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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: 8069)

**PROPOSED RESOLUTIONS FOR SHAREHOLDERS  
TO APPROVE THE MAKING OF APPLICATION TO  
THE CSRC FOR THE PROPOSED MIGRATION  
FROM GEM TO MAIN BOARD  
AND  
AMENDMENTS TO ARTICLES OF ASSOCIATION**

The Directors intend to convene the SGM and the Class Meetings at each of which special resolutions will be proposed to the Shareholders to consider and approve, among other things, (i) the Main Board Migration; (ii) the Voluntary Withdrawal; (iii) the Articles Amendment; and (iv) the authorisation of the Directors to take such steps as they consider necessary, desirable and expedient to carry out the above.

**Preparations relating to the Main Board Migration and the Voluntary Withdrawal are at a preliminary stage and no applications relating thereto have been made to the Stock Exchange and/or the CSRC. Shareholders should note that the special resolutions to be proposed at the SGM and the Class Meetings are for the sole purpose of obtaining approval from the Shareholders to enable the Company to make an application to the CSRC in connection with the Main Board Migration and the Voluntary Withdrawal.**

## **INTRODUCTION**

The Directors intend to convene the SGM and the Class Meetings at each of which special resolutions will be proposed to the Shareholders to consider and approve, if thought fit, among other things, (i) the Main Board Migration; (ii) the Voluntary Withdrawal; (iii) the Articles Amendment; and (iv) the authorisation of the Directors to take such steps as they consider necessary, desirable and expedient to carry out the above.

## **REASONS FOR THE MAIN BOARD MIGRATION AND THE VOLUNTARY WITHDRAWAL**

The Company is principally engaged in the production and distribution of Chinese medicine. Since the listing of the H Shares on GEM on 31 October 2000, the business of the Company has grown steadily and the Company has improved its public profile.

The Directors are of the view that the listing of the H Shares on the Main Board will further enhance the profile of the Company, draw industry analysts' attention to and broaden their coverage on the Company, further strengthen the recognition of the Company among institutional investors so that they will become more confident of investing in the Company, expand the Company's shareholder base (including institutional investors), and facilitate an increase in the liquidity of the H Shares. The Directors believe that the listing of the H Shares on the Main Board will be beneficial to the future growth, financial flexibility and business development of the Company as a whole.

## **REQUIREMENTS UNDER PRC REGULATIONS**

Under the relevant PRC laws and regulations, a company incorporated in the PRC which intends to have its shares listed on an overseas stock exchange, is required to comply with the Notice. The Notice is applicable to the Main Board Migration. Under the Notice, Shareholders' approval in relation to, among others, the Main Board Migration and the Voluntary Withdrawal must be obtained prior to the submission of the relevant application to the CSRC.

Upon obtaining the notice of acceptance of application from the CSRC, the Company will make a formal application to the Stock Exchange in relation to the Main Board Migration and the Voluntary Withdrawal. Further general meeting of Shareholders and respective class meetings of the holders of the Domestic Shares and the H Shares will be convened to approve, among others, the Main Board Migration and the Voluntary Withdrawal after obtaining approval from the CSRC and the relevant hearing meeting held by the Listing Committee in respect of the listing of the H Shares on the Main Board.

## **AMENDMENTS TO ARTICLES OF ASSOCIATION**

In view of the proposed Main Board Migration and Voluntary Withdrawal and for the purposes of complying with the Main Board Listing Rules and the relevant laws and regulations in the PRC and Hong Kong, special resolutions will also be proposed at the SGM and the Class Meetings to approve, on a conditional basis, the necessary amendments to the Articles of Association so as to conform them with the relevant laws, rules and regulations in the PRC and Hong Kong. Subject to the passing of the relevant special resolutions at the SGM and the Class Meetings, the Articles Amendments will take effect subject to the Main Board Migration and the Voluntary Withdrawal becoming unconditional and the listing of the H Shares on the Main Board. Accordingly, the Articles Amendments will not become effective if the Company does not proceed with the Main Board Migration and the Voluntary Withdrawal. Prior to the Articles Amendments becoming effective, the Articles of Association will continue to be in force.

The Articles Amendments seek to provide consequential amendments to the Articles of Association as a result of the Main Board Migration. The Articles Amendments will become effective on the date of the listing of the H Shares on the Main Board.

## **THE SGM AND THE CLASS MEETINGS**

Shareholders should note that the approval of (i) the Main Board Migration, (ii) the Voluntary Withdrawal; and (iii) the Articles Amendment at the SGM and the Class Meetings is the prerequisite for making an application to the CSRC.

With the aim of making the relevant application by the Company to the CSRC in connection with the Main Board Migration and the Voluntary Withdrawal, and satisfying the CSRC's relevant requirements, the Directors intend to convene the SGM and the Class Meetings for the Shareholders to consider and approve (i) the Main Board Migration; (ii) the Voluntary Withdrawal; (iii) the Articles Amendment; and (iv) to authorise the Directors to do all such acts or things and to take all such steps as they consider necessary, desirable or expedient, in connection with the application to the CSRC and the Listing Committee, the Main Board Migration and the Voluntary Withdrawal.

## **CONDITIONS FOR THE MAIN BOARD MIGRATION, VOLUNTARY WITHDRAWAL AND AMENDMENTS TO ARTICLES OF ASSOCIATION**

Shareholders should note that the Shareholders' approval in connection with the Main Board Migration and the Voluntary Withdrawal as obtained from the SGM and the Class Meetings is for the sole purpose of enabling the Company to make the relevant application to the CSRC and the Listing Committee. The Main Board Migration and the Voluntary Withdrawal, however, will be conditional on, among other things, the following:

(i) the fulfillment of all the listing requirements on the Main Board as stipulated in the Notice and the Main Board Listing Rules by the Company;

(ii) the granting of the relevant approval by the CSRC and other relevant PRC authorities in connection with the Main Board Migration and the Voluntary Withdrawal;

(iii) the issue of a circular and listing document containing, among other things, further information in connection with the Main Board Migration and the Voluntary Withdrawal after the hearing held by the Listing Committee for the listing of the H Shares on the Main Board;

(iv) the approval of the proposed Voluntary Withdrawal from the Stock Exchange pursuant to GEM Listing Rules;

(v) the passing of a special resolution by the Shareholders at a special general meeting to approve the Main Board Migration and the Voluntary Withdrawal after the hearing held by the Listing Committee for the listing of the H Shares on the Main Board;

(vi) the passing of a special resolution by the holders of the Domestic Shares and the H Shares at respective class meetings to approve the Main Board Migration and the Voluntary Withdrawal after the hearing held by the Listing Committee for the listing of the H Shares on the Main Board;

(vii) the publication of a notice of the Main Board Migration and the Voluntary Withdrawal as required by GEM Listing Rules after the approval from the Shareholders and the holders of the Domestic Shares and the H Shares have been obtained at a special general meeting and class meetings, respectively (subject to any waiver that may be granted by the Stock Exchange); and

(viii) the Listing Committee granting approval for the listing of and permission to deal in the existing H Shares on the Main Board.

The Company will make further announcements, as and when it deems necessary or appropriate, to keep the Shareholders informed on the latest progress of the proposed Main Board Migration and Voluntary Withdrawal.

A circular containing, inter alia, details of the Main Board Migration, the Voluntary Withdrawal and notices to convene the SGM and the Class Meetings will be despatched to the Shareholders as soon as practicable.

## **Warning:**

**Preparations relating to the Main Board Migration and the Voluntary Withdrawal are at a preliminary stage and no applications relating thereto have been made to the Stock Exchange and/or the CSRC. Shareholders should note that the special resolutions to be proposed at the SGM and the Class Meetings to be held is for the sole purpose of obtaining approval from the Shareholders to enable the Company to make an application to the CSRC in connection with the Main Board Migration and the Voluntary Withdrawal. Subject to the issuance of the notice of acceptance of application by the CSRC, the Company will then make a formal application to the Stock Exchange in relation to the Main Board Migration and the Voluntary Withdrawal and a further Shareholders' meeting and respective class meetings for the holders of the Domestic Shares and the H Shares will be convened to approve, among others, the Main Broad Migration and the Voluntary Withdrawal after obtaining the approval of the CSRC and the relevant hearing held by the Listing Committee in respect of the listing of the H Shares on the Main Board.**

**Shareholders and potential investors should be aware that the implementation of the Main Board Migration and the Voluntary Withdrawal are subject to, among others, the granting of relevant approval by the CSRC and the Stock Exchange, together with other conditions and regulatory requirements to be fulfilled by the Company, and thus the Main Board Migration and the Voluntary Withdrawal may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the H Shares.**

## **DEFINITIONS**

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

“Articles Amendments”	the amendments to be proposed to be made to the Articles of Association at the SGM and the Class Meetings so as to conform them with the applicable laws, rules and regulations in the PRC and Hong Kong for the purposes of the Main Board Migration
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Board”	the board of Directors
“Class Meeting(s)”	the respective class meetings of the holders of the H Shares and the Domestic Shares to be held

“Company”	北京同仁堂科技發展股份有限公司 (Tong Ren Tang Technologies Co., Ltd.), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on GEM
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the domestic share(s) of the nominal value of RMB1.00 each in the share capital of the Company which are subscribed for in RMB
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM, as may be amended from time to time
“H Share(s)”	the overseas listed foreign invested share(s) of nominal value of RMB1.00 each in the share capital of the Company which are listed on GEM and are subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Committee”	the listing sub-committee of the directors of the Stock Exchange responsible for the listing matters
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board Migration”	the proposed migration of listing status of the H Shares from the GEM to the Main Board by way of introduction pursuant to the Main Board Listing Rules
“Notice”	《關於企業申請境外上市有關問題的通知》(the Notice Regarding Issues Relating to Applications by Enterprises for the Listing of Their Shares Overseas) issued by the CSRC
“PRC”	the People’s Republic of China, which for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

“SGM”	the special general meeting of the Company to be convened
“Share(s)”	share(s) of the Company, including the Domestic Shares and the H Shares, unless specified otherwise
“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Voluntary Withdrawal”	The proposed voluntary withdrawal of the listing status of the H Shares from GEM

By order of the Board  
**Tong Ren Tang Technologies Co., Ltd.**  
**Mei Qun**  
*Chairman*

Beijing, the PRC, 25 April 2008

*As at the date hereof, the executive directors of the Company are Mr. Mei Qun, Mr. Zhang Sheng Yu, Mr. Kuang Gui Shen, Mr. Yin Shun Hai, Mr. Wang Quan and Ms. Ding Yong Ling; and the independent non-executive directors of the Company are Ms. Tam Wai Chu, Maria, Mr. Ting Leung Huel, Stephen and Mr. Jin Shi Yuan.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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:- (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the day of its posting.*