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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 forms of proxy to the purchaser or 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 transferee.

This circular is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Tong Ren Tang Technologies Co., Ltd..



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: 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**

Notices convening a special general meeting and the respective class meetings of holders of the H Shares and the Domestic Shares to be held at No. 52 Dong Xing Long Street, Chong Wen District, Beijing, the PRC on Wednesday, 18 June 2008 immediately after the annual general meeting of the Company to be held at the same place and on the same date are set out on pages 16 to 24 of this circular. Whether or not you are able to attend the above meetings, please complete and return the respective enclosed proxy forms in accordance with the instructions printed thereon as soon as practicable and in any event by not less than 24 hours before the time appointed for the holding of the meetings or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting in person at the meetings or at any adjourned meetings (as the case may be) should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for a minimum period of seven days from the date of its posting.

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. GEM-listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITION

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

“Articles Amendments”	the proposed amendments 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 purpose 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 of the Company
“Class Meeting(s)”	the respective class meetings of the holders of the H Shares and the Domestic Shares to be held at No. 52 Dong Xing Long Street, Chong Wen District, Beijing, the PRC on Wednesday, 18 June 2008 immediately after the special general meeting of the Company to be held at the same place and on the same date, or any adjournment thereof
“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 with limited liability, 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) with a nominal value of RMB1.00 each in the share capital of the Company which are subscribed for and paid up in RMB
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as may be amended from time to time
“Group”	the Company and its subsidiaries (as defined in the GEM Listing Rules)

DEFINITION

“H Share(s)”	the overseas listed foreign invested share(s) with a 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
“Latest Practicable Date”	13 May 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“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 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 purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITION

“SGM”	the special general meeting of the Company to be held at No. 52 Dong Xing Long Street, Chong Wen District, Beijing, the PRC on Wednesday, 18 June 2008 immediately after the annual general meeting of the Company to be held at the same place and on the same date, or any adjournment thereof
“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

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Mei Qun (*Chairman*)
Mr. Zhang Sheng Yu (*Vice-chairman*)
Mr. Kuang Gui Shen (*Vice-chairman*)
Mr. Yin Shun Hai
Mr. Wang Quan
Ms. Ding Yong Ling

Registered Office:

No. 16 Tongji Beilu
Beijing Economic and Technology
Development Zone
Yizhuang
Beijing
The PRC

Independent Non-executive Directors:

Ms. Tam Wai Chu, Maria
Mr. Ting Leung Huel, Stephen
Mr. Jin Shi Yuan

Office and mailing address:

No. 20 Nansanhuan Zhonglu
Fengtai District
Beijing
The PRC

15 May 2008

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

Further to the Company's announcement dated 25 April 2008, the Directors have resolved to convene the SGM and the Class Meetings at No. 52 Dong Xing Long Street, Chong Wen District, Beijing, the PRC on Wednesday, 18 June 2008 immediately after the annual general meeting of the Company to be held at the same place and on the same date, and at each of which special resolutions will be proposed to the Shareholders to consider, and if thought fit, and approve, among other things, (i) the Main Board Migration; (ii) the Articles Amendments; and (iii) the authorisation for the Directors to take such steps as they consider necessary, desirable and expedient to carry out the above.

LETTER FROM THE BOARD

Preparations relating to the Main Board Migration 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.

REASONS FOR THE MAIN BOARD MIGRATION

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 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.

Accordingly, for the reasons stated above, the Directors have resolved to convene the SGM and the Class Meetings to approve, among other things, the Main Board Migration.

REQUIREMENTS UNDER THE 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 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. Where applicable and subject to the Main Board Listing Rules, the GEM Listing Rules and other applicable rules and regulations as may be amended from time to time, a 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 after obtaining approval from the CSRC and the relevant hearing held by the Listing Committee in respect of the listing of the H Shares on the Main Board.

LETTER FROM THE BOARD

THE ARTICLES AMENDMENTS

In view of the proposed Main Board Migration and for the purpose 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 existing 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 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. Prior to the Articles Amendments becoming effective, the existing Articles of Association will continue to be in force.

The Articles Amendments seek to provide consequential amendments to the existing 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 details of the Articles Amendments are as follows:

- (i) The first sentence of Article 6 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“This Articles shall be approved by special resolution at the Company’s general meeting and effective on the date of listing on the Main Board of The Stock Exchange of Hong Kong Limited.”

- (ii) The words “GEM Board” appearing in the Existing Articles shall be deleted and replaced by the words “Main Board”.

- (iii) The words “GEM Listing Rules” appearing in the Existing Articles shall be deleted and replaced by the words “Main Board Listing Rules”.

- (iv) The Article 137 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“The Company shall publish its financial reports twice every financial year. The interim reports shall be published within 60 days after the end of the first six months of each financial year and the annual reports shall be published within 120 days after the end of the financial year.”

LETTER FROM THE BOARD

THE SGM AND THE CLASS MEETINGS

Shareholders should note that the approval of (i) the Main Board Migration and (ii) the Articles Amendments 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, the Directors have resolved to convene the SGM and the Class Meetings for the Shareholders to consider and approve (i) the Main Board Migration; (ii) the Articles Amendments; and (iii) the authorisation for the Directors to take such steps as they consider necessary, desirable or expedient to carry out the above.

CONDITIONS FOR THE MAIN BOARD MIGRATION AND THE ARTICLES AMENDMENTS

Shareholders should note that the Shareholders' approval in connection with the Main Board Migration to be sought at the SGM and the Class Meetings is for the sole purpose of enabling the Company to make the relevant application to the CSRC. In light of the recent rules update for the Main Board Listing Rules which is published by the Stock Exchange and will become effective on 1 July 2008, and the Directors' current expectation that the application for transfer of listing will be submitted to the CSRC and/or the Stock Exchange after the relevant rules update for the Main Board Listing Rules becoming effective, the Main Board Migration, 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;
- (iii) the issue of an announcement containing, among other things, information required under Rule 9A.09 of the Main Board Listing Rules after the hearing held by the Listing Committee for the listing of the H Shares on the Main Board;
- (iv) where applicable, the passing of a special resolution by the Shareholders at a special general meeting to approve the Main Board Migration after the hearing held by the Listing Committee for the listing of the H Shares on the Main Board;
- (v) where applicable, 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 after the hearing held by the Listing Committee for the listing of the H Shares on the Main Board;

LETTER FROM THE BOARD

- (vi) where applicable, the publication of a notice of the Main Board Migration 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
- (vii) 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.

CLOSURE OF REGISTER OF MEMBERS

The register of members in Hong Kong will be closed from Monday, 19 May 2008 to Wednesday, 18 June 2008, both days inclusive, during which period no transfer of H shares of the Company will be effected. For the identification of members who are qualified to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 16 May 2008.

Warning:

Preparations relating to the Main Board Migration 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. 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, where applicable, 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 Board Migration 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 is 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 may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the H Shares.

LETTER FROM THE BOARD

PROCEDURES FOR DEMANDING A POLL AT A GENERAL MEETING OF THE COMPANY

Pursuant to Article 67 of the Articles of Association, a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairman of the such meeting; or
- (b) at least two members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has been passed on a show of hands, and an entry to that effect in the book containing the minutes of the proceedings of meetings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

A demand of poll can be withdrawn by the person who demanded it.

In compliance with the GEM Listing Rules, the Company will procure the chairman of the meeting to demand for a poll, pursuant to Article 67 of the Articles of Association of the Company, for the special resolutions to be proposed to approve (i) the Main Board Migration; (ii) the Articles Amendments; and (iii) the authorisation for the Directors to take such steps as they consider necessary, desirable and expedient to carry out the above.

RECOMMENDATION

The Board is of the view that the Main Board Migration and the Articles Amendments are in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolutions to be proposed at the SGM and the Class Meetings.

Yours faithfully,
for and on behalf of
Tong Ren Tang Technologies Co., Ltd.
Mei Qun
Chairman

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

2. DISCLOSURE OF INTERESTS

(i) Directors and chief executive of the Company

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

Long positions in shares

The Company

Name	Type of interest	Capacity	Number of Shares (Note)	Percentage	
				Percentage of total Domestic Shares	Percentage of total registered share capital
Mr. Yin Shun Hai	Personal	Beneficial owner	500,000	0.460%	0.255%
Mr. Mei Qun	Personal	Beneficial owner	500,000	0.460%	0.255%

Note: All represented Domestic Shares.

Beijing Tongrentang Company Limited (“Tongrentang Ltd.”)

Name	Type of interest	Capacity	Number of shares (Note)	Percentage of total registered share capital
Mr. Yin Shun Hai	Personal	Beneficial owner	38,850	0.009%
Mr. Mei Qun	Personal	Beneficial owner	31,081	0.007%
Mr. Kuang Gui Shen	Personal	Beneficial owner	22,700	0.005%

Note: All represented A shares.

Beijing Tong Ren Tang International Co., Limited

Name	Type of interest	Capacity	Number of shares	Percentage of total registered share capital
Mr. Yin Shun Hai	Personal	Beneficial owner	39,000	0.125%
Mr. Mei Qun	Personal	Beneficial owner	78,000	0.250%
Ms. Ding Yong Ling	Personal	Beneficial owner	39,000	0.125%

Beijing Tong Ren Tang Nature-Pharm Co. Ltd.

Name	Type of interest	Capacity	Number of shares	Percentage of total registered share capital
Mr. Wang Quan	Personal	Beneficial owner	200,000	0.400%

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the standards of dealing by directors as referred to in Rule 5.46 of the GEM Listing Rules.

(ii) Substantial Shareholders

So far as the Directors are aware, as at the Latest Practicable Date, the following persons (other than the Directors and chief executive of the Company) had interests, short positions or shares in a lending pool in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Name	Capacity	Number of Shares	Percentage of Domestic Shares	Percentage of H Shares	Percentage of total registered share capital
Tongrentang Ltd	Beneficial owner	100,000,000	92.013%	–	51.020%
China Beijing Tong Ren Tang Group Co., Ltd. (“Tongrentang Holdings”) (Note 2)	Interest in a controlled corporation	100,000,000	92.013%	–	51.020%
	Beneficial owner	1,580,000	1.454%	–	0.806%
Hamon Asset Management Limited (Note 3)	Investment manager	1,197,000(L)	–	1.371%	0.611%
Hamon U.S. Investment Advisors Limited (Note 3)	Investment manager	2,852,000(L)	–	3.266%	1.455%
Hamon Investment Management Limited (Note 3)	Investment manager	1,000,000(L)	–	1.145%	0.510%
The Hamon Investment Group Pte Limited (Note 3)	Interest in a controlled corporation	5,049,000(L)	–	5.782%	2.576%
Atlantis Investment Management Ltd.	Investment manager	7,041,000(L)	–	8.063%	3.592%
Templeton Asset Management Ltd.	Investment manager	5,224,000(L)	–	5.983%	2.665%
JPMorgan Chase & Co.	Investment manager	5,386,000(L)	–	6.168%	2.748%
		5,386,000(P)	–	6.168%	2.748%

Notes:

- (1) (L) – Long position, (S) – Short positions, (P) – Lending pool.
- (2) Such shares were held through Tongrentang Ltd. As at the Latest Practicable Date, Tongrentang Holdings owned a 55.24% interest in Tongrentang Ltd.. According to Part XV of the SFO, Tongrentang Holdings is deemed to be interested in the 100,000,000 Shares held by Tongrentang Ltd..
- (3) The Hamon Investment Group Pte Limited owns a 100% interest in Hamon Asset Management Limited, Hamon U.S. Investment Advisors Limited and Hamon Investment Management Limited.

Accordingly, The Hamon Investment Group Pte Limited is deemed under Part XV of the SFO to be interested in 1,197,000 Shares held by Hamon Asset Management Limited, 2,852,000 Shares held by Hamon U.S. Investment Advisors Limited and 1,000,000 Shares held by Hamon Investment Management Limited.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other person (other than the Directors and chief executive of the Company) who had any interests, short positions or shares in a lending pool in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

3. LITIGATION

As at the Latest Practicable Date, neither the Company nor any member of the Group was engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened by or against the Company or any member of the Group.

4. SERVICE CONTRACTS

Each of Mr. Yin Shun Hai and Mr. Mei Qun has entered into a service contract with the Company for a term of three years commencing on 9 March 2000. Upon the reappointment at the annual general meeting in 2003 and 2006, the term of the original service contracts remains valid until the conclusion of the annual general meeting in 2009. Each of other Directors has entered into a service contract with the Company for a term commencing on their respective appointment dates to the conclusion of the annual general meeting in 2009. Save as disclosed above, none of the Directors has any service contract with the Company that cannot be terminated by the Company within one year without payment of compensation other than statutory compensation. There are currently no proposed service contracts.

5. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, management Shareholder and their respective associates (as defined in GEM Listing Rules) had an interest in a business, which competes or may compete with the businesses of the Company and any other conflicts of interest which any such person has or may have with the Company.

6. DIRECTORS' INTERESTS IN ASSETS

None of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group or proposed to be so acquired, disposed of or leased since 31 December 2007, being the date to which the latest published audited accounts of the Company were made up, and up to the Latest Practicable Date.

7. DIRECTORS' INTERESTS IN CONTRACTS

There was no contract or arrangement subsisting at the Latest Practicable Date in which any of the Directors was materially interested and which was significant in relation to the business of the Group.

8. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there was not any material adverse changes in the financial or trading position of the Group since 31 December 2007, the date to which the latest published audited consolidated accounts of the Group were made up.

9. MISCELLANEOUS

- (a) The registered office of the Company is located at No. 16 Tongji Beilu, Beijing Economic and Technology Development Zone, Yizhuang Beijing, the PRC and the office of the Company is located at No. 20, Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC.
- (b) The Company's H Shares registrar and transfer office in Hong Kong is Hong Kong Registrars Ltd. at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (c) The company secretary of the Company is Ms. Zhang Jing Yan, a practicing pharmacist with a master degree in Economics. She formerly served as an officer of the securities department and a securities representative of Tongrentang Ltd.. She is currently the secretary to the Board.
- (d) The qualified accountant of the Company is Mr. Mak Kam Chiu, an associate member of the Hong Kong Institute of Certified Public Accountants.
- (e) The compliance officer of the Company is Mr. Mei Qun, a deputy chief pharmacist with a postgraduate qualification.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at the office of the Company at No. 20, Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC from the date of this circular up to and including 18 June 2008, being the date of the SGM and the Class Meetings:

- (a) Articles of Association;
- (b) the amended Articles of Association; and
- (c) the service contracts of each of Mr. Yin Shun Hai and Mr. Mei Qun entered into with the Company as referred to in the paragraph headed “Service contracts” in this Appendix.

NOTICE OF SGM



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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Tong Ren Tang Technologies Co., Ltd. (the “**Company**”) will be convened and held at No. 52 Dong Xing Long Street, Chong Wen District, Beijing, the People’s Republic of China (the “**PRC**”) on Wednesday, 18 June 2008 immediately after the annual general meeting of the Company to be held at the same place and on the same date for the purpose of considering and, if thought fit, approving the following special resolutions:

SPECIAL RESOLUTIONS

1. “**THAT** conditional upon (1) the listing sub-committee of the directors of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, all the H shares of RMB1.00 each in the share capital of the Company (the “**H Shares**”) then in issue on the Main Board (the “**Main Board**”) of the Stock Exchange (the “**Main Board Migration**”); (2) the China Securities Regulatory Commission granting approval of the Main Board Migration; (3) the obtaining of all other relevant consents (if any) which are required in connection with the implementation of the Main Board Migration and the fulfillment of all conditions which may be attached to such consents, the Main Board Migration be and is hereby approved and confirmed; and the directors of the Company (the “**Directors**”) be and are hereby authorised generally (i) to make any application and submission, do all such acts and things, execute any documents and/or deeds and/or take all such steps for and on behalf of the Company as they may deem necessary, desirable or expedient to effect and implement the foregoing and (ii) to attend to and handle all other necessary procedures and registrations relating to or as a result of the Main Board Migration.”

NOTICE OF SGM

2. “**THAT** conditional upon the listing of the H Shares on the Main Board, the amended articles of association of the Company (the “**Amended Articles**”) (a copy of which is produced to the meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification) which reflect the consequential amendments to the existing articles of association of the Company (the “**Existing Articles**”) as a result of the Main Board Migration (subject to further amendments (if any) being made to the same articles of association by the Directors as authorised by the shareholders of the Company), be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the Existing Articles, with effect from the date of listing of the H Shares on the Main Board. The details of the amendments set out in the Amended Articles are as follows:

(i) The first sentence of Article 6 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“This Articles shall be approved by special resolution at the Company’s general meeting and effective on the date of listing on the Main Board of The Stock Exchange of Hong Kong Limited.”

(ii) The words “GEM Board” appearing in the Existing Articles shall be deleted and replaced by the words “Main Board”.

(iii) The words “GEM Listing Rules” appearing in the Existing Articles shall be deleted and replaced by the words “Main Board Listing Rules”.

(iv) The Article 137 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“The Company shall publish its financial reports twice every financial year. The interim reports shall be published within 60 days after the end of the first six months of each financial year and the annual reports shall be published within 120 days after the end of the financial year.”

and the Directors be and are hereby authorised generally to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to further amend the Existing Articles and/or to amend the Articles Amendments, as the Directors may deem appropriate and necessary for the purpose of complying with the requirements of or made by the relevant authorities or regulatory bodies of the PRC and/or Hong Kong in connection with the Main Board Migration.”

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

Beijing, the PRC
15 May 2008

NOTICE OF SGM

Notes:

- (i) A member of the Company (“Member”) entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a Member. A form of proxy for use at the meeting is enclosed herewith. In the case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of Members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (ii) To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H Shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in case of holders of domestic shares, to the Company’s mailing address at No. 20 Nanshuan Zhonglu, Fengtai District, Beijing, the PRC not later than 24 hours before the time appointed for holding the meeting or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iii) Members and their proxies should produce identity proof (and form of proxy in case of proxies) when attending the meeting.
- (iv) The register of Members in Hong Kong will be closed from Monday, 19 May 2008 to Wednesday, 18 June 2008, both days inclusive, during which period no transfer of H Shares of the Company will be effected. For the identification of Members who are qualified to attend and vote at the meeting, all transfer document accompanied by the relevant share certificates must be lodged with the Company’s H Shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 16 May 2008.
- (v) Holders of H Shares who intend to attend the SGM shall complete the enclosed reply slip for the meeting and return it, by hand or by post to the Company’s H Shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or by fax to (852) 2865 0990/(852) 2529 6087, on or before Wednesday, 28 May 2008.
- (vi) Holders of domestic shares of the Company who intend to attend the SGM shall complete the enclosed reply slip for the meeting and return it, by hand or by post or by fax, to the Company’s mailing address on or before Wednesday, 28 May 2008.
- (vii) It is expect that the SGM will last not more than half an hour. Shareholders and their proxies attending the SGM shall bear their own travel and accommodation expenses.

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES



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)

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that a class meeting of holders of the H Shares (the “**H Shares Class Meeting**”) of Tong Ren Tang Technologies Co., Ltd. (the “**Company**”) will be convened and held at No. 52 Dong Xing Long Street, Chong Wen District, Beijing, the People's Republic of China (the “**PRC**”) on Wednesday, 18 June 2008 immediately after the special general meeting of the Company to be held at the same place and on the same date for the purpose of considering and, if thought fit, approving the following special resolutions:

SPECIAL RESOLUTIONS

1. “**THAT** conditional upon (1) the listing sub-committee of the directors of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, all the H shares of RMB1.00 each in the share capital of the Company (the “**H Shares**”) then in issue on the Main Board (the “**Main Board**”) of the Stock Exchange (the “**Main Board Migration**”); (2) the China Securities Regulatory Commission granting approval of the Main Board Migration; (3) the obtaining of all other relevant consents (if any) which are required in connection with the implementation of the Main Board Migration and the fulfillment of all conditions which may be attached to such consents, the Main Board Migration be and is hereby approved and confirmed; and the directors of the Company (the “**Directors**”) be and are hereby authorised generally (i) to make any application and submission, do all such acts and things, execute any documents and/or deeds and/or take all such steps for and on behalf of the Company as they may deem necessary, desirable or expedient to effect and implement the foregoing and (ii) to attend to and handle all other necessary procedures and registrations relating to or as a result of the Main Board Migration.”

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

2. “**THAT** conditional upon the listing of the H Shares on the Main Board, the amended articles of association of the Company (the “**Amended Articles**”) (a copy of which is produced to the meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification) which reflect the consequential amendments to the existing articles of association of the Company (the “**Existing Articles**”) as a result of the Main Board Migration (subject to further amendments (if any) being made to the same articles of association by the Directors as authorised by the shareholders of the Company), be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the Existing Articles, with effect from the date of listing of the H Shares on the Main Board. The details of the amendments set out in the Amended Articles are as follows:

- (i) The first sentence of Article 6 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“This Articles shall be approved by special resolution at the Company’s general meeting and effective on the date of listing on the Main Board of The Stock Exchange of Hong Kong Limited.”

- (ii) The words “GEM Board” appearing in the Existing Articles shall be deleted and replaced by the words “Main Board”.

- (iii) The words “GEM Listing Rules” appearing in the Existing Articles shall be deleted and replaced by the words “Main Board Listing Rules”.

- (iv) The Article 137 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“The Company shall publish its financial reports twice every financial year. The interim reports shall be published within 60 days after the end of the first six months of each financial year and the annual reports shall be published within 120 days after the end of the financial year.”

and the Directors be and are hereby authorised generally to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to further amend the Existing Articles and/or to amend the Articles Amendments, as the Directors may deem appropriate and necessary for the purpose of complying with the requirements of or made by the relevant authorities or regulatory bodies of the PRC and/or Hong Kong in connection with the Main Board Migration.”

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

Beijing, the PRC
15 May 2008

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

The Company's H Shares registrar and transfer office:

Hong Kong Registrars Limited
Shops 1712-1716, 17th Floor, Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong

Notes:

- (i) A member of the Company ("Member") entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a Member. A form of proxy for use at the meeting is enclosed herewith. In the case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of Members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (ii) To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's H Shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 24 hours before the time appointed for holding the meeting or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iii) Members and their proxies should produce identity proof (and form of proxy in case of proxies) when attending the meeting.
- (iv) The register of Members in Hong Kong will be closed from Monday, 19 May 2008 to Wednesday, 18 June 2008, both days inclusive, during which period no transfer of H Shares will be effected. For the identification of Members who are qualified to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 16 May 2008.
- (v) Holders of H Shares who intend to attend the H Shares Class Meeting shall complete the enclosed reply slip for the meeting and return it, by hand or by post to the Company's H Shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or by fax to (852) 2865 0990/(852) 2529 6087, on or before Wednesday, 28 May 2008.
- (vi) It is expected that the H Shares Class Meeting will last not more than half an hour. Shareholders and their proxies attending the H Shares Class Meeting shall bear their own travel and accommodation expenses.

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES



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)

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

NOTICE IS HEREBY GIVEN that a class meeting of holders of the Domestic Shares (the “**Domestic Shares Class Meeting**”) of Tong Ren Tang Technologies Co., Ltd. (the “**Company**”) will be convened and held at No. 52 Dong Xing Long Street, Chong Wen District, Beijing, the PRC on Wednesday, 18 June 2008 immediately after the special general meeting of the Company to be held at the same place and on the same date for the purpose of considering and, if thought fit, approving the following special resolutions:

SPECIAL RESOLUTIONS

1. “**THAT** conditional upon (1) the listing sub-committee of the directors of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, all the H shares of RMB1.00 each in the share capital of the Company (the “**H Shares**”) then in issue on the Main Board (the “**Main Board**”) of the Stock Exchange (the “**Main Board Migration**”); (2) the China Securities Regulatory Commission granting approval of the Main Board Migration; (3) the obtaining of all other relevant consents (if any) which are required in connection with the implementation of the Main Board Migration and the fulfillment of all conditions which may be attached to such consents, the Main Board Migration be and is hereby approved and confirmed; and the directors of the Company (the “**Directors**”) be and are hereby authorised generally (i) to make any application and submission, do all such acts and things, execute any documents and/or deeds and/or take all such steps for and on behalf of the Company as they may deem necessary, desirable or expedient to effect and implement the foregoing and (ii) to attend and handle all other necessary procedures and registrations relating to or as a result of the Main Board Migration.”

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

2. “**THAT** upon the listing of the H Shares on the Main Board, the amended articles of association of the Company (the “**Amended Articles**”) (a copy of which is produced to the meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification) which reflect the consequential amendments to the existing articles of association of the Company (the “**Existing Articles**”) as a result of the Main Board Migration (subject to further amendments (if any) being made to the same articles of association by the Directors as authorised by the shareholders of the Company), be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the Existing Articles, with effect from the date of listing of the H Shares on the Main Board. The details of the amendments set out in the Amended Articles are as follows:

(i) The first sentence of Article 6 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“This Articles shall be approved by special resolution at the Company’s general meeting and effective on the date of listing on the Main Board of The Stock Exchange of Hong Kong Limited.”

(ii) The words “GEM Board” appearing in the Existing Articles shall be deleted and replaced by the words “Main Board”.

(iii) The words “GEM Listing Rules” appearing in the Existing Articles shall be deleted and replaced by the words “Main Board Listing Rules”.

(iv) The Article 137 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“The Company shall publish its financial reports twice every financial year. The interim reports shall be published within 60 days after the end of the first six months of each financial year and the annual reports shall be published within 120 days after the end of the financial year.”

and the Directors be and are hereby authorised generally to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to further amend the Existing Articles and/or to amend the Articles Amendments, as the Directors may deem appropriate and necessary for the purpose of complying with the requirements of or made by the relevant authorities or regulatory bodies of the PRC and/or Hong Kong in connect ion with the Main Board Migration.”

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

Beijing, the PRC
15 May 2008

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

Office and mailing address:

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

Notes:

- (i) A member of the Company (“Member”) entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a Member. A form of proxy for use at the meeting is enclosed herewith. In the case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of Members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (ii) To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be delivered to the Company’s mailing address at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC not later than 24 hours before the time appointed for holding the meeting or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iii) Members and their proxies should produce identity proof (and form of proxy in case of proxies) when attending the meeting.
- (iv) Holders of domestic shares of the Company who intend to attend the Domestic Shares Class Meeting shall complete the enclosed reply slip for the meeting and return it, by hand or by post or by fax, to the Company’s mailing address on or before Wednesday, 28 May 2008.
- (v) It is expect that the Domestic Shares Class Meeting will last not more than half an hour. Shareholders and their proxies attending the Domestic Shares Class Meeting shall bear their own travel and accommodation expenses.