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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 the extraordinary general meeting (the “**EGM**”) of China Traditional Chinese Medicine Holdings Co. Limited (the “**Company**”) will be held at Conference Room, 8th Floor, East Plaza, 15 West 4th Ring Road North, Hadian District, Beijing, China on Friday, 17 January 2020 at 3:30 p.m. 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 new master purchase agreement (the “**New Master Purchase Agreement**”) dated 20 November 2019 and entered into between the Company and China National Pharmaceutical Group Co., Ltd. (“**CNPGC**”, together with its subsidiaries, the “**CNPGC Group**”) in relation to the purchases of traditional Chinese medicine, chemical materials and equipment by the Group from the CNPGC Group (a copy of which has been produced to the EGM marked “**A**” and initialed by the Chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the New Master Purchase Agreement as stated in the circular of the Company dated 28 December 2019 (the “**Circular**”) for the three years ending 31 December 2020, 2021 and 2022 be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the New Master Purchase Agreement and the transactions contemplated thereunder and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the New Master Purchase

Agreement as they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors' acts as aforesaid be hereby approved, confirmed and ratified."

2. "THAT:

- (a) The new master supply agreement (the "New Master Supply Agreement") dated 20 November 2019 and entered into between the Company and CNPGC in relation to the sales of various pharmaceutical products manufactured and supplied by the Group to the CNPGC Group (a copy of which has been produced to the EGM marked "B" and initialed by the Chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the New Master Supply Agreement as stated in the Circular for the three years ending 31 December 2020, 2021 and 2022 be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the New Master Supply Agreement and the transactions contemplated thereunder and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the New Master Supply Agreement as they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors' acts as aforesaid be hereby approved, confirmed and ratified."

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

28 December 2019

Notes:

1. In order to determine the Shareholders who are entitled to attend the EGM, the Company's register of Shareholders will be closed from Tuesday, 14 January 2020 to Friday, 17 January 2020 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on Friday, 17 January 2020 are entitled to attend and vote at the EGM. Shareholders who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 13 January 2020.
2. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. A proxy need not be a member of the Company.
3. 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 not less than 48 hours before the time appointed for holding the EGM.

As at the date of this notice, the Board comprises twelve Directors, of which Mr. WU Xian, Mr. WANG Xiaochun and Mr. YANG Wenming are executive Directors; Mr. YANG Shanhua, Ms. LI Ru, Mr. YANG Binghua, Mr. WANG Kan and Mr. KUI Kaipin are non-executive Directors; and Mr. XIE Rong, Mr. YU Tze Shan Hailson, Mr. QIN Ling and Mr. LI Weidong are independent non-executive Directors.