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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 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.

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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)

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITOR
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, 4th Floor, Winteam Plaza, 6 Kuiqi Second Road, Chancheng District, Foshan City, Guangdong Province, China, on Friday, 14 June 2024 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 to speak 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 Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the AGM (i.e. before 2:30 p.m. on Wednesday, 12 June 2024) or any adjournment thereof. 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 and in such event, the form of proxy will be deemed to be so revoked.

23 May 2024

CONTENTS

	<i>Pages</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Proposed Re-election of Directors	4
3. Proposed Re-appointment of Auditor	5
4. Annual General Meeting	5
5. Actions to be Taken	5
6. Closure of the Register of Members	6
7. Voting by Way of Poll	6
8. Recommendation	6
9. Responsibility Statement	6
 Appendix I – Details of Directors Proposed for Re-election	 7
 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, 4th Floor, Winteam Plaza, 6 Kuiqi Second Road, Chancheng District, Foshan City, Guangdong Province, China, on Friday, 14 June 2024 at 2:30 p.m., or any adjournment thereof
“AGM Notice”	means the notice convening the AGM as set out on pages 11 to 12 of this circular
“Articles of Association”	means the articles of association of the Company, as amended or supplemented from time to time
“Board”	means the board of Directors
“CNPGC”	means China National Pharmaceutical Group Co., Ltd. (中國醫藥集團有限公司), a state-owned enterprise established in the PRC
“Companies Ordinance”	means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended or supplemented from time to time
“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)
“Corporate Governance Code”	means the Corporate Governance Code contained in Appendix C1 to the Listing Rules
“Director(s)”	means the director(s) of the Company
“Group”	means the Company and its subsidiaries
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	means 17 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

DEFINITIONS

“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	means the nomination committee of the Board
“PRC”	means the People’s Republic of China, and for the purpose of this circular only excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	means Renminbi, the lawful currency of the PRC
“SFO”	means the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended or supplemented from time to time
“Share(s)”	means share(s) of the Company with no par value
“Shareholder(s)”	means holder(s) of the Share(s)
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“TCM”	means traditional Chinese medicine

LETTER FROM THE BOARD



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)

Executive Director:

Mr. CHEN Yinglong (*Chairman*)

Non-Executive Directors:

Mr. CHENG Xueren

Mr. YANG Wenming

Ms. LI Ru

Mr. YANG Binghua

Mr. WANG Kan

Mr. MENG Qingxin

Registered Office:

Room 1601

Emperor Group Centre

288 Hennessy Road

Wanchai

Hong Kong

Independent Non-Executive Directors:

Mr. XIE Rong

Mr. YU Tze Shan Hailson

Mr. QIN Ling

Mr. LI Weidong

23 May 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITOR
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 the proposals for (i) the re-election of Directors; and (ii) the re-appointment of auditor of the Company.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

The Board currently comprises eleven Directors, of which Mr. CHEN Yinglong is executive Director; Mr. CHENG Xueren, Mr. YANG Wenming, Ms. LI Ru, Mr. YANG Binghua, Mr. WANG Kan and Mr. MENG Qingxin 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.

Pursuant to Article 101 of the Articles of Association, Ms. LI Ru, Mr. YANG Binghua, Mr. XIE Rong and Mr. LI Weidong will retire by rotation at the AGM. The retiring Directors, being eligible, offer themselves for re-election.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors and the independence of all independent non-executive Directors with reference to the nomination principles and criteria set out in the Board Diversity Policy and Director Nomination Policy. The Nomination Committee has recommended to the Board on re-election of all the above-mentioned Directors including the aforesaid independent non-executive Directors who are due to retire at the AGM.

The independent non-executive Directors, Mr. XIE Rong and Mr. LI Weidong, who have offered themselves for re-election at the AGM, have demonstrated their abilities to provide an independent view to the Company's matters during their years of appointment. The Nomination Committee has reviewed the independence of Mr. XIE Rong and Mr. LI Weidong and has formed the view that each of them has met the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines, taking into account, among others, their abilities to exercise independent judgment in relation to the Company's affairs by scrutinising and monitoring the operation of the Board during their tenure of office and their annual confirmation of independence to the Company. In addition, the Board is of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced and objective views on the Company's affairs. The Board is satisfied that notwithstanding that Mr. XIE Rong would have served as an independent non-executive Director for more than nine years as of the Latest Practicable Date (if his re-election is approved by the Shareholders at the AGM), his independence is not affected by his tenure with the Company and his professional knowledge and business experience will continue to offer valuable contributions to the Board, the Company and the Shareholders as a whole.

In proposing Mr. XIE Rong and Mr. LI Weidong to be re-elected as independent non-executive Directors at the AGM, the Board has considered, among other things, the valuable business experience, knowledge and professionalism of Mr. XIE Rong and Mr. LI Weidong, as further described in Appendix I to this circular.

With their unique background, the Board considers that Mr. XIE Rong and Mr. LI Weidong to be highly valued and respected members of the Board, and can contribute to the diversity of the Board, in particular, with Mr. XIE Rong's strong educational background and professional experience in his

LETTER FROM THE BOARD

expertise, including his in-depth knowledge in pharmaceutical industry, accounting, financial affairs, audit, compliance and regulation and with Mr. LI Weidong's law major background and in-depth knowledge in compliance operations of listed company.

Therefore, the Board is of the view that the re-election of Mr. XIE Rong and Mr. LI Weidong as independent non-executive Directors is in the interest of the Company and the Shareholders as a whole and recommends their re-election at the AGM.

In compliance with the requirements of code provisions B.2.3 and F.2.1 of the Corporate Governance Code, a separate resolution will be proposed at the AGM for the re-election of each individual director whether such Director is an executive Director, a non-executive Director or an independent non-executive Director.

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

3. PROPOSED RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint Ernst & Young as the auditor of the Company for the year ending 31 December 2024 and hold the office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration for the ensuing year. Ernst & Young has indicated its willingness to be re-appointed as the auditor of the Company for the said period.

4. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 11 to 12 of this circular to consider and approve the resolutions relating to, inter alia, the re-election of Directors and the re-appointment of auditor of the Company.

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 to speak and vote on your behalf, you are requested to complete the form of proxy and return it to the share registrar of the Company in accordance with the instructions printed thereon not less than 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the AGM (i.e. before 2:30 p.m. on Wednesday, 12 June 2024) or any adjournment thereof. Completion and return 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 Tuesday, 11 June 2024 to Friday, 14 June 2024, 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 Friday, 7 June 2024.

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 auditor of the Company are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders 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

CHEN Yinglong

Chairman

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Ms. LI Ru, aged 44, was appointed to the Board on 18 February 2019. Ms. LI graduated from pharmaceutical preparations at Shenyang Pharmaceutical University in 2001. She was product manager, regional sales manager and divisional sales manager of the narcotics department at China National Medicines Corporation Ltd. (國藥集團藥業股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600511) successively from September 2001 to January 2010; a market manager of Nycomed Pharma AS (奈科明製藥有限公司) from January 2010 to January 2012; the deputy director and director of the risk and operation management department (currently known as risk management department) of China National Pharmaceutical Group Co., Ltd. successively from January 2012 to April 2024; the deputy general manager of China National Pharmaceutical Investment Co., Ltd. since April 2024. Ms. LI also serves as a director of the China Traditional Chinese Medicine Co. Ltd. and Sinopharm Common Wealth Company Limited.

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

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

Ms. LI entered into an appointment letter with the Company for an initial term of three years commencing from 18 February 2019. She accepted and signed a renewed appointment letter with the Company on 18 February 2022, with a term of three years. Ms. LI 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. LI is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on her performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2023, Ms. LI did not receive any director's fees.

Save as disclosed above, Ms. LI is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to her re-election as a Director and any other information in relation to Ms. LI required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. YANG Binghua, aged 43, was appointed to the Board on 24 December 2018. Mr. YANG obtained a bachelor degree in Politics and Administration of Public Administration from China Youth University for Political Sciences in 2004 and obtained a master degree in Public Administration from School of Government of Peking University in 2011. He was previously a staff member, a senior staff member and a principal staff member of the information research office of the State Council State-owned Assets Supervision and Administration Commission ("SASAC") Office, the deputy department head of the second secretarial department, a deputy director of the party committee office, the deputy department head and the department head of the propaganda department of party committee directly under the SASAC from July 2004 to March 2017, during when, Mr. YANG engaged in the basic training programme in Daqing Oilfield production plant No. 2 from April 2010 to March 2011; in the basic training programme of the governmental and enterprises customers division of China Telecom from August 2012 to December 2013; a staff member

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

of the management enhancement group office of SASAC from July 2012 to August 2014. Since March 2017, Mr. YANG has acted as a deputy director, deputy director (in charge of the department), and director of party committee department China National Pharmaceutical Group Co., Ltd successively. Mr. YANG also serves as a director of Chongqing Taiji Industry (Group) Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600129), China Traditional Chinese Medicine Co. Ltd and Sinopharm Common Wealth Company Limited.

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

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

Mr. YANG entered into an appointment letter with the Company for an initial term of three years commencing from 24 December 2018. He accepted and signed a renewed appointment letter with the Company on 24 December 2021, with a term of three years. Mr. YANG 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. YANG 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 2023, Mr. YANG did not receive any director's fees.

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

Mr. XIE Rong, aged 71, was appointed to the Board on 5 February 2013. Mr. XIE obtained a doctorate degree in economics, majoring in accounting from Shanghai University of Finance and Economics, in January 1993. Mr. XIE has over 50 years of working experience. He was the deputy head of the Accounting Department of Shanghai University of Finance and Economics and a partner of KPMG China (Shanghai) from September 1994 to November 1997 and from December 1997 to October 2002 respectively; a professor of the Shanghai National Accounting Institute from October 2002 to November 2017, and the vice president of the Shanghai National Accounting Institute from October 2002 to August 2012. Mr. XIE has been a director of SAIC Motor Corporation Limited (a company listed on the Shanghai Stock Exchange, stock code: 600104) from April 2003 to May 2018 and was its independent director from April 2003 to June 2008. Mr. XIE was an independent non-executive director of each of China Shipping Development Company Limited (a company listed on the Stock Exchange and the Shanghai Stock Exchange, stock code: 01138.HK & 600026.SH), China Eastern Airlines Corporation Limited (a company listed on the Stock Exchange and the Shanghai Stock Exchange, stock code: 00670.HK & 600115.SH), China CITIC Bank Corporation Limited (a company listed on the Stock Exchange and the Shanghai Stock Exchange, stock code: 00998.HK & 601998.SH), Tianjin Capital Environmental Protection Group Company Limited (a company listed on the Stock Exchange and the Shanghai Stock Exchange, stock code: 01065.HK & 600874.SH), Sinopharm Group Co., Ltd. (a company listed on the Stock Exchange, stock code: 01099), Shanghai Baosight Software Co.,

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600845) and China Everbright Bank Company Limited (a company listed on the Stock Exchange and the Shanghai Stock Exchange, stock code: 06818.HK & 601818.SH), Shenwan Hongyuan Group Co., Ltd. (a company listed on the Stock Exchange and the Shenzhen Stock Exchange, stock code: 06806.HK & 000166.SZ), and Shanghai Bairun Investment Holding Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002568) from May 2003 to May 2009, from June 2003 to May 2010, from February 2007 to October 2012, from April 2008 to April 2014, from August 2007 to September 2014, from April 2010 to April 2016, from January 2013 to January 2019, from January 2015 to November 2021 and from June 2015 to November 2021 respectively. Mr. XIE has been an independent director of Baoshan Iron & Steel Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600019) and Shanghai Foreign Service Holding Group Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600662) since June 2018 and September 2021, respectively.

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

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

Mr. XIE entered into an appointment letter with the Company for an initial term of 3 years commencing from 5 February 2019. He accepted and signed a renewed appointment letter with the Company on 5 February 2022, with a term of 3 years. Mr. XIE 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. XIE 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 2023, Mr. XIE has received a director's fee of HK\$250,000 and the special allowance of HK\$60,000 for attending board meeting in person.

Save as disclosed above, Mr. XIE 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 in relation to Mr. XIE required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

Mr. LI Weidong, aged 56, was appointed to the Board on 18 February 2019. Mr. LI graduated from Nanjing University with bachelor's degrees in science and law in 1992 and obtained a doctor of philosophy in law from the City University of Hong Kong in 2004. Mr. LI acted as a professional lawyer of Nanjing Zhongshan Law firm from September 1992 to January 1994 and as a professional lawyer of Jiangsu Jingwei Law Firm from February 1994 to April 1997. Mr. LI is currently a director of Haipai Law Firm (Shenzhen and Hong Kong), an independent non-executive director of Ocean Line Port Development Limited (a company listed on the Stock Exchange, stock code: 8502), an independent director of LUFAX Holding, Ltd. (a company listed on the New York Stock Exchange and Stock Exchange, stock code: LU.NYSE & 06623.HK) and Shenzhen Yan Tian Port Holdings Co., Ltd. (a company listed on Shenzhen Stock Exchange, stock code: 000088).

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

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

Mr. LI entered into an appointment letter with the Company for an initial term of three years commencing from 18 February 2019. He accepted and signed a renewed appointment letter with the Company on 18 February 2022, with a term of three years. Mr. LI 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. LI 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 2023, Mr. LI has received a director's fee of HK\$250,000 and the special allowance of HK\$60,000 for attending board meeting in person.

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

NOTICE OF ANNUAL GENERAL MEETING



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 Friday, 14 June 2024 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 23 May 2024 (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 2023.
2. (a) Each as a separate resolution, to re-elect the following retiring directors of the Company (the “**Director**”):
 - (i) to re-elect Ms. LI Ru as a Director;
 - (ii) to re-elect Mr. YANG Binghua as a Director;
 - (iii) to re-elect Mr. XIE Rong as a Director; and
 - (iv) to re-elect Mr. LI Weidong as a Director.
- (b) To authorize the board of directors of the Company (the “**Board**”) to fix the Directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint Ernst & Young as the auditor of the Company and authorize the Board to fix its remuneration.

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

Hong Kong, 23 May 2024

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 notorially 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 Wednesday, 12 June 2024) or any adjournment thereof.
3. To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024, 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 Friday, 7 June 2024.
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 2 to 3 set out in the notice, the Circular giving details of the proposed re-election of Directors and the proposed re-appointment of the Company's auditor will be sent to the Shareholders on 23 May 2024. 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.
6. As at the date of this notice, the Board comprises eleven Directors, of which Mr. CHEN Yinglong is executive Director; Mr. CHENG Xueren, Mr. YANG Wenming, Ms. LI Ru, Mr. YANG Binghua, Mr. WANG Kan and Mr. MENG Qingxin 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.