



Tong Ren Tang Technologies Co., Ltd.
北京同仁堂科技發展股份有限公司

(a joint stock 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.”

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

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 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) 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 pm 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.

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

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 date of its posting.