

Beijing Tong Ren Tang Healthcare Investment Co., Ltd.

北京同仁堂醫養投資股份有限公司

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

(the “Company”)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A CANDIDATE FOR ELECTION AS A DIRECTOR

1. Provisions of the Articles of Association of the Company

Set out below is Article 85 of the Articles of Association¹ of the Company (the “**Articles**”), pursuant to which shareholders of the Company may propose (the “**Nomination Proposal**”) a person (the “**Candidate**”) for election as a director (the “**Director**”) of the Company at a general meeting:

The list of director candidates shall be submitted to the general meeting for voting in the form of a proposal. The board of directors shall provide the biographical details and basic information of director candidates to the shareholders. The methods and procedures for nominating director candidates are as follows: the director candidates are nominated and recommended in writing to the board of directors by the shareholders individually or jointly holding more than 1% of shares, and after qualification review by the board of directors, the proposal will be submitted to the general meeting for election. The board of directors shall inform the shareholders of the biographical details and basic information of director candidates.

2. Provisions of the Listing Rules

Rules 13.70 and 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the Nomination Proposal are set out below:

Nomination of Directors

13.70 The issuer must provide its shareholders with the opportunity to lodge a notice with it nominating a person for election as a Director at a general meeting. If the issuer receives the above notice from shareholders after publishing the notice of the general meeting, the issuer shall publish an announcement in accordance with Rule 2.07C of the Listing Rules or issue a supplementary circular, which must include the information of the person nominated for election as a Director. The issuer must give shareholders at least seven days to consider the relevant information disclosed in such announcement or supplementary circular prior to the date of the election meeting.

Note: The issuer must assess whether it is necessary to adjourn the election meeting to give shareholders a longer period of time (at least 10 business days) to consider the relevant information disclosed in the announcement or supplementary circular.

¹ The full text of the Articles is available on the Company's website (yiyang.tongrentang.com).

Notice

13.74 If any person is nominated to be re-elected as a Director or elected to be a new Director and such re-election or appointment is subject to shareholders' approval at that general meeting (including, but not limited to, an annual general meeting), the issuer shall also disclose the relevant information of such persons in the notice of the general meeting or the accompanying circular to its shareholders in accordance with Rule 13.51(2) of the Listing Rules.

3. Procedure for Making a Nomination Proposal

If a shareholder intends to make a Nomination Proposal, the shareholder shall lodge a written notice (the “**Nomination Notice**”) with the company secretary at 40/F, Dah Sing Financial Centre, 248 Queen's Road East, Wan Chai, Hong Kong.

The Nomination Notice must (i) contain the information of the Candidate required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules; (ii) be signed by the shareholder making the Nomination Proposal and contain the contact information of such shareholder (such as name, contact telephone numbers, and mailing address, etc.); and (iii) be accompanied by a letter signed by the Candidate indicating his/her willingness to be appointed or re-appointed and for his/her information to be disclosed in any announcement of the Company.

The period for lodgment of Nomination Notice shall commence on the day after the dispatch of the notice of the relevant general meeting and end not later than seven days prior to the date of such general meeting.

Note: In the event of any discrepancy between the Chinese and English versions of this document, the Chinese version shall prevail.