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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, 4th Floor, Winteam Plaza, 6 Kuiqi Second Road, Chancheng District, Foshan City, Guangdong Province, China on Tuesday, 30 May 2023 at 2:30 p.m. for the following purposes. Unless the context otherwise requires, the terms used herein shall have the same meaning as those defined in the circular of the Company dated 8 May 2023 (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 2022.
2. To declare a final dividend of HK5.18 cents per share for the year ended 31 December 2022.
3. (a) Each as a separate resolution, to re-elect the following retiring directors of the Company (the “**Director**”):
 - (i) to re-elect Mr. YANG Wenming as a Director;
 - (ii) to re-elect Mr. WANG Kan as a Director;
 - (iii) to re-elect Mr. MENG Qingxin as a Director;
 - (iv) to re-elect Mr. YU Tze Shan Hailson as a Director; and
 - (v) to re-elect Mr. QIN Ling as a Director.

- (b) To authorize the board of directors (the “**Board**”) to fix the directors’ remuneration.
4. To re-appoint Ernst & Young as the auditor of the Company and authorize the Board to fix its remuneration.

SPECIAL RESOLUTION

5. To consider and, if thought fit, pass the following resolution as a special resolution (whether amended or not):

“That:

- (i) the proposed amendments (the “**Proposed Amendments**”) to the existing articles of association of the Company (the “**Existing Articles of Association**”), the details of which are set forth in Appendix II to the Circular, be and are hereby approved;
- (ii) the amended and restated articles of association of the Company (incorporating the Proposed Amendments) (the “**New Articles of Association**”), a copy of which has been produced to the AGM and marked “A” and for the purpose of identification initialed by the chairman of the AGM, be and is hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Existing Articles of Association with immediate effect; and
- (iii) any one director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles of Association, including without limitation, attending to the necessary registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in Hong Kong.”

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

Hong Kong, 8 May 2023

Notes:

1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote instead of him, provided that the proxy is appointed to represent respectively the number of shares held by the shareholder as specified in the relevant instrument of appointment. A proxy need not be a shareholder 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 (excluding any part of a day that is a public holiday) before the time appointed for holding the meeting (i.e. before 2:30 p.m. on Thursday, 25 May 2023).
3. To ascertain the shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023, 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, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 23 May 2023.

The Board has recommended the payment of a final dividend of RMB4.55 cents (i.e. HK5.18 cents) per share for the year ended 31 December 2022. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 6 June 2023 to Thursday, 8 June 2023, 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, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 5 June 2023.

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 5 set out in the notice, the Circular giving details of the proposed re-election of directors, the proposed re-appointment of the Company's auditor and the Proposed Amendments and the adoption of the New Articles of Association will be despatched to shareholders on 8 May 2023. The biographical details of the Directors who are proposed to be re-elected are set out in Appendix I 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. Details of the Proposed Amendments are set out in Appendix II to the Circular.
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; Ms. LI Ru, Mr. YANG Binghua, Mr. WANG Kan, Mr. MENG Qingxin 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.