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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)

CHANGE OF DIRECTORS AND PRESIDENT

RESIGNATION OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of China Traditional Chinese Medicine Holdings Co. Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that the Board resolved on 27 September 2024 that due to change of his work arrangement, Mr. CHEN Yinglong (“**Mr. CHEN**”) ceased to serve as the executive Director and chairman of the Board with immediate effect. Mr. CHEN has also ceased to serve as chairman of each of the nomination committee (the “**Nomination Committee**”) and the strategic committee (the “**Strategic Committee**”) of the Board upon his resignation as an executive Director, and ceased to be the acting president (i.e. the general manager).

Mr. CHEN has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Mr. CHEN diligently and faithfully performed his duties during his tenure of service. The Board would like to express its sincere gratitude to Mr. CHEN for his valuable contribution to the reform, innovation and development of the Group.

APPOINTMENTS OF EXECUTIVE DIRECTORS

The Board hereby announces that Mr. YANG Jun (“**Mr. YANG**”) and Mr. LI Hongjian (“**Mr. LI**”) have been appointed as executive Directors, with effect from 27 September 2024. Mr. YANG and Mr. LI will individually enter into an employment agreement with the Company in relation to their appointments with effect from 27 September 2024, which shall automatically be effective hereafter. They shall hold office only until the first annual general meeting of the Company after their appointments and shall then be eligible for re-election. Thereafter, Mr. YANG and Mr. LI are subject to retirement by rotation and re-election in accordance with the articles of association of the Company. The aggregate remuneration of Mr. YANG and Mr. LI will be determined by the remuneration and evaluation committee of the Board in accordance with reference to their duties, market rate and their time, effort, expertise and responsibilities to be exercised on the Group’s affairs and with the Company’s remuneration policy. Currently, according to the Company’s remuneration policy, Mr. YANG and Mr. LI will receive remuneration based on the performance appraisal, incentive measures and annual salary standard settlement.

The biography details of Mr. YANG and Mr. LI are set out as below:

Mr. YANG Jun, aged 58, has been appointed to the Board since 27 September 2024. Mr. YANG graduated from Beijing Normal University with a bachelor degree majoring in education management in July 1989, and completed study in economic management in the in-service postgraduate class of the Graduate School of The Party School of the Communist Party of China Central Committee in July 2001. Mr. YANG has a senior marketing qualification certificate. Mr. YANG successively served as a secretary of the office, deputy director of the supply and marketing department, manager of the comprehensive planning department, deputy manager of the preparation department, traditional Chinese medicine department (concurrently) and the operating business headquarters of China Pharmaceutical Industry Corporation from July 1989 to May 2005; served as municipal marketing director and hospital manager (concurrently) of China Pharmaceutical Industry Company Limited from May 2005 to June 2006; successively served as deputy director and director of the operation management department and director of the international cooperation department of China National Pharmaceutical Group Corporation (中國醫藥集團總公司) (currently known as China National Pharmaceutical Group Co., Ltd.) from June 2006 to March 2014; served as the secretary of the discipline inspection commission of Sinopharm Group Co. Ltd. (listed on the Stock Exchange, stock code: 01099) from March 2014 to January 2018; served as the president, deputy secretary of the Party Committee and a director of Shyndec Pharmaceutical Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600420) from January 2018 to July 2020; served as deputy secretary of the Party Committee (chief) of China Sinopharm International Corporation from July 2020 to June 2022; successively served as the secretary of the Party Committee, deputy general manager and chairman (legal representative) of Sinopharm Healthcare Industry Co., Ltd. from June 2022 to September 2024. Mr. YANG is currently also the secretary of the Party Committee of the Company and the chairman and general manager (legal representative) of China National Traditional Chinese Medicine Co., Ltd.

Mr. LI Hongjian, aged 38, has been appointed to the Board since 27 September 2024. Mr. LI graduated from Sun Yat-sen University with a bachelor degree majoring in business administration (human resources management) in July 2008 and completed MBA postgraduate study in Sun Yat-sen University in July 2014. Mr. LI has senior economist and management consultant certificates. Mr. LI was an assistant of human resource department of Foshan Water Industry Group Co., Ltd. (佛山市水業集團有限公司) from July 2008 to September 2011; successively served as chief assistant and manager of human resource department of Guangzhou Southern Investment Group Co., Ltd. under China Southern Power Grid from September 2011 to November 2016; served as general manager of personnel administration of Guangzhou Electric Power Construction Co., Ltd. under China Southern Power Grid from November 2016 to March 2018; successively served as deputy director and director of human resource department of the Company and secretary of the third branch Party Committee of the headquarter of the Company from April 2018 to June 2021; successively served as interim deputy secretary of the Party Committee, interim secretary of the Discipline Inspection Commission (temporary position), interim secretary of the Discipline Inspection Commission, general manager of data operation center and general manager of strategy and data operation center of Chongqing Taiji Industry (Group) Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600129) from June 2021 to September 2024; served as an executive director of Chongqing Medicines & Health Products Import & Export Co., Ltd. (currently known as Chongqing Taiji International Healthcare Industry Co., Ltd.) from August 2022 to September 2024. Mr. LI is currently also the deputy secretary of the Party Committee of the Company.

Save as disclosed above, Mr. YANG and Mr. LI (i) do not hold any other position within the Group; (ii) have not held directorships in any other listed companies in the past three years; (iii) have not held any other major appointments and professional qualifications; and (iv) do not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company (as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)).

As at the date of this announcement, Mr. YANG and Mr. LI do not have any interest in the shares, underlying shares or debentures of the Company and/or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters concerning Mr. YANG and Mr. LI that need to be brought to the attention of the shareholders of the Company, nor is there any information relating to Mr. YANG and Mr. LI that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

ELECTION OF THE CHAIRMAN OF THE BOARD

The Board hereby announces that the Board has elected Mr. YANG as the chairman of the Board, with effect from 27 September 2024.

APPOINTMENT OF THE PRESIDENT (I.E. THE GENERAL MANAGER) OF THE COMPANY

The Board hereby announces that Mr. LI has been appointed as the president (i.e. the general manager) of the Company, with effect from 27 September 2024.

CHANGE IN COMPOSITION OF THE NOMINATION COMMITTEE AND THE STRATEGIC COMMITTEE

The Board hereby announces that Mr. YANG has been appointed as the chairman of each of the Nomination Committee and the Strategic Committee and Mr. LI as a member of each of the Nomination Committee and the Strategic Committee, Mr. YANG Binghua, a non-executive Director, has been appointed as a member of the Nomination Committee, and Mr. CHENG Xueren and Mr. YANG Wenming, both as non-executive Directors, have ceased to serve as members of the Nomination Committee, with effect from 27 September 2024.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board further announces that Mr. CHEN has ceased to act as an authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Listing Rules following his resignation, and Mr. YANG has been appointed as the Authorised Representative with effect from 27 September 2024.

TAKEOVERS CODE IMPLICATIONS

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 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, capitalised terms used in this sub-section shall have the same meanings as those defined in the Joint Announcement.

Pursuant to Rule 7 of the Takeovers Code, once a bona fide offer has been communicated to the board of the offeree company or the board of the offeree company has reason to believe that a bona fide offer is imminent, except with the consent of the Executive, the resignation of any directors of an offeree company should not take effect until after the publication of the closing announcement on the first closing date of the offer, or the publication of the announcement that the offer has become or been declared unconditional, whichever is later.

Pursuant to Rule 26.4 of the Takeovers Code, except with the consent of the Executive, no nominee of an offeror or persons acting in concert with it may be appointed to the board of the offeree company or any of its subsidiaries, until the offer document has been posted.

The Company has applied to the Executive for its consent to the resignation of Mr. CHEN as a Director and the appointments of Mr. YANG and Mr. LI as Directors with effect from the date of the approval of such resignation and appointments by the Board, i.e. the date of this announcement, pursuant to Rules 7 and 26.4 of the Takeovers Code, respectively, and the Executive has granted the consent.

By Order of the Board
China Traditional Chinese Medicine Holdings Co. Limited
ZHAO Dongji
Joint Company Secretary

Hong Kong, 27 September 2024

As at the date of this announcement, the Board comprises twelve Directors, of which Mr. YANG Jun and Mr. LI Hongjian are executive Directors; Mr. YANG Binghua, Mr. WANG Kan, Mr. MENG Qingxin, Ms. LI Ru, Mr. YANG Wenming and Mr. CHENG Xueren 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.

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