director acting individually, be and is/ are hereby authorised to do all such further acts and things and execute such further documents and take all such steps on behalf of the Company as he or they may, in his/their absolute discretion, consider necessary, desirable or expedient to implement and/or give effect to the HLJ Sinopharm Agreement and the transactions contemplated thereunder.”

4. **“THAT:**

- (a) the agreement dated 20 October 2017 (the **“Jiangyou Agreement”**) entered into between the Purchaser and the Vendor, pursuant to which the Purchaser conditionally agreed to acquire, and the Vendor conditionally agreed to sell, the entire registered capital of 四川江油中壩附子科技發展有限公司 (Sichuan Jiangyou Zhongba Fuzi Technology Development Co., Limited*), for a consideration of RMB139.6 million on the terms and conditions of the Jiangyou Agreement, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and

- (b) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to do all such further acts and things and execute such further documents and take all such steps on behalf of the Company as he or they may, in his/their absolute discretion, consider necessary, desirable or expedient to implement and/or give effect to the Jiangyou Agreement and the transactions contemplated thereunder.”

By order of the Board
China Traditional Chinese Medicine Holdings Co. Limited
Wu Xian
Chairman

24 November 2017

Notes:

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
2. A form of proxy for the EGM is enclosed. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, shall be deposited at the Company’s registered office at Room 1601, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong as soon as possible and in any event no less than 48 hours before the time appointed for holding the EGM.
3. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 19 December 2017 to Friday, 22 December 2017, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant Share certificates must be lodged with the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 18 December 2017.
4. If more than one of the joint holders are present at the EGM personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant share(s) will alone be entitled to vote in respect of the relevant joint holding.
5. Completion and delivery of the form of proxy will not preclude any member of the Company from attending and voting in person at the EGM. In the event that any member of the Company attends the EGM, the form of proxy will be deemed to be revoked.

As at the date of this notice, the board of Directors comprises eleven Directors, of which Mr. WU Xian, Mr. WANG Xiaochun, Mr. ZHAO Dongji and Ms. HUANG He are executive Directors; Mr. LIU Cunzhou, Mr. DONG Zenghe and Ms. TANG Hua are non-executive Directors; and Mr. ZHOU Bajun, Mr. XIE Rong, Mr. YU Tze Shan Hailson and Mr. LO Wing Yat are independent non-executive Directors.

* *For identification purpose only*