
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 all 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF THE AUDITORS
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 Conference Room, 2nd Floor, No. 1, Keyuan Heng 4 Road, Gaoli Hi-Tech Park, Ronggui, Shunde District, Foshan City, Guangdong Province, China on Monday, 5 June 2017 at 2:30 p.m. 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 registered office of the Company at Room 1601, Emperor Group Centre, 288 Hennessy Road, 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. 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.

4 May 2017

CONTENTS

	<i>Pages</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Re-election of Directors	4
3. Re-appointment of Deloitte Touche Tohmatsu as the auditors of the Company	4
4. Annual General Meeting	4
5. Actions to be Taken	4
6. Closure of the Register of Members	5
7. Voting by Way of Poll	5
8. Recommendation	5
9. Responsibility Statement	5
 Appendix I – Details of Directors Proposed for Re-election	 6
 Notice of Annual General Meeting	 11

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, 2nd Floor, No. 1, Keyuan Heng 4 Road, Gaoli Hi-Tech Park, Ronggui, Shunde District, Foshan City, Guangdong Province, China on Monday, 5 June 2017 at 2:30 p.m.
“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
“Board”	means the board of directors of the Company
“Companies Ordinance”	means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“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)
“Directors”	means the directors of the Company
“Group”	means the Company and its subsidiaries
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	means 27 April 2017, 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
“Ordinary Resolution(s)”	means the proposed ordinary resolution(s) as referred to in the AGM Notice

DEFINITIONS

“PRC”	means the People’s Republic of China, and for the purpose of this circular excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“SFO”	means the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“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



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. WU Xian (*Chairman*)
Mr. WANG Xiaochun (*Managing Director*)

Non-Executive Directors:

Mr. LIU Cunzhou
Mr. DONG Zenghe
Mr. ZHAO Dongji
Ms. HUANG He
Ms. TANG Hua

Independent Non-Executive Directors:

Mr. ZHOU Bajun
Mr. XIE Rong
Mr. YU Tze Shan Hailson
Mr. LO Wing Yat

Registered Office:

Room 1601
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

4 May 2017

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF THE AUDITORS 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 (i) the re-election of Directors; and (ii) the re-appointment of Deloitte Touche Tohmatsu as the auditors of the Company.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

The Board currently comprises eleven Directors, of which Mr. WU Xian 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.

Pursuant to the Article 92 of the Articles of Association, Ms. TANG Hua shall hold office only until the next following AGM and shall then be eligible for re-election.

Pursuant to the Article 101 of the Articles of Association, Mr. WU Xian, Mr. WANG Xiaochun, Mr. ZHOU Bajun and Mr. LO Wing Yat will retire by rotation at the AGM. The retiring Directors, being eligible, offer themselves for re-election.

In compliance with the requirements of code provision E.1.1 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules, a separate resolution will be proposed at the AGM for the re-election of each individual director whether such Director is an executive Director, non-executive Director or independent non-executive Director.

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

3. RE-APPOINTMENT OF DELOITTE TOUCHE TOHMATSU AS THE AUDITORS OF THE COMPANY

The Board proposes to re-appoint Deloitte Touche Tohmatsu as the auditors of the Company for the year ended 31 December 2017 and hold the office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorize the Board to fix the auditors' remuneration for the ensuing year. Deloitte Touche Tohmatsu have indicated their willingness to be re-appointed as auditors of the Company for the said period.

4. ANNUAL GENERAL MEETING

A notice convening the AGM 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 the auditors.

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 registered office of the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM. Completion and deposit of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

LETTER FROM THE BOARD

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 Wednesday, 31 May 2017 to Monday, 5 June 2017, 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 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 29 May 2017.

The Board has recommended the payment of a final dividend of HK3.59 cents (approximately RMB3.19 cents) for the year ended 31 December 2016. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 15 June 2017 to Monday, 19 June 2017, 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 4:30p.m. on Wednesday, 14 June 2017.

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 the auditors 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
WU Xian
Chairman

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Mr. WU Xian, aged 56, was appointed to the Board on 5 February 2013. Mr. WU is the Chairman of the Board with effect from 28 February 2013. Mr. WU graduated from Shanxi College of Finance and Economics with a bachelor's degree in economics in July 1985, and completed a master's course in business administration from Harbin University of Commerce in September 2002. Mr. WU has over 29 years of production and financial management experience in pharmaceutical and healthcare products industry. Mr. WU was previously the head of the planning and development department of Harbin Pharmaceutical Group Co., Ltd., deputy plant manager of Harbin Pharmaceutical Group Co., Ltd. General Pharm. Factory and deputy general manager of Harbin Pharmaceutical Group Bioengineering Co., Ltd. from November 1997 to June 2005. He was also the director and general manager of China National Medicines Guorui Pharmaceutical Co., Ltd. from July 2005 to August 2010. He has been the director, general manager and deputy secretary to the Party Committee of China National Traditional Chinese Medicine Corporation (formerly named as China National Corp. of Traditional & Herbal Medicine) since August 2010.

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

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

Mr. WU entered into an appointment agreement with the Company commencing from 22 June 2014 which shall automatically be renewed thereafter until terminated by either party to the appointment 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. WU 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 2016, Mr. WU did not receive any director's fees.

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

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. WANG Xiaochun, aged 49, was appointed to the Board on 23 October 2013. On 31 March 2017, Mr. WANG was appointed as the Managing Director of the Company. He is responsible for the implementation of the important policies and development strategies approved by the Board and has direct management responsibility for the daily operations of the Group. Mr. WANG was the chairman of the board of directors and the chief executive officer of Tongjitang Chinese Medicines Company, which was listed on the New York Stock Exchange in 2007 and subsequently privatised in 2011. He has been a director of Tongjitang Pharmaceutical (Hong Kong) Limited (a subsidiary of the Tongjitang Chinese Medicines Company) since 2008, a director of Unisources Enterprises Limited (a subsidiary of Tongjitang Chinese Medicines Company) since 2005 and the chairman of the board of directors and the president of Guizhou Tongjitang Pharmaceutical Co., Ltd. (a subsidiary of Tongjitang Chinese Medicines Company) since 1997. Mr. WANG received his bachelor's degree in law from the Southwest University of Political Science and Law in China in 1989.

Save as disclosed above, Mr. WANG 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. WANG has an indirect interest in 376,735,042 Shares through 100% interest in Hanmax Investment Limited, representing approximately 8.5% of the issued Shares within the meaning of Part XV of the SFO.

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

Mr. WANG entered into an appointment letter with the Company for a term of 2 years commencing from 23 October 2015 and 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. WANG 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 2016, Mr. WANG has received a remuneration (inclusive of director's fee) of HK\$2,254,467.

On 3 April 2017, Mr. WANG has entered into a supplemental appointment letter (the "Supplemental Letter") with the Company in relation to his appointment as the Managing Director for an initial term of 2 years.

Pursuant to the Supplemental Letter, the aggregate remuneration for Mr. WANG as an executive Director and the Managing Director will be RMB1,860,000 per annum. Other terms of the original appointment letter in relation to his appointment as an executive Director (including his entitlement to receive discretionary bonuses, shares options or other benefits as may be decided by the Board or the remuneration committee of the Company having regard to his performance and duties, results and profitability of the Group, and the prevailing market condition) shall remain unchanged. His remuneration was determined by the remuneration committee of the Company in accordance with the Company's remuneration policy and with reference to his duties, market rate and his time, effort, expertise and responsibilities to be exercised on the Group's affairs.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Ms. TANG Hua, aged 49, graduated from Beijing Union University with a major in accounting and an EMBA of Renmin University of China in 1990 and 2007 respectively. Ms. TANG graduated from the school of business in Renmin University of China with a master degree in Accounting. She is a senior accountant and a Chinese certified public accountant. Ms. TANG was the manager of finance department of Beijing GRINM Semiconductor Materials Co., Ltd, the vice director of finance department of China National Pharmaceutical (Group) Company, the vice director of finance department of China National Medicines Corporation Ltd., the manager of finance department of Reed Sinopharm Exhibitions Co. Ltd. and the financial controller of China National Pharmaceutical Industry Corporation, one after another, from July 1990 to June 2011. She is currently the financial controller and the manager of finance department of China National Traditional Chinese Medicine Corporation.

Save as disclosed above, Ms. TANG 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, Ms. TANG does not have any interests in the Share within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. TANG does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Ms. TANG entered into an appointment letter with the Company for a term of 2 years commencing from 20 October 2016 and 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. Ms. TANG 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 2016, Ms. TANG did not receive any director's fees.

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

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. ZHOU Bajun, aged 68, was appointed to the Board on 5 February 2013. Mr. ZHOU obtained a doctorate degree in economics from East China Normal University in October 1988. Mr. ZHOU has over 29 years of working experience, including over 12 years working experiences in China's securities market. Mr. ZHOU worked in Sun Hung Kai Financial Group as head of China Business and Director of China Studies from November 1990 to November 1998. Mr. ZHOU worked as deputy general manager of the China Business Department of Hong Kong Construction (Hong Kong) Limited from March 1999 to February 2000, and has been a director of China Everbright Research Limited since March 2000 to June 2014. Since February 2002 to present, he has been senior research fellow of China Everbright Holdings Company Limited. Mr. ZHOU was a member of the Commission on Strategic Development of the Hong Kong Special Administrative Region from November 2005 to June 2012. He was a visiting professor of School of Business, Hong Kong Baptist University from October 2007 to August 2009. He has been a standing commissioner of the Hong Kong and Macau Research Center of Shanghai Academy of Social Science since March 2007. Mr. ZHOU has served as an independent non-executive director of Sinopharm Group Co., Ltd. (a company listed on the Stock Exchange) since August 2009 to September 2014.

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

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

Mr. ZHOU entered into an appointment letter with the Company for a term of 2 years commencing from 5 February 2017 and 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. ZHOU 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 2016, Mr. ZHOU has received a remuneration (inclusive of director's fee) of HK\$300,000.

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

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. LO Wing Yat, aged 58, was appointed to the Board on 27 January 2015. Mr. LO was an independent non-executive director of the Company from February 2009 to February 2013. Mr. LO is an executive director of FDG Electric Vehicles Limited (Stock Code: 729) and has been an executive director of FDG Kinetic Limited (formerly known as CIAM Group Limited (Stock Code: 378) from April 2008 to March 2016, both shares are listed on The Stock Exchange of Hong Kong Limited. He is also a director and the Chief Executive Officer of CITIC International Assets Management Limited and CITIC International Financial Holdings Limited. Mr. LO graduated from the University of Hong Kong with a bachelor's degree in Laws. He was admitted as a solicitor of the Supreme Court of Hong Kong in 1984 and a solicitor of the Supreme Court of England and Wales in 1989. He served as an in-house counsel of Bank of China Hong Kong-Macau Regional Office and a partner of Linklaters. During his legal career, Mr. LO was specialized in banking project financing primarily in the PRC.

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

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

Mr. LO entered into an appointment letter with the Company for a term of 2 years commencing from 27 January 2017 and 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. LO 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 2016, Mr. LO has received a remuneration (inclusive of director's fee) of HK\$260,000.

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

NOTICE OF ANNUAL GENERAL MEETING



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 Monday, 5 June 2017 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 4 May 2017 (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 2016.
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 Ms. TANG Hua as a Director;
 - (4) to re-elect Mr. ZHOU Bajun as a Director;
 - (5) to re-elect Mr. LO Wing Yat as a Director; and
- (b) to authorize the board of directors (the “**Board**”) to fix the directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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, 4 May 2017

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 Wednesday, 31 May 2017 to Monday, 5 June 2017, 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 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 29 May 2017.

The Board has recommended the payment of a final dividend of HK3.59 cents (approximately RMB3.19 cents) for the year ended 31 December 2016. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 15 June 2017 to Monday, 19 June 2017, 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 4:30p.m. on Wednesday, 14 June 2017.

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 re-election of directors and re-appointment of the Company's auditors will be despatched to shareholders on 4 May 2017. The biographical details of the retiring Directors who are proposed to be re-elected at the meeting 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.
6. As at the date of this notice, the Board comprise eleven Directors, of which is Mr. WU Xian 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.