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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Traditional Chinese Medicine Holdings Co. Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
RE-APPOINTMENT OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of China Traditional Chinese Medicine Holdings Co. Limited (the “Company”) to be held at 2:30 p.m. on Friday, 31 May 2019 at Conference Room, 2nd Floor, No. 1, Keyuan Heng 4 Road, Gaoli Hi-Tech Park, Ronggui, Shunde District, Foshan City, Guangdong Province, China is set out on pages 17 to 19 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.china-tcm.com.cn](http://www.china-tcm.com.cn).

If you do not intend or are unable to attend the AGM and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Company at Room 1601, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.

30 April 2019

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	means the annual general meeting of the Company to be held at Conference Room, 2nd Floor, No. 1, Keyuan Heng 4 Road, Gaoli Hi-Tech Park, Ronggui, Shunde District, Foshan City, Guangdong Province, China on Friday, 31 May 2019 at 2:30 p.m., or any adjournment thereof
“AGM Notice”	means the notice convening the AGM as set out on pages 17 to 19 of this circular
“Articles of Association”	means the existing articles of association of the Company
“Board”	means the board of directors of the Company
“Companies Ordinance”	means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	means China Traditional Chinese Medicine Holdings Co. Limited 中國中藥控股有限公司, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 570)
“Director(s)”	means the director(s) of the Company
“Group”	means the Company and its subsidiaries
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	means 24 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolution(s)”	means the proposed ordinary resolution(s) as referred to in the AGM Notice

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## DEFINITIONS

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“PRC”	means the People’s Republic of China, and for the purpose of this circular only excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	means the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	means share(s) of the Company with no par value
“Shareholder(s)”	means holder(s) of the Share(s) of the Company
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. WU Xian, *Chairman*  
Mr. WANG Xiaochun, *Managing Director*  
Mr. YANG Wenming

*Non-Executive Directors:*

Mr. YANG Shanhua  
Ms. LI Ru  
Mr. YANG Binghua  
Mr. WANG Kan  
Mr. KUI Kaipin

*Independent Non-Executive Directors:*

Mr. XIE Rong  
Mr. YU Tze Shan Hailson  
Mr. QIN Ling  
Mr. LI Weidong

*Registered Office:*

Room 1601  
Emperor Group Centre  
288 Hennessy Road  
Wanchai  
Hong Kong

30 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
RE-APPOINTMENT OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and the information relating to the proposals for (i) the re-election of Directors; and (ii) the re-appointment of auditors of the Company.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF DIRECTORS

The Board currently 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.

Pursuant to the Article 92 of the Articles of Association, Mr. YANG Wenming, Ms. LI Ru, Mr. YANG Binghua, Mr. WANG Kan, Mr. KUI Kaipin, Mr. QIN Ling and Mr. LI Weidong shall hold office only until the next following AGM and shall then be eligible for re-election.

Pursuant to the Article 101 of the Articles of Association, Mr. WU Xian, Mr. WANG Xiaochun, Mr. YANG Shanhua and Mr. XIE Rong will retire by rotation at the AGM. The retiring Directors, being eligible, offer themselves for re-election.

In accordance with the Articles of Association and the procedure of the nomination of Directors, Mr. QIN Ling was nominated by Mr. WANG Xiaochun, and Mr. LI Weidong was nominated by Ping An Insurance (Group) Company of China, Ltd. and its subsidiaries. The Board recognized that Mr. QIN has TCM research experience for many years. He has in depth understanding on the pharmaceutical industry; therefore, his expertise, experience and skills are in line with the Company's demand. From September 2015 to February 2019, Mr. QIN was involved in a project in relation to one of the subsidiaries of the Company, Anhui Jingfang Pharmaceutical Co., Ltd. and the project was a pharmacology study of Jingshu Granule in treating cervical spondylosis (the "**Project**"). He was act as the principle investigator of fundamental study part of the Project. The Project is on a one-off basis and constituted a minimal part of Mr. QIN's daily research work. The Company opines that the Project does not affect his independence under Rule 3.13 of the Listing Rules.

Mr. LI Weidong has worked as lawyer for over 20 years and he is familiar with the legal practice in Hong Kong and Mainland China. He has worked as independent director in several listed companies and know well about the compliance requirement of listed company. Therefore, the Board consider him as a proper candidate as independent director of the Company.

The Company confirms that the independent non-executive Directors proposed to be re-elected are in compliance with the independence requirements of the Listing Rules.

In compliance with the requirements of code provision E.1.1 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules, a separate resolution will be proposed at the AGM for the re-election of each individual director whether such Director is an executive Director, non-executive Director or independent non-executive Director.

Brief biographical details of the Directors who are proposed to be re-elected are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. PROPOSED RE-APPOINTMENT OF AUDITORS

The Board proposes to re-appoint Deloitte Touche Tohmatsu as the auditors of the Company for the year ending 31 December 2019 and hold the office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorize the Board to fix the auditors' remuneration for the ensuing year. Deloitte Touche Tohmatsu have indicated their willingness to be re-appointed as auditors of the Company for the said period.

### 4. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 17 to 19 of this circular to consider the resolutions relating to, inter alia, the re-election of Directors and re-appointment of auditors.

### 5. ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.china-tcm.com.cn](http://www.china-tcm.com.cn). If you do not intend or are unable to attend the AGM and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the form of proxy and return it to the registered office of the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM. Completion and deposit of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

### 6. CLOSURE OF THE REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 28 May 2019 to Friday, 31 May 2019, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrars of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 27 May 2019.

The Board has recommended the payment of a final dividend of HK5.51 cents (approximately RMB4.71 cents) for the year ended 31 December 2018. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 11 June 2019 to Thursday, 13 June 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30p.m. on Monday, 10 June 2019.

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## LETTER FROM THE BOARD

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### 7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 8. RECOMMENDATION

The Directors believe that the re-election of Directors and the re-appointment of auditors of the Company are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

### 9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the Board

**China Traditional Chinese Medicine Holdings Co. Limited**

**WU Xian**

*Chairman*



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## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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The biographical details of the eleven Directors proposed to be re-elected at the AGM are set out as follows:

**Mr. WU Xian**, aged 58, was appointed to the Board on 5 February 2013. Mr. WU is the Chairman of the Board with effect from 28 February 2013. Mr. WU graduated from Shanxi College of Finance and Economics with a bachelor's degree in economics in July 1985, and completed a master's course in business administration from Harbin University of Commerce in September 2002. Mr. WU has over 29 years of production and financial management experience in pharmaceutical and healthcare products industry. Mr. WU was previously the head of the planning and development department of Harbin Pharmaceutical Group Co., Ltd., deputy plant manager of Harbin Pharmaceutical Group Co., Ltd. General Pharm. Factory and deputy general manager of Harbin Pharmaceutical Group Bioengineering Co., Ltd. from November 1997 to June 2005. He was also the director and general manager of China National Medicines Guorui Pharmaceutical Co., Ltd. from July 2005 to August 2010. He has been the director, general manager and deputy secretary to the Party Committee of China National of Traditional & Herbal Medicine Co., Ltd. (formerly named as China National Corp. of Traditional & Herbal Medicine) since August 2010. He is re-designated from deputy secretary of the Party Committee to secretary of the Party Committee since January 2018. He is currently the deputy secretary to the Party Committee of China Traditional Chinese Medicine Holdings Co. Limited.

Save as disclosed above, Mr. WU has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. WU does not have any interests in the Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. WU does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. WU entered into an appointment agreement with the Company commencing from 22 June 2014 which shall automatically be renewed thereafter until terminated by either party to the appointment agreement by giving a one month's prior notice. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. WU is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2018, Mr. WU did not receive any director's fees.

Save as disclosed above, Mr. WU is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. WU required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

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## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. WANG Xiaochun**, aged 51, was appointed to the Board on 23 October 2013. Mr. WANG received his bachelor's degree in law from the Southwest University of Political Science and Law in China in 1989. Mr. WANG has been the chairman of the board of directors and the president of Guizhou Tongjitang Pharmaceutical Co., Ltd. (a subsidiary of Tongjitang Chinese Medicines Company) since 1997. He has been a director of Unisources Enterprises Limited (a subsidiary of Tongjitang Chinese Medicines Company) since 2005. He has been a director of Tongjitang Pharmaceutical (Hong Kong) Limited (a subsidiary of the Tongjitang Chinese Medicines Company) since 2008. Mr. WANG was the chairman of the board of directors and the chief executive officer of Tongjitang Chinese Medicines Company, which was listed on the New York Stock Exchange in 2007 and subsequently privatised in 2011. He was appointed as a vice president of China Traditional Chinese Medicine Holdings Co. Limited in October 2013. He is currently the president of China Traditional Chinese Medicine Holdings Co. Limited.

Save as disclosed above, Mr. WANG Xiaochun has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. WANG Xiaochun has an indirect interest in 270,001,042 Shares through 100% interest in Hanmax Investment Limited, representing approximately 5.36% of the issued Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. WANG Xiaochun does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders. Mr. WANG Xiaochun renewed into an appointment letter with the Company for a term of 2 years commencing from 23 October 2015 and is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. WANG Xiaochun is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition.

On 3 April 2017, Mr. WANG Xiaochun has entered into a supplemental appointment letter (the "**Supplemental Letter**") with the Company in relation to his appointment as the Managing Director for an initial term of 2 years. Pursuant to the Supplemental Letter, the aggregate remuneration for Mr. WANG Xiaochun as an executive Director and the Managing Director will be RMB1,860,000 per annum. Other terms of the original appointment letter in relation to his appointment as an executive Director (including his entitlement to receive discretionary bonuses, shares options or other benefits as may be decided by the Board or the remuneration committee of the Company having regard to his performance and duties, results and profitability of the Group, and the prevailing market condition) shall remain unchanged. His remuneration was determined by the remuneration committee of the Company in accordance with the Company's remuneration policy and with reference to his duties, market rate and his time, effort, expertise and responsibilities to be exercised on the Group's affairs.

For the year ended 31 December 2018, the Board has resolved that Mr. WANG Xiaochun has received an emolument of RMB2,100,000, based on Mr. WANG Xiaochun's performance.

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## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Save as disclosed above, Mr. WANG Xiaochun is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. WANG Xiaochun required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

**Mr. YANG Wenming**, aged 55, was appointed to the Board on 24 December 2018. Mr. YANG Wenming graduated from Zhejiang University majoring in Biological and Medical Instruments and obtained a bachelor degree of Engineering in 1985. Mr. YANG Wenming also has the senior engineer professional qualification. He was previously a staff member of the quality standard department, a senior staff member, a principal staff member, the deputy department head of the external cooperation department, the assistant of general manager and the department head of the external cooperation department and the assistant of general manager of China National Medical Equipment Industry Corporation from August 1985 to March 1999 and the assistant of the department head of the Medical Equipment Administration Department and a senior staff of the Medical Equipment Products Examination and Registration Centre of the State Medicine Administrative Bureau of China from January 1997 to January 1998. He was previously an office manager, manager of the information department, manager of the discipline inspection and supervision office, manager of the audit department, deputy secretary of discipline inspection committee, vice president of labour union and the staff supervisor of China National Pharmaceutical Group Corporation (“**CNPGC**”), and deputy general manager, deputy secretary of the Party Committee and secretary of discipline inspection committee, president of labour union of China National Pharmaceutical Industry Company Limited from March 1999 to April 2017; the deputy secretary of the Party Committee, secretary of discipline inspection committee and president of labour union of Shanghai Shyndec Pharmaceutical Co., Ltd. from November 2016 to December 2018. He is currently the staff supervisor of Shanghai Shyndec Pharmaceutical Co., Ltd., the secretary of the Party Committee and vice president of China Traditional Chinese Medicine Holdings Co. Limited.

Save as disclosed above, Mr. YANG Wenming has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. YANG Wenming does not have any interests in the Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. YANG Wenming does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. YANG Wenming entered into an appointment letter with the Company for an initial term of 3 years commencing from 24 December 2018. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. YANG Wenming is entitled to receive director’s fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2018, Mr. YANG Wenming did not receive any director’s fees.

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## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Save as disclosed above, Mr. YANG Wenming is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. YANG Wenming required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

**Mr. YANG Shanhua**, aged 52, was appointed to the Board on 28 March 2018. Mr. YANG Shanhua graduated from Southwestern University of Finance and Economics in 1993, with a master degree in accounting major and he obtained a doctoral degree in accounting from Chinese Academy of Fiscal Science in 2005. He is a senior accountant and a qualified certified Public Accountant of Chinese Institute of Certified Public Accountants. Mr. YANG was chief financial officer and manager of finance department in Beijing Oriental Yuhong Waterproof Technology Co., Ltd, chief accountant in China National Biotec Group Company Limited, deputy general manager in China National Pharmaceutical Group Corporation, one after another, from June 2000 to May 2017. He is currently the chief accountant of China National Pharmaceutical Group Corporation.

Save as disclosed above, Mr. YANG Shanhua has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. YANG Shanhua does not have any interests in the Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. YANG Shanhua does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. YANG Shanhua entered into an appointment letter with the Company for an initial term of 2 years commencing from 28 March 2018. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. YANG Shanhua is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2018, Mr. YANG Shanhua did not receive any director's fees.

Save as disclosed above, Mr. YANG Shanhua is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. YANG Shanhua required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

**Ms. LI Ru**, aged 39, was appointed to the Board on 18 February 2019. Ms. LI graduated from pharmaceutical preparations at Shenyang Pharmaceutical University in 2001. She was product manager, regional sales manager and divisional sales manager of the narcotics department at China National Medicines Corporation Ltd. (國藥集團藥業股份有限公司) successively from September 2001 to January 2010, and market manager of Nycomed Pharma AS (奈科明製藥有限公司) from January 2010 to January 2012. From January 2012 until the present, she has acted as deputy director and director of the risk and operation management department and director of the legal and risk management department of China National Pharmaceutical Group Corporation (中國醫藥集團有限公司) successively.

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## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Save as disclosed above, Ms. LI has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Ms. LI does not have any interests in the Share within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. LI does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Ms. LI entered into an appointment letter with the Company for an initial term of 3 years commencing from 18 February 2019. She is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Ms. LI is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ending 31 December 2019, it is expected that Ms. LI will not receive any director's fee.

Save as disclosed above, Ms. LI is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Ms. LI required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

**Mr. YANG Binghua**, aged 38, was appointed to the Board on 24 December 2018. Mr. YANG Binghua obtained a bachelor degree in Politics and Administration of Public Administration from China Youth University for Political Sciences in 2004 and obtained a master degree in Public Administration from School of Government of Peking University in 2011. He was previously a staff member, a senior staff member and a principal staff member of the information research office of the State Council State-owned Assets Supervision and Administration Commission ("SASAC") Office from July 2004 to December 2013; person-in-charge of the basic training programme of Daqing Oilfield production plant No.2 from April 2010 to March 2011; person-in-charge of the basic training programme of the governmental and enterprises customers division of China Telecom from August 2012 to December 2013; the deputy department head of the second secretarial department, a senior staff of the department party committee office, the deputy department head of the promotional department of the department party committee and the department head of the promotional department of the department party committee of the State Council SASAC Office from December 2013 to March 2017. In which, he served as a staff member of the management enhancement group office of asset committee authorities from July 2012 to August 2014. He was previously a deputy director of department of party-people relationship and a deputy director of department of party-people relationship (incharge of the department) of CNPGC from March 2017 to May 2018. He is currently a principal staff of department of party-masses relationship of CNPGC.

Save as disclosed above, Mr. YANG Binghua has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

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## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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As at the Latest Practicable Date, Mr. YANG Binghua does not have any interests in the Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. YANG Binghua does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. YANG Binghua entered into an appointment letter with the Company for an initial term of 3 years commencing from 24 December 2018. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. YANG Binghua is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2018, Mr. YANG Binghua did not receive any director's fees.

Save as disclosed above, Mr. YANG Binghua is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. YANG Binghua required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

**Mr. WANG Kan**, aged 34, was appointed to the Board on 24 December 2018. Mr. WANG Kan obtained a bachelor degree in Pharmacy from the School of Pharmacy of Peking University Health Science Center in 2007, a master degree in Pharmacy from the School of Pharmacy of Peking University Health Science Center and double bachelor degree of Economics from China Center for Economic Research of Peking University in 2009. Mr. WANG was a staff member of planning development and industrial management department of China National Pharmaceutical Industry Company Limited from August 2009 to May 2010; a staff member of the investment management department and securities department of China National Biotech Group Company Limited from May 2010 to November 2014; and a senior business executive and assistant of manager of the investment management department of CNPGC from November 2014 to January 2018. He has also been a director of Suzhou Capsugel Co., Ltd. in March 2018. He is currently the deputy manager of the investment management department of CNPGC.

Save as disclosed above, Mr. WANG Kan has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. WANG Kan does not have any interests in the Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. WANG Kan does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.



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## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. WANG Kan entered into an appointment letter with the Company for an initial term of 3 years commencing from 24 December 2018. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. WANG Kan is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2018, Mr. WANG Kan did not receive any director's fees.

Save as disclosed above, Mr. WANG Kan is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. WANG Kan required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

**Mr. KUI Kaipin**, aged 33, was appointed to the Board on 30 May 2018. Mr. KUI graduated from the School of International Liberal Studies of Waseda University with a bachelor's degree in International Liberal Studies in 2008. He obtained a master's degree in International Relation from the Graduate School of Asia-Pacific Studies of Waseda University in 2010. Mr. KUI joined Ping An in 2012 and has served various positions in the Ping An Group. He is currently a managing director of the private equity department of China Ping An Insurance Overseas (Holdings) Limited responsible for overseas private equity investments and strategic investments. He is also a director of Ping An Japan Investment Co., Ltd. managing Ping An Group's investments in Japan.

Save as disclosed above, Mr. KUI has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. KUI does not have any interests in the Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. KUI does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. KUI entered into an appointment letter with the Company for an initial term of 2 years commencing from 30 May 2018. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. KUI is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2018, Mr. KUI has received a remuneration (inclusive of director's fee) of HK\$146,575 and the special allowance of HK\$20,000 for attending board meeting in person.

Save as disclosed above, Mr. KUI is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. KUI required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

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## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. XIE Rong**, aged 66, was appointed to the Board on 5 February 2013. Mr. XIE has over 49 years of working experience. He obtained a doctorate degree in economics, majoring in accounting from Shanghai University of Finance and Economics, in January 1993. He was the deputy head of the Accounting Department of Shanghai University of Finance and Economics and a partner of KPMG China (Shanghai) from September 1994 to November 1997 and from December 1997 to October 2002, respectively. Mr. XIE has been a director of SAIC Motor Corporation Limited (a company listed on the SSE) since April 2003 and was its independent director from April 2003 to June 2008. Mr. Xie was an independent non-executive director of each of China Shipping Development Company Limited (a company listed on the Stock Exchange and the SSE), China Eastern Airlines Corporation Limited (a company listed on the Stock Exchange and the SSE), China CITIC Bank Corporation Limited (a company listed on the Stock Exchange and the SSE), Tianjin Capital Environmental Protection Group Company Limited (a company listed on the Stock Exchange and the SSE), Sinopharm Group Co., Ltd. (a company listed on the Stock Exchange) and Shanghai Baosight Software Co., Ltd. (a company listed on the SSE) from May 2003 to May 2009, from June 2003 to May 2010, from February 2007 to October 2012, from April 2008 to April 2014, from August 2007 to September 2014 and from April 2010 to April 2016 respectively. Mr. XIE has been an independent non-executive director of each of China Everbright Bank Company Limited (a company listed on the Stock Exchange and the SSE) and Shenwan Hongyuan Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange) since January 2013 and January 2015, respectively. Mr. XIE was the vice-president of the Shanghai National Accounting Institute from October 2002 to August 2012 and is currently a professor of the Shanghai National Accounting Institute.

Save as disclosed above, Mr. XIE has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. XIE does not have any interests in the Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. XIE does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. XIE entered into an appointment letter with the Company for an initial term of 3 years commencing from 5 February 2019. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. XIE is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2018, Mr. XIE has received a director's fee of HK\$250,000 and the special allowance of HK\$50,000 for attending board meeting in person.

Save as disclosed above, Mr. XIE is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. XIE required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.



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## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. QIN Ling**, aged 60, was appointed to the Board on 18 February 2019. Mr. QIN graduated from the Basic Medical and Life Sciences in Physical Education Faculty of the Beijing Sport University in 1982 and received his PhD in Exercise Science from the German Sports University, Cologne, Germany in 1992. He completed a post-doctoral research relating to osteoporosis in the AO Research Institute in 1992. He was the laboratory director of the Department of Trauma & Reconstructive Surgery, School of Medicine, Free University of Berlin, Germany from July 1993 to August 1994, and director of the research laboratory in the Department of Orthopaedics & Traumatology, director of the Bone Quality and Health Centre and director of Innovative Orthopaedic Biomaterial and Drug Translational Research Laboratory, Li Ka Shing Institute of Health Sciences, Faculty of Medicine, the Chinese University of Hong Kong from September 1994 until the present. Mr. QIN is currently a professor of Orthopaedics and director of laboratory in the Faculty of Medicine and doctorate and post-doctorate supervisor at the Chinese University of Hong Kong.

Save as disclosed above, Mr. QIN has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. QIN does not have any interests in the Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. QIN does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. QIN entered into an appointment letter with the Company for an initial term of 3 years commencing from 18 February 2019. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. QIN is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. His director's fee for acting as an independent non-executive Director will be HK\$250,000 per year.

Save as disclosed above, Mr. QIN is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. QIN Ling required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

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## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. LI Weidong**, aged 51, was appointed to the Board on 18 February 2019. Mr. LI graduated from Nanjing University with bachelor's degrees in science and law in 1992 and obtained a doctor of philosophy in law from the City University of Hong Kong in 2004. Mr. LI acted as a professional lawyer of Nanjing Zhongshan Law firm from September 1992 to January 1994 and as a professional lawyer of Jiangsu Jingwei Law Firm from February 1994 to April 1997. He is currently a director (主任) of Haipei Law Firm (Shenzhen and Hong Kong), an independent director of MYS Group Co. Ltd. (formerly known as Shenzhen MYS Environmental Protection & Technology Company Limited (深圳市美盈森環保科技股份有限公司)) (a company listed on the Shenzhen Stock Exchange, stock code: 002303), an independent non-executive director of Ocean Line Port Development Limited (a company listed on the Stock Exchange, stock code: 8502), an independent director of Avic Sanxin Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002163) and an independent director of Shenzhen Liantronics Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300269).

Save as disclosed above, Mr. LI has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. LI does not have any interests in the Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. LI does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. LI entered into an appointment letter with the Company for an initial term of 3 years commencing from 18 February 2019. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. LI is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. His director's fee for acting as an independent non-executive Director will be HK\$250,000 per year.

Save as disclosed above, Mr. LI is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. LI required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of China Traditional Chinese Medicine Holdings Co. Limited (the “**Company**”) will be held at Conference Room, 2nd Floor, No. 1, Keyuan Heng 4 Road, Gaoli Hi-Tech Park, Ronggui, Shunde District, Foshan City, Guangdong Province, China, on Friday, 31 May 2019 at 2:30 p.m. for the following purposes. Unless the context otherwise requires, terms used in this announcement shall have the same meaning as those defined in the circular of the Company dated 30 April 2019 (the “**Circular**”):

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2018.
2. To declare a final dividend.
3. (a) Each as a separate resolution, to re-elect the following retiring directors of the Company (the “**Director**”):
  - (1) to re-elect Mr. WU Xian as a Director;
  - (2) to re-elect Mr. WANG Xiaochun as a Director;
  - (3) to re-elect Mr. YANG Wenming as a Director;
  - (4) to re-elect Mr. YANG Shanhua as a Director;
  - (5) to re-elect Ms. LI Ru as a Director;
  - (6) to re-elect Mr. YANG Binghua as a Director;
  - (7) to re-elect Mr. WANG Kan as a Director;
  - (8) to re-elect Mr. KUI Kaipin as a Director;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (9) to re-elect Mr. XIE Rong as a Director;
  - (10) to re-elect Mr. QIN Ling as a Director; and
  - (11) to re-elect Mr. Li Weidong as a Director.
- (b) To authorize the board of directors (the “**Board**”) to fix the directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorize the Board to fix their remuneration.

By Order of the Board  
**China Traditional Chinese Medicine Holdings Co. Limited**  
**WU Xian**  
*Chairman*

Hong Kong, 30 April 2019

*Notes:*

1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the registered office of the Company at Room 1601, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
3. To ascertain the shareholders’ entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 28 May 2019 to Friday, 31 May 2019, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrars of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 27 May 2019.

The Board has recommended the payment of a final dividend of HK5.57 cents (approximately RMB4.71 cents) for the year ended 31 December 2018. To ascertain the shareholders’ entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 11 June 2019 to Thursday, 13 June 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 10 June 2019.

4. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. With regard to items 3 to 4 set out in the notice, the Circular giving details of the proposed re-election of directors and the proposed re-appointment of the Company's auditors will be despatched to shareholders on 30 April 2019. The biographical details of the Directors who are proposed to be re-elected are set out in Appendix I to the Circular. The existing auditors, Deloitte Touche Tohmatsu, will retire as the auditors of the Company with effect from the conclusion of the AGM and will seek re-appointment.
6. 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.