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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
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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)

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

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, 24 June 2022 at Conference Room, 4th floor, Winteam Plaza, 6 Kuiqi Second Road, Chancheng District, Foshan City, Guangdong Province, China is set out on pages 11 to 12 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 and the website of the Company at 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 Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, 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 (i.e. before 2:30 p.m., on Wednesday, 22 June 2022) or any adjournment thereof. 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 and in such event, the form of proxy will be deemed to be so revoked.

2 June 2022

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DEFINITIONS

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, 4th floor, Winteam Plaza, 6 Kuiqi Second Road, Chancheng District, Foshan City, Guangdong Province, China at 2:30 p.m., on Friday, 24 June 2022, or any adjournment thereof
“AGM Notice”	means the notice convening the AGM as set out on pages 11 to 12 of this circular
“Articles of Association”	means the existing articles of association of the Company, as amended or supplemented from time to time
“Board”	means the board of directors of the Company
“CNPGC”	means China National Pharmaceutical Group Co., Ltd. (中國醫藥集團有限公司), a state-owned enterprise established in the PRC
“Companies Ordinance”	means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended or supplemented from time to time
“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)
“Corporate Governance Code”	means the Corporate Governance Code contained in Appendix 14 to the Listing Rules
“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 PRC
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	means 27 May 2022, 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
“Nomination Committee”	means the nomination committee of the Board

DEFINITIONS

“Ordinary Resolution(s)”	means the proposed ordinary resolution(s) as referred to in the AGM Notice
“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”	means Renminbi, the lawful currency of the PRC
“SFO”	means the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended or supplemented 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

LETTER FROM THE BOARD



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. CHEN Yinglong (*Chairman*)
Mr. CHENG Xueren (*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

2 June 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITOR
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 auditor of the Company.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

The Board currently comprises twelve Directors, of which Mr. CHEN Yinglong, Mr. CHENG Xueren 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. CHEN Yinglong and Mr. CHENG Xueren shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

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

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors and the independence of all independent non-executive Directors with reference to the nomination principles and criteria set out in the Board Diversity Policy and Director Nomination Policy. The Nomination Committee has recommended to the Board on re-election of all the above-mentioned Directors including the aforesaid independent non-executive Director who are due to retire at the AGM.

The independent non-executive Director, Mr. XIE Rong, who has offered himself for re-election at the AGM, has demonstrated his ability to provide an independent view to the Company's matters during his years of appointment. The Nomination Committee has reviewed the independence of Mr. XIE Rong and has formed the view that he has met the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines, taking into account, among others, his ability to exercise independent judgment in relation to the Company's affairs by scrutinising and monitoring the operation of the Board during his tenure of office and his annual confirmation of independence to the Company. In addition, the Board is of the view that he has provided valuable contributions to the Company and has demonstrated his ability to provide independent, balanced and objective view to the Company's affairs. The Board is satisfied that notwithstanding that Mr. XIE Rong would have served as an independent non-executive Director for nine years by the Latest Practicable Date (if his re-election is approved by the Shareholders at the AGM), his independence is not affected by his tenure with the Company and his professional knowledge and business experience will continue to offer valuable contributions to the Board, the Company and the Shareholders as a whole.

In proposing Mr. XIE Rong to be re-elected as an independent non-executive Director at the AGM, the Board has considered, among other things, the valuable business experience, knowledge and professionalism of Mr. XIE Rong, as further described in Appendix to this circular.

With his unique background, the Board considers that Mr. XIE Rong is a highly valued and respected member of the Board, and can contribute to the diversity of the Board, in particular, with his strong educational background and professional experience in his expertise, including his in-depth knowledge in pharmaceutical industry, accounting, financial affairs, audit, compliance and regulation.

LETTER FROM THE BOARD

Therefore, the Board is of the view that the re-election of Mr. XIE Rong as an independent non-executive Director is in the interest of the Company and Shareholders as a whole and recommends his re-election at the AGM.

In compliance with the requirements of code provision F.2.1 of the Corporate Governance Code, a separate resolution will be proposed at the AGM for the re-election of each individual director whether such Director is an executive Director, a non-executive Director or an independent non-executive Director.

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

3. PROPOSED RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint Ernst & Young as the auditor of the Company for the year ending 31 December 2022 and hold the office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration for the ensuing year. Ernst & Young has indicated its willingness to be re-appointed as the auditor of the Company for the said period.

4. ANNUAL GENERAL MEETING

AGM Notice is set out on pages 11 to 12 of this circular to consider the resolutions relating to, inter alia, the re-election of Directors and re-appointment of auditor.

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 and the website of the Company at 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 share registrar of the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM (i.e. before 2:30 p.m. on Wednesday, 22 June 2022). 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, 21 June 2022 to Friday, 24 June 2022, 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 registrar 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, 20 June 2022.

LETTER FROM THE BOARD

The Board has recommended the payment of a final dividend of HK7.36 cents (approximately RMB5.98 cents) per share for the year ended 31 December 2021. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 1 July 2022 to Wednesday, 6 July 2022, 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 Thursday, 30 June 2022.

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 auditor 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
CHEN Yinglong
Chairman

APPENDIX DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Mr. CHEN Yinglong, aged 51, was appointed to the Board and served as the Chairman of the Board on 12 May 2022. Mr. CHEN graduated from Heilongjiang University with a bachelor degree of English majoring in English Literature in 1993 and completed the master course of Management Science and Engineering in School of Management of Harbin Institute of Technology in 1999. Mr. CHEN has the professional qualification of senior enterprise information manager and senior economist. Mr. CHEN was the business manager of the first business department of Harbin Metals and Minerals Import and Export Corporation from December 1993 to September 1994; the first representative of Harbin branch of Eisenberg Group United Development Co., Ltd. from September 1994 to October 1999; the general manager of Harbin Runhe Technology Development Co., Ltd. from October 1999 to April 2004; a director and general manager of Harbin Baida Pharmaceutical Co., Ltd. from April 2004 to November 2009; a manager of the raw material department and successively a manager of the safety and environmental protection department of China National Pharmaceutical Industry Company Limited from November 2009 to August 2010; the deputy general manager, general legal adviser and secretary of the board of directors of China Traditional Chinese Medicine Co. Ltd. (formerly known as China National Corp. of Traditional & Herbal Medicine) from August 2010 to December 2018. He served as a vice president of the Company from December 2018 to May 2020, during which he was also the standing committee member of the municipal committee and deputy mayor of Baishan City of Jilin Province. He has been director of public affairs department of China National Pharmaceutical Group Corporation since May 2020. Mr. CHEN is currently the deputy Party secretary of the Company and the chairman of the board of directors, general manager and provisional deputy Party secretary of the China Traditional Chinese Medicine Co. Ltd.

Save as disclosed above, Mr. CHEN 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. CHEN does not have any interests in the Shares within the meaning of Part XV of the SFO.

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

Mr. CHEN entered into an employment agreement with the Company commencing from 12 May 2022 which shall automatically be renewed thereafter until terminated by either party to the employment 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. CHEN 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. The aggregate remuneration of Mr. CHEN as the executive Director and Chairman is RMB2,450,000 per annum.

Save as disclosed above, Mr. CHEN 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. CHEN required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

APPENDIX DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. CHENG Xueren, aged 58, was appointed to the Board and served as the Managing Director on 25 March 2022. Mr. CHENG was graduated from Anhui Institute of Traditional Chinese Medicine (currently known as Anhui University of Traditional Chinese Medicine) with a bachelor degree in Traditional Chinese Medicine in 1985, and finished master course of Basic Theory of Integrated Chinese and Western Medicine in Guangzhou University of Chinese Medicine in 1992. Mr. CHENG has the professional qualifications of chief pharmacist and attending physician. Mr. CHENG was a physician of Anhui Chuzhou People's Hospital from July 1985 to August 1989; a doctor of Guangdong Second Hospital of Traditional Chinese Medicine from July 1992 to March 1993; a R&D director, a person in charge of quality, a deputy manager of production, the deputy manager of sale, chairman, general manager and secretary of Party committee of Guangdong Yifang Pharmaceutical Co., Ltd. from March 1993 to September 2021. In which, he was the vice director of Guangdong Institute of Traditional Chinese Medicine from March 1993 to May 2015, and a vice president of the Company from December 2019 to September 2021. Mr. CHENG has been a director of Chongqing Taiji Industry (Group) Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600129) since 6 May 2022. Mr. CHENG is currently the president of the Company, and hold directorship in multiple subsidiaries of the Company.

Save as disclosed above, Mr. CHENG 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. CHENG does not have any interests in the Shares within the meaning of Part XV of the SFO.

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

Mr. CHENG entered into an employment agreement with the Company commencing from 25 March 2022 which shall automatically be renewed thereafter until terminated by either party to the employment 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. CHENG 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. The aggregate remuneration of Mr. CHENG as the executive Director and Managing Director is RMB2,450,000 per annum.

Save as disclosed above, Mr. CHENG 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. CHENG required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. YANG Shanhua, aged 55, was appointed to the Board on 28 March 2018. Mr. YANG graduated from Southwestern University of Finance and Economics in 1993, with a master degree in accounting 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 of Beijing Oriental Yuhong Waterproof Technology Co., Ltd., chief accountant in China National Biotec Group Company Limited, and deputy general manager in CNPGC

APPENDIX DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

successively, from June 2000 to May 2017. Mr. YANG has served as a non-independent director of Chongqing Taiji Industry (Group) Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600129) since 19 May 2021. He is currently the chief accountant of CNPGC.

Save as disclosed above, Mr. YANG 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 does not have any interests in the Shares within the meaning of Part XV of the SFO.

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

Mr. YANG entered into an appointment letter with the Company for an initial term of 2 years commencing from 28 March 2018. He accepted and signed a renewed appointment letter with the Company on 28 March 2020, with a term of 3 years. Mr. YANG 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 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 2021, Mr. YANG did not receive any director's fees.

Save as disclosed above, Mr. YANG 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 required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

Mr. XIE Rong, aged 69, was appointed to the Board on 5 February 2013. Mr. XIE obtained a doctorate degree in economics, majoring in accounting from Shanghai University of Finance and Economics in January 1993. Mr. XIE has over 50 years of working experience. 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 Shanghai Stock Exchange) from April 2003 to May 2018 and was its independent director from April 2003 to June 2008. Mr. XIE was an independent non-executive director (or independent director) of each of China Shipping Development Company Limited (currently known as COSCO SHIPPING Energy Transportation Co., Ltd., a company listed on the Stock Exchange and the Shanghai Stock Exchange), China Eastern Airlines Corporation Limited (a company listed on the Stock Exchange and the Shanghai Stock Exchange), China CITIC Bank Corporation Limited (a company listed on the Stock Exchange and the Shanghai Stock Exchange), Tianjin Capital Environmental Protection Group Company Limited (a company listed on the Stock Exchange and the Shanghai Stock Exchange), Sinopharm Group Co., Ltd. (a company listed on the Stock Exchange), Shanghai Baosight Software Co., Ltd. (a company listed on the Shanghai Stock Exchange), China Everbright Bank Company Limited (a company listed on the Stock Exchange and the Shanghai Stock Exchange), Shenwan Hongyuan Group Co., Ltd. (a company listed on the Stock Exchange), Shenwan Hongyuan Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange) and Shanghai Bairun Investment Holding Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange) from May 2003 to May 2009, from June 2003 to May 2010, from February 2007 to October 2012, from April 2008 to

APPENDIX DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

April 2014, from August 2007 to September 2014, from April 2010 to April 2016, from January 2013 to August 2019, from December 2012 to May 2021, from January 2015 to May 2021 and from June 2015 to October 2021 respectively. Mr. XIE was a professor of the Shanghai National Accounting Institute from October 2002 to November 2017, and the vice president of the Shanghai National Accounting Institute from October 2002 to August 2012. Mr. XIE has been an independent director of Baoshan Iron & Steel Co., Ltd. (a company listed on the Shanghai Stock Exchange) and Shanghai Foreign Service Holding Group Co., Ltd. (a company listed on the Shanghai Stock Exchange) since June 2018 and September 2021, respectively.

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 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. XIE does not have any relationship with any 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 accepted and signed a renewed appointment letter with the Company on 5 February 2022, with a term of 3 years. Mr. XIE 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 2021, Mr. XIE has received a director's fee of HK\$250,000 and the special allowance of HK\$40,000 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.

NOTICE OF ANNUAL GENERAL MEETING



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, 4th floor, Winteam Plaza, 6 Kuiqi Second Road, Chancheng District, Foshan City, Guangdong Province, China, on Friday, 24 June 2022 at 2:30 p.m. for the following purposes. Unless the context otherwise requires, the terms used in this announcement shall have the same meaning as those defined in the circular of the Company dated 2 June 2022 (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 2021.
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. CHEN Yinglong as a Director;
 - (2) to re-elect Mr. CHENG Xueren as a Director;
 - (3) to re-elect Mr. YANG Shanhua as a Director; and
 - (4) to re-elect Mr. XIE Rong as a Director.
- (b) To authorize the board of directors (the “**Board**”) to fix the directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To re-appoint Ernst & Young as auditor of the Company and authorize the Board to fix its remuneration.

By Order of the Board
China Traditional Chinese Medicine Holdings Co. Limited
CHEN Yinglong
Chairman

Hong Kong, 2 June 2022

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 Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. before 2:30 p.m., Wednesday, 22 June 2022).
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, 21 June 2022 to Friday, 24 June 2022, 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, 20 June 2022.

The Board has recommended the payment of a final dividend of HK7.36 cents (approximately RMB5.98 cents) per share for the year ended 31 December 2021. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 1 July 2022 to Wednesday, 6 July 2022, 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 Thursday, 30 June 2022.

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 and 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 auditor will be despatched to shareholders on 2 June 2022. The biographical details of the Directors who are proposed to be re-elected are set out in Appendix to the Circular. The existing auditor, Ernst & Young, will retire as the auditor 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. CHEN Yinglong, Mr. CHENG Xueren 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.