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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)

**PROPOSED APPOINTMENT OF NEW DIRECTORS;
AND NOTICE OF EGM**

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the EGM to be held at 9:30 a.m. on Thursday, 16 December 2021 at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC, is set out on pages 7 to 8 of this circular.

If you intend to appoint a proxy to attend the EGM, 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 EGM or any adjournment thereof, and deposit it with, (i) for holders of H Shares, Hong Kong Registrars Limited, 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 EGM or any adjournment thereof should you so desire.

29 October 2021

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
I. INTRODUCTION	3
II. PROPOSED APPOINTMENT OF NEW DIRECTORS	4
III. EGM	5
IV. RECOMMENDATION	6
V. RESPONSIBILITY STATEMENT	6
NOTICE OF EXTRAORDINARY GENERAL MEETING	7

DEFINITIONS

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

“Board”	means the board of directors of the Company
“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 limited company incorporated in the PRC with limited liability and the Hshares of which are listed on the Main Board of the Hong Kong Stock Exchange
“Director(s)”	means the director(s) of the Company
“Domestic Share(s)”	means the domestic invested 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
“EGM”	means the extraordinary general meeting expected to be convened and held by the Company at 9:30 a.m. on Thursday, 16 December 2021 at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC
“Group”	means the Company and its subsidiaries
“H Share(s)”	means the overseas-listed foreign invested 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”	25 October 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	means the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, China
“RMB”	means Renminbi, the lawful currency of the PRC

DEFINITIONS

- “SFO” means Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
- “Share(s)” means the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, including Domestic Share(s) and H Share(s)
- “Shareholder(s)” means the shareholder(s) of the Company



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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)

Executive Directors:

Mr. Gu Hai Ou (*Chairman*)
Mr. Wang Yu Wei
Ms. Fang Jia Zhi

Non-executive Directors:

Mr. Jin Tao
Mr. Ma Guan Yu
Ms. Wu Qian

Independent non-executive Directors:

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

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

29 October 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF NEW DIRECTORS;
AND NOTICE OF EGM**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 18 October 2021 in relation to the proposed appointment of new Directors of the eighth session of the Board.

The purpose of this circular is to provide you with, among other things, (i) detailed information regarding the proposed candidates; and (ii) a notice convening the EGM.

LETTER FROM THE BOARD

II. PROPOSED APPOINTMENT OF NEW DIRECTORS

Reference is made to the announcement of the Company dated 18 October 2021 in relation to Ms. Fang Jia Zhi's ("Ms. Fang") application for resignation from the position as an executive Director as she reached the age of retirement and Ms. Wu Qian's ("Ms. Wu") application for resignation from the position as a non-executive Director due to work changes, and the Board's proposal to appoint Ms. Feng Zhi Mei ("Ms. Feng") as an executive Director, and Ms. Guo Ya Qing ("Ms. Guo") as a non-executive Director, subject to the Shareholders' approval at the EGM. Biographical details of Ms. Feng and Ms. Guo are set out below.

Biographical details of Ms. Feng

Ms. Feng Zhi Mei, aged 51, holds a postgraduate degree and is a senior accountant. She served as the deputy director and the director of the finance department, the deputy chief accountant, a director, and the chief accountant at Beijing Tong Ren Tang Company Limited (北京同仁堂股份有限公司), and the deputy general manager of Beijing Tong Ren Tang Medical Caring Industry Investment Group Co., Ltd. (北京同仁堂醫養產業投資集團有限公司). She currently serves as the deputy general manager of the Company, the director of Beijing Tong Ren Tang Yanbian Chinese Medicinal Raw Materials Co., Limited, Beijing Tong Ren Tang Hebei Technological development of Chinese Medicinal Raw Materials Co., Limited, Beijing Tong Ren Tang Technologies (Tangshan) Co., Ltd and Beijing Tong Ren Tang Technologies (Liaoning) Pharmaceutical Company Limited.

Biographical details of Ms. Guo

Ms. Guo Ya Qing, aged 43, holds a bachelor degree and is an auditor. She served as the deputy director and the deputy director (in charge) of the audit department at China Beijing Tong Ren Tang Group Co., Ltd. (中國北京同仁堂(集團)有限責任公司). She currently acts as a member of the commission for discipline inspection, the deputy director of the inspection office (the audit office) of China Beijing Tong Ren Tang Group Co., Ltd., the supervisor of Beijing Tong Ren Tang Biological Product Development Co., Ltd (北京同仁堂生物製品開發有限公司), and the chief supervisor of Beijing Tong Ren Tang Health Medicine Co., Ltd. (北京同仁堂健康藥業股份有限公司).

Save as disclosed above and as at the Latest Practicable Date, neither Ms. Feng nor Ms. Guo has 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, neither Ms. Feng nor Ms. Guo has any interest in shares of the Company within the meaning of Part XV of the SFO.

It is proposed by the Board that each of Ms. Feng and Ms. Guo will not receive remuneration for their services as an executive Director and a non-executive Director, respectively, as determined by the Board with reference to the recommendation from the remuneration committee of the Company, having taken into account their duties and

LETTER FROM THE BOARD

responsibilities with the Company and prevailing market conditions, and Ms. Feng shall receive emolument in accordance with the management position held by her at the Company.

Upon due appointments as executive Director and non-executive Director and their respective remuneration being approved by the Shareholders at the EGM, each of Ms. Feng and Ms. Guo will enter into a service contract with the Company for a term commencing from the date of appointments and until the end of this session of the Board, subject to re-election at the end of the term.

Save as disclosed above and as at the Latest Practicable Date, the Board is not aware of any other matters in relation to Ms. Feng and Ms. Guo's appointments as executive Director and non-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.

III. EGM

A notice convening the EGM to be held at 9:30 a.m. on Thursday, 16 December 2021 at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC, is set out on pages 7 to 8 of this circular.

Votes on the resolutions to be proposed at the EGM shall be taken by way of poll. To the best of the Directors' knowledge, information and belief after making all reasonable enquiries, none of the Company's connected persons, Shareholders and their respective associates have significant interests in the above-mentioned resolutions and is required to abstain from voting on the relevant resolutions at the EGM.

If you intend to appoint a proxy to attend the EGM, 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 EGM or any adjournment thereof, and deposit it with (i) for holders of H Shares, Hong Kong Registrars Limited, 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 EGM or any adjournment thereof should you so desire.

The register of members of Shares will be closed from Wednesday, 17 November 2021 to Thursday, 16 December 2021 (both days inclusive), during which time no transfer of Shares will be registered. In order to be qualified for attending and voting at the EGM, all transfer documents of the holders of H Shares together with the relevant share certificates must be lodged with the Company's H Share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 16 November 2021.

LETTER FROM THE BOARD

IV. RECOMMENDATION

The Directors believe that the resolution in respect of proposed appointment of new Directors is in the best of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote for the relevant resolution to be proposed at the EGM.

V. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board
Tong Ren Tang Technologies Co. Ltd.
Gu Hai Ou
Chairman of the Board

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Tong Ren Tang Technologies Co. Ltd. (the “Company”) will be held at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the People's Republic of China (the “PRC”) at 9:30 a.m. on Thursday, 16 December 2021, for the purpose of considering and, if thought fit, passing the following resolution:

As Ordinary Resolutions

1. To consider and, if thought fit, to approve the appointment of Ms. Feng Zhi Mei as an executive Director of the eighth session of the Board of the Company and the remuneration proposed by the Board, and to authorize the Board to enter into the service contract with Ms. Feng Zhi Mei.
2. To consider and, if thought fit, to approve the appointment of Ms. Guo Ya Qing as a non-executive Director of the eighth session of the Board of the Company and the remuneration proposed by the Board, and to authorize the Board to enter into the service contract with Ms. Guo Ya Qing.

By order of the Board
Tong Ren Tang Technologies Co. Ltd.
Gu Hai Ou
Chairman of the Board

Beijing, the PRC

29 October 2021

As at the date of this notice, the Board comprises Mr. Gu Hai Ou, Mr. Wang Yu Wei and Ms. Fang Jia Zhi as executive Directors, Mr. Jin Tao, Mr. Ma Guan Yu and Ms. Wu Qian as non-executive Directors, Mr. Ting Leung Huel, Stephen, Ms. Chan Ching Har, Eliza and Mr. Zhan Yuan Jing as independent non-executive Directors.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. ELIGIBILITY FOR ATTENDING THE EGM

Holders of H shares whose names appear on the register of the Company maintained by Hong Kong Registrars Limited, 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 Wednesday, 17 November 2021 shall be entitled to attend the EGM.

2. PROXY

- (1) Shareholders entitled to attend and vote at the EGM 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 notarized power of attorney or other document(s) of authorization (if any) and the form of proxy shall be delivered to (i) the office address of the Company for holders of domestic shares; and ii) Hong Kong Registrars Limited, the H share registrar and transfer office of the Company in Hong Kong, for holders of H shares, no less than 24 hours before the time fixed for convening the EGM 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.

3. REGISTRATION PROCEDURES FOR ATTENDING THE EGM

A shareholder or his proxy shall produce his identification document when attending the EGM. 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.

4. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 17 November 2021 to Thursday, 16 December 2021 (both days inclusive), during which time no transfer of shares will be registered.

In order to be qualified for attending and voting at the EGM, all transfer documents of the holders of H shares must be lodged with Hong Kong Registrars Limited, the Company's H share registrar and transfer office in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 16 November 2021.

5. METHOD OF VOTING AT THE EGM

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

6. MISCELLANEOUS

- (1) The EGM is expected to be held for less than half a day. Shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of Hong Kong Registrars Limited, 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.