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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;

(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 HK\$5.57 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.
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.

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.