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If you have sold or transferred all your shares in **Tong Ren Tang Technologies Co. Ltd.**, you should at once hand this circular and the accompanying form of proxy and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



Tong Ren Tang Technologies Co. Ltd.

北京同仁堂科技發展股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 1666)

**PROPOSED APPOINTMENT OF NEW DIRECTOR
PROPOSED ADOPTION OF THE RULES OF PROCEDURES
GENERAL MANDATE TO ISSUE NEW SHARES
AND
NOTICE OF AGM**

A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the AGM to be held at No.52 Dong Xing Long Street, Dong Cheng District, Beijing, the PRC at 9:30 a.m. on Tuesday, 11 June 2019, is set out on pages 39 to 43 of this circular.

If you intend to appoint a proxy to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, and deposit it with, (i) for holders of H Shares, Hong Kong Registrars Ltd., the H Share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and (ii) for holders of Domestic Shares, the office of the Company, at No.20, Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

12 April 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	means the 2018 annual general meeting of the Company to be convened at No.52 Dong Xing Long Street, Dong Cheng District, Beijing, the PRC at 9:30 a.m. on Tuesday, 11 June 2019
“Articles of Association”	means the articles of association of the Company
“Board”	means the board of Directors
“Company”	means Tong Ren Tang Technologies Co. Ltd. (北京同仁堂科技發展股份有限公司), a joint stock company incorporated in the PRC with limited liability and the H shares of which are listed on the main board of the Hong Kong Stock Exchange
“Controlling Shareholder”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	means the director(s) of the Company
“Domestic Share(s)”	means the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/ are subscribed for in RMB
“General Mandate”	means the general mandate to issue new shares to be granted to the Board at the AGM
“Group”	means the Company and its subsidiaries
“H Share(s)”	means the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/ are listed on the main board of the Hong Kong Stock Exchange and subscribed for in Hong Kong dollars
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	means the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)
“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	means 1 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“PRC”	means the People’s Republic of China
“Relevant Period”	means the period from the passing of this resolution until whichever is the earlier of: (i) the conclusion of the next annual general meeting of the Company; (ii) the revocation or variation of the authority given to the Board under this resolution by passing of a special resolution of the Company at a general meeting
“Rights Issue”	means an offer of shares open for a period fixed by the Board to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly
“RMB”	means Renminbi, the lawful currency of the PRC
“Rules of Procedures”	means (i) Rules of Procedures of Shareholders’ General Meetings of Tong Ren Tang Technologies Co. Ltd.; (ii) Rules of Procedures of the Board of Directors of Tong Ren Tang Technologies Co. Ltd.; and (iii) Rules of Procedures of the Supervisory Committee of Tong Ren Tang Technologies Co. Ltd.
“SFO”	means the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	means the share(s) of the Company, including Domestic Shares and H Shares, unless specified otherwise
“Shareholder(s)”	means the shareholder(s) of the Company
“Supervisor(s)”	means the supervisor(s) of the Company



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北京同仁堂科技發展股份有限公司

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(Stock code: 1666)

Executive Directors:

Mr. Gao Zhen Kun
Mr. Huang Ning
Mr. Wu Le Jun
Ms. Wu Qian
Mr. Wang Yu Wei
Ms. Fang Jia Zhi

Independent Non-executive Directors:

Mr. Ting Leung Huel, Stephen
Ms. Chan Ching Har, Eliza
Mr. Zhan Yuan Jing

To the Shareholders

Dear Sir or Madam,

Registered Office:

No.16 Tongji Beilu,
Beijing Economic and
Technology Development Zone,
Beijing, the PRC

Office and Mailing Address:

No.20 Nansanhuan Zhonglu,
Fengtai District,
Beijing, the PRC

**PROPOSED APPOINTMENT OF NEW DIRECTOR
PROPOSED ADOPTION OF THE RULES OF PROCEDURES
GENERAL MANDATE TO ISSUE NEW SHARES
AND
NOTICE OF AGM**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 19 March 2019 in relation to the resignation of Director and proposed appointment of new Director.

The purpose of this circular is to provide you with, among other things, (i) details of proposed appointment of new Director; (ii) details of proposed adoption of the Rules of Procedures; (iii) General Mandate to issue new Shares; and (iv) a notice convening the AGM.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF NEW DIRECTOR

Reference is made to the announcement of the Company dated 19 March 2019. On 19 March 2019, Mr. Gao Zhen Kun has tendered his resignation from the positions as an executive Director, the chairman of the Board, the chairman of the Nomination Committee and the member of the Remuneration Committee due to work changes. The resignation of Mr. Gao Zhen Kun will take effect upon the new executive Director being appointed by the Shareholders at the AGM. Mr. Gao Zhen Kun 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 and creditors of the Company.

The Board further announces that, on 19 March 2019, the Board proposed to appoint Mr. Gu Hai Ou as an executive Director. In accordance with the Articles of Association, the proposed appointment is subject to the approval by the Shareholders at the AGM. Mr. Gu Hai Ou's term of office will take effect from the date of approval of the appointment by the Shareholders at the AGM and until the expiration of the term of the current session of the Board.

Biographical details of Mr. Gu Hai Ou are as follows.

Mr. Gu Hai Ou, aged 53, is a licensed pharmacist and a senior engineer with a master's degree in medical science. He was formerly the director of the Company, the vice general manager, the chief engineer, the chairman and director of the Board of Beijing Tong Ren Tang Company Limited. Mr. Gu Hai Ou is currently the vice general manager of China Beijing Tong Ren Tang Group Co., Ltd..

Save as disclosed above and as at the Latest Practicable Date, Mr. Gu Hai Ou does not have any relationships with any Directors, senior management, substantial or controlling Shareholder(s) of the Company, or holds any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Gu Hai Ou does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Upon due appointment as an executive Director, Mr. Gu Hai Ou will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the expiration of the term of the current session of the Board, and Mr. Gu Hai Ou will be subject to re-election upon the expiry of his term of office. Mr. Gu Hai Ou's remuneration as executive Director will be determined by the Board according to the authorisation to be granted by the Shareholders at the AGM.

As at the Latest Practicable Date, save as disclosed above, the Board is not aware of any other matters in relation to Mr. Gu Hai Ou's appointment as an executive Director that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

LETTER FROM THE BOARD

3. PROPOSED ADOPTION OF THE RULES OF PROCEDURES

In order to improve and standardize the meeting and decision-making procedures of the shareholders' general meetings, the Board of Directors and the Supervisory Committee of the Company and ensure the normal order, efficiency and decision-making level of meetings, the Company formulated and proposed to adopt (i) Rules of Procedures of Shareholders' General Meetings of Tong Ren Tang Technologies Co. Ltd.; (ii) Rules of Procedures of the Board of Directors of Tong Ren Tang Technologies Co. Ltd.; and (iii) Rules of Procedures of the Supervisory Committee of Tong Ren Tang Technologies Co. Ltd. according to the relevant laws and regulations and the Articles of Association. Details of each of the Rules of Procedures are set out in Appendix I, Appendix II and Appendix III in this circular, respectively.

4. GENERAL MANDATE TO ISSUE NEW SHARES

To ensure flexibility and discretion to the Board to issue new Shares when it becomes desirable, the Company proposed to grant the General Mandate to the Board to issue, allot and otherwise deal with (1) additional Domestic Shares up to the limit of 20% of the total number of the Domestic Shares; and (2) additional H Shares up to the limit of 20% of the total number of the H Shares, and authorized the Board to make corresponding amendments to the Articles of Association at their discretion, to reflect the new share capital structure after allotment and issuance of the Shares:

- (i) subject to the aforesaid and in accordance with the relevant requirements of the Hong Kong Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and H Shares and to make or grant offers, agreements, options and rights of exchange or conversion of shares which might require the exercise of such powers be hereby generally and unconditionally approved;
- (ii) the approval shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion of shares which might require the exercise of such powers after the end of the Relevant Period; and
- (iii) each of the aggregate nominal amounts of the Domestic Shares and the H Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted shall not exceed 20% of each of the aggregate nominal amounts of the Domestic Shares and the H Shares of the Company, respectively, in issue at the date of passing this resolution, otherwise pursuant to (a) a Rights Issue; or (b) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company, in accordance with the relevant requirements of the Hong Kong Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC.

LETTER FROM THE BOARD

The Board was authorized to make corresponding amendments to the Articles of Association at their discretion, to reflect the new share capital structure after allotment and issuance of the Shares.

5. AGM

A notice convening the AGM to be held at No.52 Dong Xing Long Street, Dong Cheng District, Beijing, the PRC at 9:30 a.m. on Tuesday, 11 June 2019, is set out on pages 39 to 43 of this circular.

Votes on the resolutions to be proposed at the AGM shall be taken by way of poll. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no connected person of the Company, Shareholder or their respective associate has material interests in the resolutions and is required to abstain from voting on the relevant resolutions at the AGM.

If you intend to appoint a proxy to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, and deposit it with, (i) for holders of H Shares, Hong Kong Registrars Ltd., the H share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong; and (ii) for holders of Domestic Shares, the office of the Company, at No.20, Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

The register of members of the Company will be closed from Sunday, 12 May 2019 to Tuesday, 11 June 2019 (both days inclusive), during which time no transfer of Shares will be registered. Holders of H shares whose names appear on the register of the Company maintained by Hong Kong Registrars Ltd., the H share registrar and transfer office of the Company in Hong Kong, and holders of domestic shares whose names appear on the register of the Company on Sunday, 12 May 2019 shall be entitled to attend the AGM. In order to be qualified for attending and voting at the AGM, all transfer documents of the holders of H Shares together with the relevant share certificate must be lodged with Hong Kong Registrars Ltd., the Company's H share registrar and transfer office in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 10 May 2019.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors believe that the resolutions in respect of (i) the proposed appointment of new Director; (ii) the proposed adoption of the Rules of Procedures; and (iii) the proposed General Mandate to issue new Shares are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

By order of the Board
Tong Ren Tang Technologies Co. Ltd.
Gao Zhen Kun
Chairman

Beijing, the PRC
12 April 2019

The Rules of Procedures of Shareholders' General Meetings is written in Chinese and the English version set out in Appendix I in this circular is not an official translation. The translation into English is for reference only. In case of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

The Rules of Procedure of Shareholders' General Meetings is as follows:

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to ensure the normal order and efficiency of the shareholders' general meeting of Tong Ren Tang Technologies Co. Ltd. (the "**Company**"), improve the Company's governance level and work efficiency, and safeguard the legitimate rights and interests of shareholders, the Rules of Procedures of Shareholders' General Meetings of Tong Ren Tang Technologies Co. Ltd. (the "**Rules**") is formulated according to the Company Law of the People's Republic of China ("**Company Law**"), Securities Law of the People's Republic of China, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the articles of association of Tong Ren Tang Technologies Co. Ltd. (the "**Articles of Association**") and other relevant laws, regulations and normative documents.

Article 2 The shareholders' general meeting of the Company is comprised of all shareholders of the Company. The shareholders' general meeting is the highest authority of the Company.

The Company shall hold shareholders' general meeting strictly in accordance with the laws, administrative regulations, the Articles of Association and the Rules so as to ensure shareholders being able to lawfully exercise their rights. The board of directors of the Company (the "**Board**") shall duly perform its duties and organize shareholders' general meetings as scheduled.

All the directors of the Company shall be diligent and responsible so as to ensure that shareholders' general meetings are held normally and exercise their functions on a legal basis.

CHAPTER 2 SHAREHOLDERS' RIGHTS AND OBLIGATIONS

Article 3 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of members.

A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class of shares he/she holds. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.

Article 4 The shareholders of the Company shall be entitled to the following rights:

- (1) the right to dividends and other distributions in proportion to the number of shares held;
- (2) the right to attend or appoint a proxy to attend general meetings and to exercise the voting right;
- (3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;
- (4) the right to transfer shares in accordance with the laws, administrative regulations and provisions of the Articles of Association;
- (5) the right to obtain relevant information in accordance with the provisions of the Articles of Association;
- (6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;
- (7) the Company may not exercise any power to freeze or otherwise infringe the rights carried by any share held by any person who enjoys interests directly or indirectly merely for the reason that he/she has not disclosed his/her interests to the Company;
- (8) other rights conferred by laws, administrative regulations and the Articles of Association.

Article 5 The shareholders of the Company shall assume the following obligations:

- (1) to comply with the Articles of Association;
- (2) to pay subscription monies according to the number of shares subscribed and the method of subscription;
- (3) other obligations imposed by laws, administrative regulations and the Articles of Association.

Shareholders are not obliged to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.

CHAPTER 3 AUTHORITY OF SHAREHOLDERS' GENERAL MEETINGS

Article 6 The shareholders' general meeting is the authority of the Company and shall exercise its duties and powers in accordance with laws.

Article 7 The shareholders' general meeting may exercise the following duties and powers:

- (1) to decide on the operation policies and investment plans of the Company;
- (2) to elect and replace directors and decide on matters relating to the remuneration of directors;
- (3) to elect and replace the supervisors who are representatives of shareholders and decide on matters relating to the remuneration of such supervisors;
- (4) to consider and approve reports of the Board;
- (5) to consider and approve reports of the supervisory committee;
- (6) to consider and approve the annual budgets and final account proposals of the Company;
- (7) to consider and approve the profit distribution plans and loss recovery plans of the Company;
- (8) to make resolutions on increase or reduction in the registered capital of the Company;
- (9) to make resolutions on matters such as merger, division, dissolution and liquidation of the Company;
- (10) to make resolutions on the issuance of bonds of the Company;
- (11) to make resolutions on the appointment, dismissal or non-reappointment of external auditors by the Company;
- (12) to amend the Articles of Association;
- (13) to consider the motions submitted by shareholders holding 5% or more of the voting shares of the Company;
- (14) other matters to be resolved by the shareholders' general meetings as required by laws, administrative regulations and the Articles of Association.

CHAPTER 4 CONVENING PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS

Section 1 Convening of Shareholders' General Meetings

Article 8 Shareholders' general meetings shall include annual general meetings and extraordinary general meetings. A general meeting shall be convened by the Board. The annual general meetings shall be held once every year within six months after the end of the previous fiscal year.

The Board shall hold an extraordinary general meeting within two months upon the occurrence of any of the following circumstances:

- (1) the number of directors is below the required number as prescribed by the Company Law or less than two-thirds of the required number of the Articles of Association;
- (2) the uncovered losses are in excess of one-third of the total share capital of the Company;
- (3) shareholders holding 10% or more of the Company's issued shares with voting rights request in writing to hold an extraordinary general meeting;
- (4) the Board considers it necessary or the supervisory committee proposes to convene such a meeting.

Article 9 To convene a general meeting, the Company shall issue a written notice of the meeting forty-five days prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the shareholders' general meeting shall, within twenty days prior to the meeting, serve a written reply on attending the meeting to the Company.

Article 10 When the Company convenes an annual general meeting, shareholder(s) holding 5% or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place proposed motions on the agenda for the meeting to the extent that such matters fall within the terms of reference of the general meetings.

Article 11 The Company shall, based on the written replies received twenty days prior to the general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. In the event that the number of voting shares represented by the shareholders who intend to attend the meeting reaches more than half of the total number of the voting shares of the Company, the Company may hold the general meeting; otherwise the Company shall within five days notify the shareholders once again by way of announcement of the matters to be considered at the meeting as well as the date and the venue of the meeting, and once a notice is made by announcement, the Company may hold the general meeting.

An extraordinary general meeting shall not decide on any matter that is not stated in the notice of the meeting.

Section 2 Notice of Shareholders' General Meetings

Article 12 Notice of shareholders' general meetings refers to notice, circular and documents relating to meeting.

Article 13 A notice of the general meeting shall meet the following requirements:

- (1) it shall be given in writing;
- (2) it shall specify the venue, date and time of the meeting;
- (3) it shall state the matters to be considered at the meeting;
- (4) it shall provide shareholders with required information and explanations to enable the shareholders to make sensible decisions on the matters considered. This policy shall include (but not limited to) the provision of specific conditions and contracts (if any) for a contemplated transaction at the time when the Company proposes a merger, buyback of shares, reorganization of share capital or other restructuring, as well as reasonable explanation for the causes and consequences thereof;
- (5) in the event that any of the directors, supervisors, managers or other senior management has material interests in the matters to be considered, the nature and extent of such interests at stake shall be disclosed. In the event that the impact of the matters to be considered on the directors, supervisors, managers and other senior management as shareholders is different from that on the other shareholders of the same class, the difference shall be explained;
- (6) it shall contain the full text of any special resolution to be proposed at the meeting;
- (7) it shall explain in clear text that a shareholder entitled to attend and vote at such meeting has the right to appoint one or more proxies to attend and vote at such meeting on his/her behalf. A proxy need not be a shareholder;
- (8) it shall specify the time and place for lodging proxy forms for the relevant meeting.

Article 14 The notice, documents or explanatory statement of general meeting shall be served to the shareholders and delivered by any of the following means:

- (1) by personal delivery or by mail to the registered address of each of such holders of overseas foreign listed shares;
- (2) by posting on the Company's website or the website designated by the stock exchange where shares of the Company are listed according to applicable laws, administrative regulations and the relevant listing rules;

- (3) by any other means acceptable to the stock exchange where shares of the Company are listed.

For domestic shareholders, the notice of general meeting may also be issued by means of announcement. Once the announcement is made, it shall be considered that all shareholders of domestic shares have been notified about the general meeting.

Article 15 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.

Section 3 Registration for Attending the Shareholders' General Meetings and Proxies

Article 16 The following documents shall be provided for on-site registration for attending the shareholders' general meetings:

- (i) Non-natural individual shareholder: a copy of the business license, legal representative certificate and identity card. If the legal representative of a legal person shareholder appoints a proxy to attend the meeting, the written power of attorney issued by the legal representative and the identity card of the attendee shall be present.
- (ii) Individual shareholder: the identity card of the attendee. If a proxy is appointed, a copy of the identity card of the shareholder, the power of attorney and the identity card of the proxy shall be provided.

Article 17 A proxy must be appointed in writing and the appointing instrument must be signed by the shareholder or his/her attorney duly authorized in writing and, if the shareholder is a corporate, be affixed with the common seal or signed by its director or attorney duly authorized.

Article 18 Proxy forms shall be lodged at the domicile of the Company or other places specified in the notice of meeting 24 hours before the relevant meeting for voting according to the proxy form, or 24 hours before the designated time of voting. If the proxy form is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization documents authorized to be signed shall be notarized.

A notarially certified copy of that power of attorney or other authorization documents, together with the proxy form, shall be deposited at the domicile of the Company or other places specified in the notice of meeting.

Where the authorizing person is a legal person, its legal representative or other persons authorized by the resolutions of the Board or other decision-making organ to act as its representatives may attend the general meeting of the Company as a representative of the authorizing person.

Article 19 Should the authorizing person pass away, become incapacitated, withdraw the authorization of proxies, withdraw the authorization to sign the authorization letter or the relevant shares have been transferred before voting, as long as the Company has not received written notification on the above-mentioned issues prior to the meeting, votes cast by their proxies according to the power of attorney remain effective.

CHAPTER 5 PROCEEDING PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS

Section 1 Proposal at Shareholders' General Meetings

Article 20 Proposals put forward at the shareholders' general meeting shall be specific and in relation to the matters to be discussed at the shareholders' general meeting. The shareholders' general meeting shall resolve on specific proposals.

Article 21 The proposals put forward at the shareholders' general meeting shall meet the following conditions:

- (1) The content of the proposals shall be in compliance with the laws, administrative regulations and the Articles of Association and shall fall within the terms of reference of the shareholders' general meeting;
- (2) The theme of the proposal shall be clear and specific;
- (3) The proposal shall be submitted in writing.

Article 22 The convener(s) shall set out the matters to be discussed and considered at the shareholders' general meeting in the notice of such a shareholders' general meeting. If it is required to alter matters involved in the resolutions of the previous shareholders' general meeting, the contents of the proposal shall be complete and not only include the contents of the changes.

Section 2 Meeting Procedures of Shareholders' General Meetings

Article 23 A shareholders' general meeting shall be conducted in the following order:

- (1) The host announces the opening of the shareholder's general meeting and report the number of shareholder representatives present at the meeting, the number of shares represented and the proportion in the total share capital;
- (2) Generally, the scrutineer is the institution which is appointed by the Company and is qualified to provide the scrutiny service;
- (3) The proposals of the shareholders' general meeting are reviewed and considered one by one and the present shareholders are given time to discuss the proposals at the meeting;
- (4) Shareholders attending vote at the meeting;
- (5) Staff of the meeting collect the votes and counts the votes under the supervision of the scrutineer.
- (6) The host announces the resolution of the shareholders' general meeting;
- (7) The host announces the closing of the shareholders' general meeting.

- Article 24** The general meeting shall be convened and presided by the chairman of the Board; where the chairman of the Board is unable to attend the meeting, it shall be convened and presided by the vice chairman of the Board; where both chairman and vice chairman of the Board are unable to attend the meeting, the Board may appoint a director to convene, preside the meeting and act as chairman; where chairman of the meeting is not appointed, the shareholders attending the meeting may elect one person to preside as chairman of the meeting; where the shareholders fail to elect chairman of the meeting for any reason, the shareholder (including the proxy) attending the meeting and holding the largest number of shares carrying voting rights shall preside as chairman of the meeting.
- Article 25** The chairman of the meeting shall determine whether or not a resolution of the shareholders' general meeting shall be passed, which shall be final and conclusive and shall be announced at the meeting and recorded in the minutes.
- Article 26** In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, and the chairman of the meeting shall have the votes counted immediately.
- Article 27** In the event that the votes are counted at the shareholders' general meeting, the counting results shall be recorded in the minutes of the meeting.
- Article 28** The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meeting shall be kept at the domicile of the Company.

Section 3 Convening Procedures of Extraordinary General Meetings or Class Meetings

- Article 29** An extraordinary general meeting or class meeting shall be convened by the shareholders in accordance with the following procedures:
- (1) Two or more shareholders who in aggregate holding 10% or more of the shares with voting power at such meeting may sign one or more written request in the same format and content to the Board for the convening of the extraordinary general meeting or class meeting and clarify the agenda of such meeting. Upon the receipt of such request, the Board shall convene the extraordinary general meeting or class meeting as soon as possible. The number of shares held as mentioned above shall be based on the date of the submission of the request of the shareholders;
 - (2) If the Board has failed to issue the notice of meeting within 30 days of the submission of such written request, the shareholders submitting such request may convene such meeting on their own within four months after the receipt by the Board of such request, and the rules of procedures of such meeting shall be substantially the same as those of the of shareholders' general meetings convened by the Board.

The cost incurred by the shareholders as a result of the failure of the Board to convene such meeting as requested above shall be borne by the Company and deducted from the amount payable to directors who neglect their duties.

Section 4 Voting and Resolution of Shareholders' General Meetings

Article 30 The resolutions of the general meeting shall be classified as ordinary resolutions and special resolutions.

Ordinary resolutions put forward in the general meeting shall be passed by one-half of the shareholders (including their proxies) with voting rights attending the meeting.

Special resolutions put forward in the general meeting shall be adopted by not less than two-thirds of the shareholders (including their proxies) with voting rights attending the meeting.

A shareholder (including proxy) when voting at a shareholders' general meeting may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote.

Article 31 A poll demanded on such matters as the election of chairman or the termination of the meeting shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be deemed to be a resolution of that meeting.

Article 32 On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes for or against in the same way.

If any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 33 In the case of an equality of votes, whether it is by show of hands or a poll, the chairman of the meeting shall be entitled to an additional vote.

Article 34 The following matters shall be approved by ordinary resolutions of a shareholders' general meeting:

- (1) work reports of the Board and the supervisory committee;
- (2) plans formulated by the Board for profit distribution and making up losses;
- (3) removal of the members of the Board and the members of the supervisory committee, and determination of their emoluments and method of payment;
- (4) annual financial budgets, audited accounts, balance sheets and profit and loss accounts and other financial statements of the Company;
- (5) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws and administrative regulations or the Articles of Association.

Article 35 The following matters shall be approved by special resolutions of a shareholders' general meeting:

- (1) increase or decrease of registered capital and issuance of shares of any class, warrants and other similar securities of the Company;
- (2) issuance of debentures of the Company;
- (3) division, merger, dissolution and liquidation of the Company;
- (4) amendments to the Articles of Association;
- (5) any other matters considered by the shareholders' general meeting, by way of an ordinary resolution, which have a substantial impact on the Company and require approval by a special resolution.

Section 5 Special Procedures for Voting by a Class of Shareholders

- Article 36** Shareholders holding different classes of shares shall be class shareholders.
- Article 37** Class shareholders shall be entitled to the rights and assume obligations pursuant to the provisions of the law, administrative regulations and the Articles of Association.
- Article 38** Any variation or abrogation of the rights of any class of shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a general meeting and approval by the affected shareholders of that class meeting.
- Article 39** The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a certain class:
- (1) to increase or decrease the number of shares of a particular class, or increase or decrease the number of shares of another class having rights on voting, distribution or other privileges equal or superior to those of the shares of such class;
 - (2) to effect an exchange of all or part of shares of such class into shares of other classes, or to effect an exchange or grant a right of exchange of all or part of the shares of other classes into shares of such class;
 - (3) to remove or reduce the rights to accrued dividends or cumulative dividends attached to shares of such class;
 - (4) to reduce or remove the rights to a dividend preference or a liquidation preference to distribution of property attached to shares of such class;
 - (5) to add, remove or reduce the rights to conversion, options, voting, transfer, pre-emptive rights to placement and acquire securities of the Company attached to shares of such class;
 - (6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;
 - (7) to create a new class of shares having rights on voting, distribution or other privileges equal or superior to those of the shares of such class;
 - (8) to restrict the transfer or ownership of the shares of such class or increase such restrictions;
 - (9) to issue subscription rights or share conversion rights for shares of such class or other classes;

(10) to increase the rights and privileges of shares of other classes;

(11) to restructure the Company where the proposed restructuring scheme will result in different classes of shareholders bearing a disproportionate burden of obligations of such restructuring;

(12) to vary or abrogate the terms provided in this chapter.

Article 40 A resolution of the class meeting shall be passed by shareholders present in the meeting representing not less than two-thirds of voting rights.

Article 41 Written notice of a class meeting convened by the Company shall be dispatched forty five (45) days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention twenty (20) days prior to the date of the meeting.

If the number of voting shares at such meeting held by shareholders who intend to attend such meeting reaches not less than one-half of the total number of voting shares at such meeting, the Company may hold such class meeting; if this cannot be attained, the Company shall further notify the shareholders by way of announcement within five (5) days thereof specifying the matters to be considered and the date and place of the meeting. After such announcement has been given, the Company may then hold the class meeting.

Article 42 Notices of the class meeting only need to be served on shareholders entitled to vote thereat.

The procedures for holding the class meeting shall be similar to those for holding the general meeting as far as possible, and the provisions in the Articles of Association relating to the procedures for a general meeting shall apply to the class meeting.

Article 43 Save for shareholders of shares of other classes, the holders of promoters' shares and holders of overseas-listed foreign shares are deemed to be different classes of shareholders.

The special procedures for voting by class shareholders shall not apply in the following circumstances: (1)where the Company issues, upon approval by a special resolution at a general meeting, domestic shares and overseas-listed foreign shares once every twelve (12) months, either separately or concurrently, and the respective numbers of domestic shares and overseas-listed foreign shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas-listed foreign shares; (2)where the Company's plan to issue domestic shares and overseas listed foreign shares at the time of incorporation is carried out within fifteen (15) months from the date of approval by China Securities Regulatory Commission.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 44 Any matters not covered by the Rules shall be implemented in accordance with the provisions of the relevant laws and regulations of the People's Republic of China and the Articles of Association.

The Rules of Procedures of the Board of Directors is written in Chinese and the English version set out in Appendix II in this circular is not an official translation. The translation into English is for reference only. In case of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

The Rules of Procedures of the Board of Directors is as follows:

CHAPTER 1 GENERAL PROVISIONS

- Article 1** In order to improve and standardize the meeting and decision-making procedures of the board of directors (the “**Directors**”) (the “**Board**”) of Tong Ren Tang Technologies Co. Ltd. (the “**Company**”), improve the efficiency and standard of decision-making of the Board, and give full play to the role of the Board as the decision-making center for operations. The Rules of Procedures of the Board of Directors of Tong Ren Tang Technologies Co. Ltd. (the “**Rules**”) is formulated according to the relevant laws and regulations of the People’s Republic of China and the articles of association of the Company (the “**Articles of Association**”).
- Article 2** The Board is the decision-making body for the management and operation of the Company, and is responsible for safeguarding the interests of the Company and its shareholders as a whole and deciding on the development targets and major operating activities of the Company.

CHAPTER 2 DIRECTORS

Section 1 Qualifications of Directors

- Article 3** Directors shall be natural persons and they are not required to hold any shares in the Company.
- Article 4** Each Director must, in the performance of his/her duties as a director:
- (1) act in good faith in the interests of the Company as a whole;
 - (2) exercise their power for the benefits of the Company as a whole and for appropriate purposes;
 - (3) not delegate any power (other than a duly authorized person) and is capable to make independent judgments;
 - (4) be responsible for the application or misapplication of the assets of the Company;
 - (5) avoid actual and potential conflicts of interests and duty;

- (6) not gain advantage from the use of position as a Director;
- (7) make full and fair disclosures of his/her interests in contracts with the Company;
- (8) apply reasonable skill, care and diligence as may be expected of a person of his/her knowledge and experience and holding his/her directorship within the Company.

Article 5 A person may not serve as a Director of the Company if any of the following circumstances apply:

- (1) a person who does not have capacity or who has limited capacity for civil conduct;
- (2) a person who has been sentenced for corruption, bribery, infringement of property or misappropriation of property or other crimes which disrupt the social economic order, where less than a term of five years has lapsed since the sentence was served, or a person who has been deprived of his political rights and not more than five years have lapsed since the sentence was served;
- (3) a person who is a former Director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation due to mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;
- (4) a person who is a former legal representative of a company or enterprise whose business licence was revoked and business was ordered to discontinue due to violation of law and who was personally liable therefor, where less than three years have elapsed since the date of the revocation of the business licence;
- (5) a person who has a relatively large amount of debts which have become overdue;
- (6) a person who is currently under investigation by judicial organs for violation of criminal law;
- (7) a person who, according to the laws and administrative regulations, cannot act as a leader of an enterprise;
- (8) a person other than a natural person;

- (9) a person who has been convicted by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five years have elapsed from the date of such conviction.

For any election and appointment of a Director in contravention of the provisions prescribed by this Article, such election, appointment or employment shall be void and null. Where a Director falls into any of the aforesaid circumstances in his term of office, the Director shall be removed from office.

Article 6 Directors shall be elected at shareholders' general meetings. The term of office of the Directors shall be three years, renewable upon re-election and re-appointment.

The term of office of Directors commences from the date of passing the relevant resolution at the shareholders' general meeting up to the expiry of the current term of office of the Board. In the event that the term of a Director falls upon expiry whereas the new member of the Board is not elected in time, the existing Director shall continue to perform his/her duties in accordance with laws, administrative regulations, rules of regulatory authorities and the provisions of the Articles of Association until the newly elected Director assumes office.

Nomination committee shall determine the individuals who are suitable to serve as Directors and recommend the candidates nominated as Directors to the Board. The candidates selected by the Board shall be nominated for approval at the shareholders' general meeting. The Company shall disclose the details of the candidates for Directors before the shareholders' general meeting to ensure that shareholders have obtained sufficient information of the candidates when voting.

Section 2 Rights and Obligations of Directors

Article 7 Every newly appointed Director of the Company should receive a comprehensive, formal and tailored induction on appointment. Subsequently he/she should receive any briefing and professional development necessary to ensure that he/she has a proper understanding of the Company's operations and business and is fully aware of his responsibilities under statute and common law, The Rule Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") (the "**Listing Rules**"), legal and other regulatory requirements and the issuer's business and governance policies.

Article 8 All Directors are entitled to have access to Board papers and related materials and should be provided in a timely manner with appropriate information in the form and quality to enable them to make an informed decision and perform their duties and responsibilities.

Article 9 All Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of a listed company director. Directors shall provide the Company with a record of training received.

Article 10 Directors shall bear the following responsibilities:

- (1) If he/she cause a loss of assets to the Company, he/she shall bear his/her respective responsibility;
- (2) If a loss is suffered by the Company due to his/her mistakes in decision making, he/she shall bear his/her respective responsibility;
- (3) A director who leaves his office without authorisation before the end of his term shall be liable for any loss suffered by the Company as a result of his departure;
- (4) A Director shall be personally liable for any loss suffered by the Company as a result of a violation by him/her of any laws, administrative regulations and the Articles of Association in the course of performing his/her duties;
- (5) The Directors shall sign and be responsible for the resolutions passed at Board meetings. If any resolution made by the Board runs counter to the laws, regulations, or the Articles of Association and causes any losses to the Company, Directors who vote for the said resolution shall be liable for compensation to the Company. If any Director raises an objection to the resolution and the said objection is recorded in the minutes, the said Director may be exempt from any liability.

Article 11 Where a Director is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than an employment contract of each Director with the Company), he shall declare the nature and extent of his interests to the Board at the earliest opportunity, whether or not the relevant issues shall be otherwise subject to approval of the Board under normal circumstance.

Each Director shall be deemed to be interested in a contract, transaction or arrangement in which any associate of the Director is interested.

Section 3 Independent Non-executive Directors

- Article 12** The Board shall include at least three independent non-executive Directors, at least one of whom shall have requisite professional qualification, or have the requisite expertise in accounting or related financial management. At least one-third of the Board shall be independent non-executive Directors. Section 2 of this chapter applies to independent non-executive Directors, except as otherwise provided in this section.
- Article 13** Independent non-executive Directors shall be independent. Independent non-executive Directors shall submit written confirmation to the Hong Kong Stock Exchange regarding their independence. Each independent non-executive Director shall inform the Hong Kong Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect his/her independence and must provide an annual confirmation of his/her independence to the Company.
- Article 14** Independent non-executive Directors and other Directors, as equal Board members, should give the Board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. They should also attend shareholders' general meetings and develop a balanced understanding of the views of shareholders.
- Article 15** Independent non-executive Directors should make a positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments. The functions of independent non-executive Directors should include:
- (1) participating in Board meetings to bring an independent judgement to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;
 - (2) taking the lead where potential conflicts of interests arise;
 - (3) serving on the audit, remuneration, nomination and other governance committees, if invited;
 - (4) scrutinising the issuer's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting.

- Article 16** Independent non-executive Directors shall have the duty to act in good faith and conduct due diligence for the benefit of the Company and all its shareholders. An independent non-executive Director shall exercise his/her duties seriously to protect the interests of the Company as a whole, especially protecting the legal interests of public shareholders from being infringed in accordance with the requirements of relevant laws and regulations and the Articles of Association.
- Article 17** Any independent non-executive Director may resign before the expiry of his/her term. A resigning independent non-executive Director shall deliver his/her written notice of resignation to the Board, and shall make a statement on any conditions related to his/her resignation or conditions which he/she considers the shareholders and creditors of the Company shall be brought to attention.
- Article 18** Independent non-executive Directors shall perform their duties independently and shall not be affected by the major shareholders and de facto controller of the Company or any company or individual having interests in the Company and its major shareholders and de facto controller. When the independent non-executive Directors are performing their duties, employees of the Company shall cooperate with them practically and shall not refuse, obstruct, or conceal or interfere with their independent exercise of their powers.
- Article 19** The Company shall ensure that independent non-executive Directors enjoy the right to access information same as that of other Directors and provide them with relevant materials and information in a timely manner and reports of the Company's operational conditions on a regular basis. When necessary, the Company may arrange independent non-executive Directors for site inspection. For matters that need to be decided by the Board, the Company shall notify Independent non-executive Directors in advance pursuant to statutory limit of time and provide sufficient information at the same time. If independent non-executive Directors consider that the information is insufficient, they may request the Company to supplement.

CHAPTER 3 BOARD

- Article 20**
- (1) The Company sets a Board, which shall comprise seven (7) to eleven (11) Directors, including a chairman of the Board (the “**Chairman**”) and may including vice chairman of the Board (the “**Vice Chairman**”).
 - (2) Subject to the provisions of laws and without prejudice to any claim made under any contract, the Company is entitled to remove a Director (including managing Director or other executive Directors) by a special resolution at a shareholders’ general meeting before expiration of his/her term of office.
 - (3) A notice of the intention to propose a candidate for election as a Director and a notice by that candidate stating his willingness to be elected shall be served on the Company at least seven (7) days before the date of the shareholders’ general meeting.
 - (4) The timeframe for the delivery of the notices as stated in sub-clause (3) shall commence from the date when a notice of meeting in respect of such election is despatched and end no later than seven (7) days prior to the date of such meeting.
- Article 21** The Board of Directors shall duly perform its duties prescribed by laws, regulations and the Articles of Association, ensure that the Company complies with laws, regulations and the Articles of Association, treat all the shareholders equally and pay attention to interests of other interested parties.
- Article 22** The Board shall report to the shareholders’ general meeting and exercises the following powers:
- (1) to convene general meetings and report its work to the general meeting;
 - (2) to implement the resolutions of general meetings;
 - (3) to decide on the Company’s business plans and investment plans;
 - (4) to formulate the Company’s plans on annual financial budgets and final accounts;
 - (5) to formulate the Company’s profit distribution plans and plans on making up losses;
 - (6) to formulate the proposals for increase or decrease of the registered capital of the Company and issue of bonds of the Company;
 - (7) to formulate plans for merger, division and dissolution of the Company;

- (8) to determine the establishment of the Company's internal management structure;
- (9) to appoint or remove the manager of the Company and the secretary to the Board and to appoint or remove the deputy general manager and financial officer of the Company based on the nomination by the general manager and to decide on their remunerations;
- (10) to formulate the basic management system of the Company;
- (11) to formulate proposals for amendment to the Articles of Association;
- (12) to determine the establishment of specific committees and to appoint and remove the relevant persons in charge.

Except for the Board resolutions in respect of the matters specified in subparagraphs (6), (7) and (11) of this Article which shall be passed by not less than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the Directors.

Article 23 The Board exercises the following powers in respect of corporate governance:

- (1) to formulate and review the principles and policies of the Company's corporate governance;
- (2) to review and monitor the implementation of corporate governance policies by the Company as a whole and to ensure compliance with statutory and regulatory requirements;
- (3) to review the Company's compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules and other rules applicable;
- (4) to approve the Company's annual corporate governance report and its publication on the websites of the Hong Kong Stock Exchange and the Company;
- (5) to formulate, review and monitor the shareholder communication policy to ensure its effectiveness;
- (6) to review and monitor the training and continuous professional development of the Directors and senior management;
- (7) to handle other corporate governance issues that the Board shall be responsible for.

Article 24 The Board shall explain at the general meeting about the non-standard audit opinion issued by the accountant on the Company's financial report.

Article 25 The Board should ensure that each Director (especially a non-executive Director) has sufficient resources to perform his/her duties, including seeking independent professional advice when necessary, at the expense of the Company.

If a Director requires to consult an independent professional adviser for duties in relation to the Board or his/her directorship, he/she may notify the secretary of the Board and specify the relevant matters. If there is no objection from other Board members, the secretary of the Board may, after approval by the chairman of the Board, consult with an independent professional adviser and, if applicable and appropriate, send the opinion to other Directors.

CHAPTER 4 CHAIRMAN OF THE BOARD

Article 26 The Chairman and Vice Chairman are elected or removed by the Board. No other organisations or individuals may illegally interfere with the election and removal of the chairman and vice chairman by the Board.

Article 27 The election process for the Chairman and Vice Chairman is as follows: candidates shall be nominated by one or more Directors, and elected by more than half of all Directors after a discussion at Board meeting.

The removal process is as follows: resolution removing the Chairman or Vice Chairman shall be proposed by one or more Directors, and passed by over half of all Directors after a discussion at Board meeting.

Saved as mentioned above, any Directors shall not bypass the Board to propose the resolution electing or removing the Chairman and Vice Chairman to other organisations and authorities.

Article 28 The term of office of the Chairman and Vice Chairman shall be three (3) years, renewable upon re-election.

Article 29 The Vice Chairman of the Company shall assist the Chairman. If the Chairman is unable to perform his/her duties, the Vice Chairman designated by the Chairman shall perform the duties on his/her behalf. If the Vice Chairman is unable to perform his/her duties, a Director shall be elected by over half of the Directors to perform the duties.

CHAPTER 5 SECRETARY TO THE BOARD

Article 30 The Company shall have a secretary to the Board, who is a senior management of the Company.

Article 31 Secretary to the Board of the Company shall be a natural person with the professional knowledge and experience which the Hong Kong Stock Exchange considers adequate to undertake the duties of secretary of the Company.

Article 32 The secretary to the Board shall report to the Chairman and general manager.

Article 33 Directors or other senior management may concurrently hold the post of the secretary to the Board. The accountant(s) of the certified public accountants' firm appointed by the Company shall not concurrently hold the post of the secretary to the Board.

Where the office of the secretary to the Board is held concurrently by a Director, and an act is required to be done by a Director and the secretary to the Board separately, the person who holds the office of Director and secretary to the Board may not perform the act in dual capacity.

Article 34 The secretary to the Board shall comply with the Articles of Association, assume legal responsibilities of senior management and act in good faith and conduct due diligence for the benefit of the Company and shall not gain advantage from the use of authority for benefits of himself/herself or the others.

Article 35 Primary responsibilities of the secretary to the Board are:

- (1) to ensure that the Company has complete organisational documents and records;
- (2) to ensure that the Company prepares and delivers the reports and documents required by competent authorities in accordance with the laws;
- (3) to ensure that the Company's registers of members are properly maintained, and that persons entitled to access to the relevant records and documents are furnished with such records and documents without delay.

Article 36 The secretary to the Board shall be nominated by the Chairman and shall be appointed and dismissed by the Board.

CHAPTER 6 BOARD MEETINGS

Section 1 Convening Procedures

- Article 37** The discussion of Directors shall be done in form of Board meeting. Meetings of the Board shall be held at least four times every year and shall be convened and presided by the Chairman. In case the Chairman fails to perform his/her duties due to extraordinary reasons, the meeting shall be convened and presided on his/her behalf by the Vice Chairman or by a Director designated by him. In the event that the Chairman fails to perform his/her duties without reason and no specific person is designated to and presided on his behalf, a Director who is elected by over one half of the Directors shall be responsible for convening and presiding the meeting.
- Article 38** The secretary to the Board is responsible for the organization and coordination of the meetings of the Board, including arrangement of agenda to meeting, preparation of meeting documents, organizing convention of meetings, draft of minutes and resolutions of meetings.
- Article 39** Notice of Board meeting shall be given to all Directors by telephone, by post, by e-mail, by fax or by special person.
- (1) Regular Board meeting: Notice shall be given to all Directors fourteen days before the meeting;
 - (2) Interim Board meeting: Notice shall be given to all Directors within a reasonable time before the meeting;
 - (3) The Company shall inform the Hong Kong Stock Exchange and publish an announcement at least seven clear business days in advance of the date fixed for any Board meeting at which the declaration, recommendation or payment of a dividend is expected to be decided or at which any announcement of the profits or losses for any year, half-year or other period is to be approved for publication.
- Article 40** The notice of meetings of the Board shall contain the following contents:
- (1) Date, venue and means of the meeting;
 - (2) Duration of the meeting;
 - (3) Subjects and topics;
 - (4) Date of the notice.

Article 41 Directors shall attend Board meetings in person. Where a Director is unable to attend a meeting for any reason, he/she may by a written power of attorney appoint another Director to attend the meeting on his/her behalf. The power of attorney shall specify the extent of authorization.

A Director appointed as the representative of another Director to attend the meeting shall exercise the rights of a Director within the scope of authority conferred by the appointing Director. Where a Director is unable to attend a Board meeting and has not appointed a proxy to attend the meeting on his behalf, he/she shall be deemed to have waived his right to vote at the meeting.

Article 42 Supervisors, general managers who is not a Director and the secretary to the Board shall attend Board meetings. Deputy general manager, other senior management and related personnel shall attend the meetings as necessary. The attending personnel shall have the right to express their opinions on the topic of the meeting, but shall not have the right to vote.

Section 2 Procedures of Meetings and Voting

Article 43 The Board meeting may not be held unless not less than half of the Directors are present.

Article 44 The meeting of the Board may be held by way of facsimile, telephone, telephone conference or other electronic means of communication, provided that all participants of such meetings shall be able to communicate with each other via voice in a timely manner. All Directors participating in meetings by means stated herein shall be deemed to be present in person at the meeting.

Article 45 At the Board meetings, voting procedures shall begin after the Board has expressed their opinions.

Article 46 Voting method: by show of hands or by poll. Each Director shall have a ballot for voting.

Article 47 Resolutions of the Board shall be passed by more than half of all Directors. In the case of equal division of votes, the Chairman is entitled to a casting vote.

Article 48 When considering and voting on the relevant matters or resolutions, Directors attending the Board meeting shall fully express their own recommendations and opinions on the matters considered in a conscientious and responsible manner and shall accept responsibility for votes cast by themselves.

Article 49 Under the following circumstances, the Directors shall abstain from voting upon relevant proposals:

- (1) As required by the Listing Rules;
- (2) As deemed by the Director himself/herself;
- (3) As provided by the Articles of Association in regard to the Director who is related with the matter in the proposal.

Where any Directors are required to abstain from voting, the resolution shall be passed by more than one half of the non-connected directors.

Section 3 Board Resolutions

Article 50 Relevant resolutions formed at the Board meetings shall be recorded in writing and signed by the attending Directors.

Article 51 A resolution of the Board meeting shall state the following:

- (1) The session of the meeting, time and venue of the meeting;
- (2) The number of attendance;
- (3) Proxies;
- (4) Description of whether the meeting is in compliance with relevant laws, regulations, rules and the Article of Association;
- (5) The chairman of the meeting;
- (6) A statement on prior endorsement or independent opinions of independent non-executive Directors, if required;
- (7) The resolutions passed at the meeting, and in relation to resolutions of connected transactions, separate resolutions shall be formed, the names of the Directors who abstained from voting and the reasons and particulars of such abstention will be described;
- (8) Other matters that should be described and recorded in the resolutions.

CHAPTER 7 ANNOUNCEMENT OF BOARD RESOLUTIONS

Article 52 In compliance with the disclosure requirements of the Listing Rules, the Company shall issue an announcement on the day of the resolution of the Board.

CHAPTER 8 SUPPLEMENTARY PROVISIONS

Article 53 Any matters not covered by the Rules shall be implemented in accordance with the relevant laws and regulations of the People's Republic of China, the Articles of Association, the Listing Rules and other provisions.

APPENDIX III RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE

The Rules of Procedures of the Supervisory Committee is written in Chinese and the English version set out in Appendix III in this circular is not an official translation. The translation into English is for reference only. In case of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

The Rules of Procedures of the Supervisory Committee is as follows:

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to improve and standardize the meeting and decision-making procedures of the supervisory committee (the “**Supervisory Committee**”) of Tong Ren Tang Technologies Co., Ltd. (the “**Company**”), to ensure the Company’s smooth operation and management, the Rules of Procedures of the Supervisory Committee of Tong Ren Tang Technologies Co. Ltd. (the “**Rules**”) is formulated according to the relevant laws and regulations of the People’s Republic of China and the articles of association of Tong Ren Tang Technologies Co. Ltd. (the “**Articles of Association**”), based on actual circumstances of the Company.

Article 2 The Supervisory Committee is a regulatory organization of the Company accountable to all shareholders of the Company (the “**Shareholders**”). The Supervisory Committee independently exercises the power of supervision in accordance with the law, with an aim to protect the interests of Shareholders, the interests of the Company, and the legitimate rights and interests of employees from violation.

CHAPTER 2 SUPERVISORS

Article 3 The Supervisory Committee shall comprise Shareholder representative supervisors and staff representative supervisors with one of them serving as the chairman. Staff representative as supervisors shall not be less than one-third of the supervisors.

Article 4 Qualifications of supervisors:

- (1) be capable to carry out extensive communication with shareholders, staff and other stakeholders, so as to protect the interests of all of our owners;
- (2) adhere to principles and be upright and corruption-free, fair and just;
- (3) possess expertise in law and finance, etc., or work experience;
- (4) possess appropriate personality, experience and character to serve as a supervisor and demonstrate that he/she has the ability to meet the standards to be qualified for the position.

Article 5 A person shall not serve as a supervisor of the Company if any of the following circumstances applies:

- (1) a person who does not have or who has limited capacity for civil conduct;

- (2) a person who has been sentenced for corruption, bribery, infringement of property or misappropriation of property or other crimes which disrupt the social economic order, where less than five years have lapsed since the sentence was served; or a person who has been deprived of his political rights, where less than five years have lapsed since the sentence was served;
- (3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into insolvent liquidation due to mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three years has elapsed since the date of completion of the insolvent liquidation of the company or enterprise;
- (4) a person who is a former legal representative of a company or enterprise the business licence of which was revoked due to violation of law and who was personally liable therefor, where less than three years have elapsed since the date of the revocation of the business licence;
- (5) a person who has a relatively large amount of debts, where the debts have become overdue;
- (6) a person who is currently under investigation by judicial organs for violation of criminal law, where the case is not closed yet;
- (7) a person who, according to the laws and administrative regulations, cannot act as a leader of an enterprise;
- (8) non-natural person;
- (9) a person who has been convicted by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five years have elapsed since the date of such conviction;
- (10) a person who serves as the director, manager or financial controller of the Company.

Article 6 The term of office of a supervisor shall be three years, renewable upon re-election and re-appointment. Where timely re-election fails upon expiry of the term of supervisors or the resignation is received from any supervisor(s) during his/their term(s) of office, as a result of which the number of supervisors falls below the quorum, the original supervisors shall, prior to the assumption of office by the newly elected supervisors, perform their duties in accordance with the laws, administrative regulations and the Articles of Association.

Article 7 Supervisors shall be entitled to the following rights:

- (1) to examine the Company's financial affairs;
- (2) to supervise directors, managers and other senior management of the Company on any violation of laws, administrative regulations or the Articles of Association in their performance of duties to the Company;
- (3) to demand rectification from directors, managers and other senior management of the Company when the acts of such persons are harmful to the Company's interests;
- (4) to examine the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the general meetings and, should any queries arise, to engage, in the name of the Company, certified public accountants and practicing auditors to conduct a re-examination;
- (5) to propose the convening of an extraordinary general meeting;
- (6) to deal with or take legal actions against directors on behalf of the Company;
- (7) to exercise other rights specified in the Articles of Association;
- (8) to present at the meetings of the board of directors.

Article 8 Supervisors shall discharge the following obligations:

- (1) to act honestly in the best interests of the Company;
- (2) to exercise powers within the terms of reference and not to exceed the authorizations thereof;
- (3) to abide by the Company Law of the People's Republic China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies and the Articles of Association;
- (4) to comply with and fulfil the obligations to Shareholders in accordance with the Articles of Association;
- (5) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless permitted by the laws, administrative regulations or with the consent of informed Shareholders at a general meeting, not to delegate the exercise of his discretion to other people;

APPENDIX III RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE

- (6) to treat Shareholders of the same class equally and to treat Shareholders of different classes fairly;
- (7) unless otherwise stipulated by the Articles of Association or consented by informed Shareholders at a general meeting, not to enter into any contract, transaction or arrangement with the Company;
- (8) unless otherwise consented by informed Shareholders at a general meeting, not to use the Company's property by any means for his own benefits;
- (9) not to exploit his position to accept bribes or other illegal income or expropriate the Company's property by any means, including but not limited to opportunities advantageous to the Company;
- (10) unless otherwise consented by informed Shareholders at a general meeting, not to accept monetary commissions in connection with any of the Company's transactions;
- (11) to abide by the Articles of Association, perform his official duties faithfully and protect the Company's interests, and not to exploit his position and power in the Company to advance his own private benefits;
- (12) unless otherwise consented by informed Shareholders at a general meeting, not to compete with the Company by any means;
- (13) not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his own name or other names for the deposit of the Company's assets and not to provide a guarantee for debts of Shareholder(s) or other individual(s) with the Company's assets;
- (14) unless otherwise consented by informed Shareholders at a general meeting, to keep information acquired by him in confidentiality in the course of and during his tenure and not to use the information other than in furtherance of the interests of the Company, save and except that disclosure of such information to the court or other governmental competent authorities is permitted if:
 1. disclosure is required in accordance with the laws;
 2. disclosure is required for the interests of the public;
 3. disclosure is required for the personal interests of the supervisor;
- (15) to fulfil obligations required by other laws and regulation, listing rules and the Articles of Association.

CHAPTER 3 SUPERVISORY COMMITTEE

Article 9 The Company shall establish a Supervisory Committee, which shall be accountable to the general meeting. The Supervisory Committee shall supervise the Company's financial affairs and the Company's directors, manager or other senior management performing their duties in a legitimate manner and in compliance with the relevant laws and regulations in order to safeguard legitimate interests of the Company and Shareholders.

Article 10 The Supervisory Committee shall comprise two shareholder representative supervisors and one staff representative supervisor. Upon election of the Supervisory Committee, the number of external supervisors shall account for more than one half of the total number of supervisors. The shareholder representatives supervisors shall be elected and dismissed by the general meeting while the staff representative supervisor shall be democratically elected and dismissed by the Company's staff. One of the members of the Supervisory Committee shall act as the chairman of the Supervisory Committee. The election and dismissal of the chairman of the Supervisory committee shall be passed by two-thirds or more of its members.

Article 11 The Supervisory Committee shall exercise the following rights:

- (1) to examine the Company's financial affairs;
- (2) to supervise directors, manager and other senior management on the violation of laws, administrative regulations or the Articles of Association in performing their duties to the Company;
- (3) to demand rectification from a director, manager and any other senior management when the acts of such persons are harmful to the Company's interests;
- (4) to examine the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the general meetings and, should any queries arise, to engage, in the name of the Company, certified public accountants and practicing auditors to conduct a re-examination;
- (5) to propose the convening of an extraordinary general meeting;
- (6) to deal with or take legal actions against directors on behalf of the Company;
- (7) to exercise other rights specified in the Articles of Association;
- (8) to present at board meetings.

Article 12 Based on the unanimous vote of all the supervisors, the Supervisory Committee is entitled to propose to the general meeting to change directors or propose to the board of directors to dismiss the general manager or other senior management to the board of directors for the violations against laws and material misconduct of directors, general manager and other senior management.

CHAPTER 4 MEETINGS OF SUPERVISORY COMMITTEE

Article 13 The Supervisory Committee shall transact business by means of meetings of the Supervisory Committee.

Article 14 The Supervisory Committee shall hold meetings at least twice every year, which shall be convened by the chairman of the Supervisory Committee.

Article 15 The notice of meeting of the Supervisory Committee shall contain the following contents:

- (1) date and venue of the meeting;
- (2) duration of the meeting;
- (3) subjects and topics;
- (4) date of the notice.

Article 16 Supervisors shall attend meetings of the Supervisory Committee in person. Where a supervisor is unable to attend a meeting for any reason, he/she may by written proxy appoint another supervisor to attend the meeting on his/her behalf, and the written proxy shall specify the extent of authorization.

Article 17 The Supervisory Committee may request the directors, managers, other senior management of the Company and internal and external auditing officers to present at a meeting of the Supervisory Committee and answer the questions raised.

Article 18 Voting at a meeting of the Supervisory Committee shall be conducted by a show of hands or by poll. Meetings of the Supervisory Committee implement one-item one-vote, and one-supervisor one-vote system. Supervisors attending the meeting shall give clear expression on voting for or against the motion or abstaining from voting. Resolution at a Supervisory Committee meeting shall be approved by two-thirds or more of the supervisors by poll.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 19 Any matters not covered by the Rules shall be implemented in accordance with the provisions of the relevant laws and regulations of the People's Republic of China and the Articles of Association.



Tong Ren Tang Technologies Co. Ltd.
北京同仁堂科技发展股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 1666)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2018 (the “**AGM**”) of Tong Ren Tang Technologies Co. Ltd., (the “**Company**”) will be held at No.52 Dong Xing Long Street, Dong Cheng District, Beijing, the People's Republic of China (the “**PRC**”) at 9:30 a.m. on Tuesday, 11 June 2019 for the purpose of considering and, if thought fit, passing the following resolutions:

As Ordinary Resolutions

1. To consider and, if thought fit, to approve the audited consolidated financial statements of the Company for the year ended 31 December 2018.
2. To consider and, if thought fit, to approve the report of the board of Directors of the Company (the “**Board**”) for the year ended 31 December 2018.
3. To consider and, if thought fit, to approve the report of the Supervisory Committee of the Company for the year ended 31 December 2018.
4. To consider and, if thought fit, to approve the proposal of payment of a final dividend of RMB0.18 (tax inclusive) per share (the “**Final Dividend**”) for the year ended 31 December 2018.
5. To consider and, if thought fit, to approve the re-appointment of PricewaterhouseCoopers as the oversea auditor of the Company for the year ending 31 December 2019; and to authorize the Board to fix its remuneration.
6. To consider and, if thought fit, to approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor of the Company for the year ending 31 December 2019, and to authorize the Board to fix its remuneration.
7. To consider and, if thought fit, to approve the appointment of Mr. Gu Hai Ou as an executive Director; and to authorize the Board to fix the remuneration and to enter into the service contract with Mr. Gu Hai Ou.

NOTICE OF AGM

8. To consider and, if thought fit, to approve the adoption of the Rules of Procedures of Shareholders' General Meetings of Tong Ren Tang Technologies Co. Ltd..
9. To consider and, if thought fit, to approve the adoption of the Rules of Procedures of the Board of Directors of Tong Ren Tang Technologies Co. Ltd..
10. To consider and, if thought fit, to approve the adoption of the Rules of Procedures of the Supervisory Committee of Tong Ren Tang Technologies Co. Ltd..

As Special Resolution

11. To consider and, if thought fit, to approve a general mandate to the Board to issue, allot and deal with (1) additional Domestic Shares not exceeding 20% of the Domestic Shares in issue; and (2) additional H Shares not exceeding 20% of the H Shares in issue, and to authorize the Board to make such corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment and issue of the shares:

“THAT

- (A) (i) subject to paragraph 11(A)(iii) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (the “**Hong Kong Listing Rules**”), the Articles of Association and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and H Shares and to make or grant offers, agreements, options and rights of exchange or conversion of shares which might require the exercise of such powers be hereby generally and unconditionally approved;
- (ii) the approval in paragraph 11(A)(i) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion of shares which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF AGM

- (iii) each of the aggregate number of the Domestic Shares and the H Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph 11(A)(i) shall not exceed 20% of each of the aggregate number of the Domestic Shares and the H Shares, respectively, in issue at the date of passing this resolution, otherwise pursuant to (a) a Rights Issue; or (b) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company, in accordance with the relevant requirements of the Hong Kong Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC; and
- (iv) for the purposes of this resolution:

“H Shares” means the overseas-listed foreign invested shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars.

“Domestic Shares” means the domestic invested ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for in Renminbi.

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the revocation or variation of the authority given to the Board under this resolution by passing of a special resolution of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Board to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

NOTICE OF AGM

- (B) The Board be authorized to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issue of shares as provided in paragraph 11(A)(i) of this resolution.”

By order of the Board
Tong Ren Tang Technologies Co. Ltd.
Gao Zhen Kun
Chairman

Beijing, the PRC
12 April 2019

As at the date of this notice, the Board comprises Mr. Gao Zhen Kun, Mr. Huang Ning, Mr. Wu Le Jun, Ms. Wu Qian, Mr. Wang Yu Wei and Ms. Fang Jia Zhi as executive Directors, Mr. Ting Leung Huel, Stephen, Ms. Chan Ching Har, Eliza and Mr. Zhan Yuan Jing as independent non-executive Directors.

Note:

1. ELIGIBILITY FOR ATTENDING THE AGM

Holders of H shares whose names appear on the register of the Company maintained by Hong Kong Registrars Ltd., the H share registrar and transfer office of the Company in Hong Kong, and holders of domestic shares whose names appear on the register of the Company on Sunday, 12 May 2019, shall be entitled to attend the AGM.

2. PROXY

- (1) Shareholders entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. The proxy need not be a shareholder of the Company.
- (2) A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under hand of its director(s) or duly authorized attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorization of such attorney shall be notarized.
- (3) To be valid, the notarised power of attorney or other document(s) of authorization (if any) and the form of proxy shall be delivered to (i) Hong Kong Registrars Ltd., the H share registrar and transfer office of the Company in Hong Kong, for holders of H shares; and (ii) the office address of the Company for holders of domestic shares, no less than 24 hours before the time fixed for convening the AGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so desires.
- (4) If a shareholder appoints more than one proxy, such proxies shall only exercise their voting rights by a poll.

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3. REGISTRATION PROCEDURES FOR ATTENDING THE AGM

- (1) A shareholder or his proxy shall produce his identification document when attending the AGM. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders intending to attend the AGM shall return to the Company the reply slip stating their attendance on or before Tuesday, 21 May 2019.
- (3) A shareholder may return the above reply slip to the Company in person, by post or by facsimile to the office of the Company or the H share registrar and transfer office of the Company, Hong Kong Registrars Ltd..

4. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed during the period as set out below, during which time no transfer of shares will be registered. In order to be qualified for attending and voting at the AGM, and be qualified for the Final Dividend, all transfer documents of the holders of H shares must be lodged with the Company's H share registrar and transfer office, Hong Kong Registrars Ltd. at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, no later than the deadline as set out below:

(i) To be qualified for attending and voting at the AGM

Deadline for lodging the transfer documents with Hong Kong Registrars Ltd.	4:30 p.m. on Friday, 10 May 2019
Book closure period	From Sunday, 12 May 2019 to Tuesday, 11 June 2019 (both days inclusive)
AGM record date	Sunday, 12 May 2019

(ii) To be qualified for the Final Dividend

Deadline for lodging the transfer documents with Hong Kong Registrars Ltd.	4:30 p.m. on Friday, 14 June 2019
Book closure period	From Saturday, 15 June 2019 to Thursday, 20 June 2019 (both days inclusive)
Final Dividend record date	Thursday, 20 June 2019

5. METHOD OF VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the AGM will demand a poll in relation to all the proposed resolutions at the AGM.

6. MISCELLANEOUS

- (1) The AGM is expected to be held for less than half a day. Shareholders attending the AGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of Hong Kong Registrars Ltd., the H share registrar and transfer office of the Company in Hong Kong, is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The office and the contact details of the Company are:

No.20, Nansanhuan Zhonglu,
Fengtai District,
Beijing, the PRC
Telephone: (+86) 10 8763 2179
Fax: (+86) 10 6751 3440