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SINOPHARM COMMON WEALTH COMPANY LIMITED

國藥集團共裕有限公司

(incorporated in the Cayman Islands with limited liability)



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)

JOINT ANNOUNCEMENT

EXTENSION OF TIME FOR DESPATCH OF THE SCHEME DOCUMENT IN RELATION TO

(1) PRE-CONDITIONAL PROPOSAL TO PRIVATISE CHINA TRADITIONAL CHINESE MEDICINE HOLDINGS CO. LIMITED BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 673 OF THE COMPANIES ORDINANCE

AND

(2) PROPOSED WITHDRAWAL OF LISTING OF CHINA TRADITIONAL CHINESE MEDICINE HOLDINGS CO. LIMITED

Financial Adviser to the Offeror



CITIC Securities (Hong Kong) Limited

Reference is made to the joint announcement dated 21 February 2024 (the “**Joint Announcement**”) jointly issued by Sinopharm Common Wealth Company Limited (the “**Offeror**”) and China Traditional Chinese Medicine Holdings Co. Limited (the “**Company**”) in relation to, amongst other things, the pre-conditional proposal to privatise the Company by the Offeror by way of a scheme of arrangement under section 673 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). Unless otherwise defined in this joint announcement, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

EXTENSION OF TIME FOR DESPATCH OF THE SCHEME DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, unless the Executive's consent is obtained, the Scheme Document shall be despatched to the Shareholders within 21 days from the date of the Joint Announcement, i.e. on or before 13 March 2024.

As disclosed in the Joint Announcement, the making of the Proposal is, and the implementation of the Scheme will be, subject to the satisfaction of the Pre-Condition(s) on or prior to the Pre-Condition Long Stop Date. As additional time is required for satisfying the Pre-Conditions, an application was made to the Executive pursuant to Note 2 to Rule 8.2 of the Takeovers Code for, and the Executive has granted consent for, the extension of the latest date for despatching the Scheme Document from 13 March 2024 to (i) a date no later than seven (7) days after the fulfilment of all Pre-Conditions; or (ii) 25 October 2024, being the date which is seven (7) days after 18 October 2024, the current Pre-Condition Long Stop Date, whichever is earlier.

Further announcement(s) will be made as and when appropriate in compliance with the Takeovers Code in relation to the satisfaction of the Pre-Condition(s) and the despatch of the Scheme Document.

WARNING

Shareholders and potential investors should be aware that the implementation of the Proposal is subject to the Pre-Conditions and the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not become effective. Accordingly, they are advised to exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By the order of the board of directors

Sinopharm Common Wealth Company Limited

CHEN Yinglong

Director

By the order of the Board

China Traditional Chinese Medicine Holdings Co. Limited

CHEN Yinglong

Chairman

Hong Kong, 11 March 2024

As at the date of this joint announcement, the board of directors of the Offeror comprises Mr. XIAO Zhi, Mr. ZHANG Xiaowei, Mr. CHEN Yinglong, Mr. LAI Bo, Mr. YANG Binghua, Mr. MENG Qingxin, Ms. LI Ru, Mr. WANG Kan and Ms. MA Yuanru.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and the Controlling Shareholder), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Directors and the director of the Controlling Shareholder in their respective capacity as such)

have been arrived at after due and careful consideration and there are no facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the Directors of the Company are Mr. CHEN Yinglong, Mr. CHENG Xueren and Mr. YANG Wenming (each of which an executive Director); Ms. LI Ru, Mr. YANG Binghua, Mr. WANG Kan and Mr. MENG Qingxin (each of which a non-executive Director); and Mr. XIE Rong, Mr. YU Tze Shan Hailson, Mr. QIN Ling and Mr. LI Weidong (each of which an independent non-executive Director).

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement relating to the Group, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the Directors in their capacity as such have been arrived at after due and careful consideration and there are no facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the director of the Controlling Shareholder is Mr. CHEN Yinglong.

The director of the Controlling Shareholder accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Directors in their capacity as such) have been arrived at after due and careful consideration and there are no facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.