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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of China Traditional Chinese Medicine Holdings Co. Limited (the “**Company**”) will be held at 1:30 p.m. on Friday, 11 November 2016 at Conference Room, 2nd Floor, No.1 Keyuan Heng 4 Road, Gaoli Hi-Tech Park, Ronggui, Shunde District, Foshan City, Guangdong Province, China for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the conditional sale and purchase agreement dated 27 September 2016 (the “**Acquisition Agreement**”) entered into among 國藥集團馮了性(佛山)藥材飲片有限公司 (Sinopharm Group Feng Liao Xing (Foshan) Medicinal Material & Slices Co., Ltd.*) (“**Feng Liao Xing**”), Mr. Hu Yong and Mr. Wang Xiaochun (collectively, the “**Vendors**”) and 上海同濟堂藥業有限公司 (Shanghai Tongjitang Pharmaceutical Co., Ltd.*) (“**Shanghai Tongjitang**”) (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), pursuant to which Feng Liao Xing conditionally agreed to acquire, and the Vendors conditionally agreed to sell, the entire registered capital of Shanghai Tongjitang, for a consideration of RMB510 million (subject to downward adjustment) on the terms and conditions of the Acquisition Agreement, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) the directors of the Company acting together or by committee, or any director acting individually, be and is/are hereby authorised to do all such further acts and things and execute such further documents and take all such steps on behalf of the Company as he or they may, in his/their absolute

discretion, consider necessary, desirable or expedient to implement and/or give effect to the Acquisition Agreement and the transactions contemplated thereunder.”

By order of the Board
China Traditional Chinese Medicine Holdings Co. Limited
Wu Xian
Chairman

25 October 2016

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting 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 the 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 Room 1601, Emperor Group Centre, 288 Henessy Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting.
3. If more than one of the joint holders are present at the Meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant share(s) will alone be entitled to vote in respect of the relevant joint holding.
4. Completion and delivery of the form of proxy will not preclude any member of the Company from attending and voting in person at the Meeting. In the event that any member of the Company attends the Meeting, the form of proxy will be deemed to be revoked.

As at the date of this notice, the Board comprises twelve Directors, of which Mr. WU Xian, Mr. YANG Bin and Mr. WANG Xiaochun are executive Directors; Mr. LIU Cunzhou, Mr. DONG Zenghe, Mr. ZHAO Dongji, Ms. HUANG He and Ms. TANG Hua are non-executive Directors; and Mr. ZHOU Bajun, Mr. XIE Rong, Mr. YU Tze Shan Hailson and Mr. LO Wing Yat are independent non-executive Directors.

* *For identification purpose only*