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(Incorporated in Hong Kong with limited liability)
(Stock Code: 570)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Winteam Pharmaceutical Group Limited (the “**Company**”) will be held at Conference Room, 1st Floor, No. 2 Rong Gui Qiao Xi Road, Shunde District, Foshan City, Guangdong Province, the PRC on Tuesday, 15 October 2013 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the acquisition agreement dated 23 May 2013 (the “**Acquisition Agreement**”) entered into between Mr. Wang Xiaochun, Hanmax Investment Limited (“**Hanmax**”) and Fosun Industrial Co., Limited (collectively, the “**Vendors**”) and the Company pursuant to which the Vendors conditionally agreed to sell, and the Company conditionally agreed to acquire, the entire issued share capital of Tongjitang Chinese Medicine Company for an aggregate consideration which is equal to the Hong Kong dollars equivalent of RMB2,640 million (the “**Consideration**”) on the terms and conditions of the Acquisition Agreement, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and is hereby approved, ratified and confirmed;
- (b) the directors of the Company be and are hereby authorised and granted a specific mandate (the “**Hanmax Specific Mandate**”) to allot and issue 334,000,000 new shares of the Company to Hanmax (or any nominee(s) as it may direct) at the issue price of HK\$2.80 each in the share capital of the Company as payment of part of the Consideration payable to Hanmax upon completion of the Acquisition in accordance with the terms and conditions of the Acquisition Agreement; and

(c) the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the Hanmax Specific Mandate and the Acquisition Agreement and the transactions contemplated thereunder.”

2. **“THAT:**

(a) the subscription agreement dated 23 May 2013 (the **“Yang Subscription Agreement”**) entered into between Mr. Yang Bin (**“Mr. Yang”**) and the Company, a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and is hereby approved, ratified and confirmed;

(b) the directors of the Company be and are hereby authorised and granted a specific mandate (the **“Yang Specific Mandate”**) to allot and issue 66,488,379 new shares of the Company to Mr. Yang at the issue price of HK\$3.10 each in the share capital of the Company in accordance with the terms and conditions of the Yang Subscription Agreement; and

(c) the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the Yang Specific Mandate and the Yang Subscription Agreement and the transactions contemplated thereunder.”

SPECIAL RESOLUTION

3. **“THAT:**

(a) the change of the English name of the Company from “Winteam Pharmaceutical Group Limited” to “China Traditional Chinese Medicine Co. Limited” be and is hereby approved;

(b) the change of the Chinese name of the Company from “盈天醫藥集團有限公司” to “中國中藥有限公司” be and is hereby approved; and

(c) the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the change of name of the Company.”

By order of the Board
Winteam Pharmaceutical Group Limited
Yang Bin
Executive Director

19 September 2013

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, shall be deposited at the Company's registered office at Rooms 2801-2805, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting.

As at the date of this notice, the Board comprises nine Directors, of which Mr. WU Xian and Mr. YANG Bin are executive Directors; Mr. SHE Lulin, Mr. LIU Cunzhou, Mr. DONG Zenghe and Mr. ZHAO Dongji are non-executive Directors; and Mr. ZHOU Bajun, Mr. XIE Rong and Mr. FANG Shuting are independent non-executive Directors.