

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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 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)

**GENERAL MANDATE TO ISSUE SHARES;
AND
NOTICE OF AGM**

A letter from the Board is set out on pages 3 to 5 of this circular. A notice convening the AGM to be held at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC at 9:30 a.m. on Thursday, 15 June 2023, is set out on pages 6 to 10 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 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 AGM or any adjournment thereof should you so desire.

28 April 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
I. INTRODUCTION	3
II. GENERAL MANDATE TO ISSUE SHARES	4
III. AGM	5
IV. RECOMMENDATION	5
NOTICE OF AGM	6

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

“AGM”	means the 2022 annual general meeting of the Company to be convened at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC at 9:30 a.m. on Thursday, 15 June 2023
“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 limited company registered and established in the PRC, whose H Shares are listed and traded on the main board of the Hong Kong Stock Exchange
“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 to Issue Shares”	means the general mandate to issue Shares to be granted to the Board at the AGM
“Group”	means the Company and its subsidiaries
“H Shares”	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
“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 Chinese Taiwan

DEFINITIONS

- “Relevant Period” means the period from the passing of the resolution in respect of the proposed General Mandate to Issue Shares 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 relevant 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 the lawful currency of the PRC, Renminbi
- “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



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)

Executive Directors:

Mr. Gu Hai Ou (*Chairman*)
Mr. Wang Yu Wei
Ms. Feng Zhi Mei

Non-executive Directors:

Mr. Jin Tao
Ms. Wang Chun Rui
Ms. Feng Li

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

**GENERAL MANDATE TO ISSUE SHARES;
AND
NOTICE OF AGM**

I. INTRODUCTION

The purpose of this circular is to provide you with, among other things, (i) General Mandate to Issue Shares; and (ii) a notice convening the AGM.

LETTER FROM THE BOARD

II. GENERAL MANDATE TO ISSUE SHARES

To ensure flexibility and discretion to the Board to issue Shares when it becomes desirable, the Company proposed to grant the General Mandate to Issue Shares 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 to authorize the Board to make corresponding amendments to the Articles of Association at its discretion, to reflect the new share capital structure after allotment and issuance of such 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 by 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 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 aforesaid approval granted shall not exceed 20% of each of the aggregate 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.

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

The General Mandate to Issue Shares shall be valid only after the approval of the Shareholders by way of a special resolution at the general meeting of the Company. Relevant proposals will be submitted to the AGM for Shareholders' consideration and approval.

LETTER FROM THE BOARD

III. AGM

A notice convening the AGM to be held at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC at 9:30 a.m. on Thursday, 15 June 2023, is set out on pages 6 to 10 of this circular.

The resolutions proposed at the AGM will be voted on by 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 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 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 AGM or any adjournment thereof should you so desire.

The register of members of Shares will be closed from Tuesday, 16 May 2023 to Thursday, 15 June 2023 (both days inclusive), during which time no transfer of Shares will be registered. In order to be qualified for attending and voting at the AGM, all transfer documents of the holders of H Share 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 Monday, 15 May 2023.

IV. RECOMMENDATION

The Directors believe that the resolution in respect of proposed General Mandate to Issue Shares is in the best interests 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 AGM.

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

Beijing, the PRC
28 April 2023



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 2022 (the “**AGM**”) 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, 15 June 2023 for the purpose of considering and, if thought fit, approving 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 2022.
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 2022.
3. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2022.
4. To consider and, if thought fit, to approve the proposal of payment of a final dividend of RMB0.16 (tax inclusive) per share (the “**Final Dividend**”) for the year ended 31 December 2022.
5. To consider and if thought fit, to approve the re-appointment of PricewaterhouseCoopers as the international auditor of the Company for the year ending 31 December 2023 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 2023 and to authorize the Board to fix its remuneration.

NOTICE OF AGM

As Special Resolution

7. 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 as it thinks fit so as to reflect the new capital structure upon the allotment and issue of such shares:

“THAT:

- (A) (i) subject to paragraph 7(A)(iii) and in accordance with 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 7(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 Relevant Period;
- (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 7(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

NOTICE OF AGM

(iv) for the purpose 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 approval 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 approval 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.

- (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 7(A)(i) of this resolution.”

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

Beijing, the PRC
28 April 2023

As at the date of this notice, the Board comprises Mr. Gu Hai Ou, Mr. Wang Yu Wei and Ms. Feng Zhi Mei as executive Directors, Mr. Jin Tao, Ms. Wang Chun Rui and Ms. Feng Li 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 AGM

Notes:

1. ELIGIBILITY FOR ATTENDING THE AGM

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 Tuesday, 16 May 2023 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 notarized power of attorney or other document(s) of authorization (if any) and the form of proxy shall be delivered to (i) Hong Kong Registrars Limited, 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.

3. REGISTRATION PROCEDURES FOR ATTENDING THE AGM

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.

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 Limited 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 Limited	4:30 p.m. on Monday, 15 May 2023
Book closure period	From Tuesday, 16 May 2023 to Thursday, 15 June 2023 (both days inclusive)
AGM record date	Tuesday, 16 May 2023

NOTICE OF AGM

(ii) To be qualified for the Final Dividend

Deadline for lodging the transfer documents with Hong Kong Registrars Limited	4:30 p.m. on Tuesday, 20 June 2023
Book closure period	From Wednesday, 21 June 2023 to Monday, 26 June 2023 (both days inclusive)
Final Dividend record date	Monday, 26 June 2023

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 Limited, the H Share registrar and transfer office of the Company in Hong Kong, at Shops 1712–1716, 17th 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 87632179
E-mail: ir@tongrentangkj.com