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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Tong Ren Tong Technologies Co., Ltd., you should at once hand this circular and the accompanying form 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.

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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 AMENDMENT OF ARTICLES OF ASSOCIATION  
AND  
RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS  
AND  
NOTICE OF AGM**

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A letter from the Board (as defined in this circular) is set out on pages 3 to 8 of this circular.

A notice convening the AGM to be held at No. 52 Dong Xing Long Street, Chong Wen District, Beijing, the PRC on Thursday, 25 June 2009 at 9:30 a.m., is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office, Hong Kong Registrars Ltd. at Shops 1806-1807, 18/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not later than twenty four (24) hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment of it should you so wish.

13 May 2009

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. 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.**

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## DEFINITIONS

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*In this circular, the following expressions have the meanings set out below unless the context otherwise requires.*

“AGM”	the annual general meeting of the Company in respect of the financial year ended 31 December 2008 which is to be convened to, among other things, consider and, if thought fit, approve the proposed amendments to the Articles of Association and the re-election and election of Directors and Supervisors
“Articles of Association”	the articles of association of the Company (as may be amended from time to time)
“Company”	Tong Ren Tang Technologies Co., Ltd., a joint stock company incorporated in the PRC with limited liability and the H Shares are listed on GEM
“Corporate Communication”	refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a quarterly report; (d) notice of meeting; (e) a listing document; (f) a circular; and (g) a proxy form
“Directors”	the directors 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 Listing Rules”	Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (as amended from time to time)
“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
“Latest Practicable Date”	13 May 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

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## DEFINITIONS

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“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“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
“Supervisors”	the supervisors of the Company
“Tongrentang Holdings”	China Beijing Tong Ren Tang Group Co., Ltd. (中國北京同仁堂(集團)有限責任公司), a state-owned enterprise established in the PRC under the laws of the PRC and the ultimate holding company of the Company and Tongrentang Ltd.
“Tongrentang Ltd.”	Beijing Tongrentang Company Limited (北京同仁堂股份有限公司), a joint stock limited company established in the PRC, the shares of which have been listed on the Shanghai Stock Exchange A Shares Market since 1997, and is the holding company of the Company

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mei Qun (*Chairman*)

Ding Yong Ling (*Vice-chairman*)

Kuang Gui Shen (*Vice-chairman*)

Yin Shun Hai

Wang Quan

*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

*Independent Non-executive Directors:*

Tam Wai Chu, Maria

Ting Leung Huel, Stephen

Jin Shi Yuan

Dear Sir or Madam,

**PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION  
AND  
RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS  
AND  
NOTICE OF AGM**

**INTRODUCTION**

The purpose of this circular is to provide you with, among other things, details of the proposed amendments to the Articles of Association, the re-election and election of Directors and Supervisors and the notice of the AGM.

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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the AGM to approve the proposed amendments to the Articles of Association in order to (i) reflect the expansion in the forms of products to be produced by the Company and (ii) allow the Company to effect Corporate Communication to the shareholders through the Company's website in order to save corporate costs, improve efficiency of information disclosure and reinforce operational flexibility.

The Company intends to introduce new kinds of products for the E Jiao series such as food or herbal pieces in order to cope with the market demand for the products of E Jiao series cope. Accordingly, the Board proposed to amend the Articles of Association to reflect the expansion of the scope of businesses of the Company in the following manner:

“The existing Article 10 to be amended as follows:

The scope of businesses of the Company approved by the registration authority shall prevail.

The scope of the Company's businesses covers development of medical technology, technology consultancy and service; manufacture and sale of Chinese medicine, biological preparations, Chinese herbal medicine; e-commerce; export of self-produced products and related technology; import and export of raw and auxiliary materials, machinery and equipment and technology that required by production; businesses of joint venture, production cooperation, processing trade with supplied materials and compensated trade; import and export of other commodities being approved by the Ministry of Foreign Trade and Economic Cooperation (save for items that have not obtained specific licence); operating and acting as an agent in the import and export business of various commodities and technology (excluding those commodities and technology that restricted by the state to operate or those prohibited from import and export (commodities list for import and export is not enclosed)); processing trade with imported materials and “three categories of processing and one category of compensation businesses” (processing with supplied materials, assembling parts supplied by clients, processing with customer's samples and compensatory trade); re-export trade and counter trade; sale of healthcare food and food; transportation of ordinary goods; processing of packed tea (operated by branch companies only).”

Pursuant to the relevant amendments to the GEM Listing Rules which came into effect on 1 January 2009, the following amendments to the Articles of Association are also proposed for the purpose of allowing the Company to effect Corporate Communication to the Shareholders through the Company's website in order to save corporate costs, improve efficiency of information disclosure and reinforce operational flexibility.

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## LETTER FROM THE BOARD

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“The existing Article 58 to be amended as follows:

Article 58           The notice of general meeting, information or explanatory statement that shall be served on the shareholders shall be delivered by any of the following means:

- (1) by personal delivery or by mail to the registered address of each of such overseas holders of foreign listed shares;
- (2) posting on the Company’s website or the website designated by the stock exchange where the Company’s shares are listed according to applicable or laws, administrative regulations and the relevant listing rules; or
- (3) any other means acceptable to stock exchange where the Company’s shares are listed.

For domestic shareholders, the notice of general meeting may also be issued by means of announcement.

Where power is taken to cease sending dividend warrants by post, if such warrants have been left uncashed, it will not be exercised until such warrants have been so left uncashed on 2 consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.

Such power to dispose of the shares shall not be exercised unless the following requirements are fulfilled for the shareholders of overseas listed foreign shares with whom it loses contact with:

- (1) Dividends of such shares have been declared for at least three times within a 12-year period and the dividends have not been claimed by anyone during such period; and
- (2) Upon expiry of the 12-year period, the Company publishes an announcement on the newspaper, stating its intention to dispose of the shares, and notifies the stock exchange.



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## LETTER FROM THE BOARD

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“The existing Article 134 to be amended as follows:

Article 134           The financial reports of the Company shall be made available at the Company 21 days before the annual general meeting for reference by shareholders. Each shareholder has the right to receive such financial reports as mentioned in this Chapter.

The aforesaid reports shall be delivered to the overseas holders of foreign listed shares within 21 days before the aforesaid general meeting by any of the following means:

- (1) by personal delivery or by mail to the registered address of each of such overseas holders of foreign listed shares;
- (2) posting on the Company’s website or the website designated by the stock exchange where the Company’s shares are listed according to applicable laws, administrative regulations and the relevant listing rules; or
- (3) any other means acceptable to stock exchange where the Company’s shares are listed.

“The following be added after Chapter 20 of the Articles of Association:

### “CHAPTER 21 OTHERS

Article 165           Any requirement in this Article for the Company to send, mail, dispatch, issue, publish or otherwise make available any Corporate Communication may, to the extent permitted under the laws and regulations and the listing rules in the place where the Company’s shares are listed and the Articles of Association, be satisfied by the Company by making available the Corporate Communication on the website of the Company or by sending or providing the same through electronic means.

“Corporate Communication” refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a quarterly report; (d) notice of meeting; (e) a listing document; (f) a circular; and (g) a proxy form within the meaning as ascribed thereto under the listing rules of the stock exchange where its shares are listed.”

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## **LETTER FROM THE BOARD**

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It is proposed that the AGM shall authorize the Directors or authorized person to make appropriate amendments to the Articles of Association whenever necessary in the process of submitting the same for approval, as required from time to time by the relevant regulatory authorities, administration of industry and commerce as well as the stock exchanges.

The proposed amendments to the Articles of Association shall become effective upon the Shareholders' approval at the AGM.

### **RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS**

As the term of the third session of the Board and the supervisory committee will expire on the date of the AGM, the terms of the Directors and the Supervisors of the third session of the Board and the supervisory committee will, therefore, come to an end. All the existing Directors and Supervisors, except Mr. Kuang Gui Shen (executive Director), Mr. Wang Quan (executive Director) and Ms. Liu Gui Rong (Supervisor), will offer themselves for re-election at the AGM.

The Company proposed that Mr. Wang Yu Wei, Ms. Fang Jia Zhi and Mr. Zhang Huan Ping be elected as the executive Directors and Ms. Wang Yan Rong to take the position of Supervisor for the fourth session of supervisory committee as the representative for labour. Resolutions will be put forward to re-elect and elect the existing and the new Directors and Supervisors and authorize the Board to fix the remuneration thereof. The term of the Directors and Supervisors will last for three years from the date of AGM to the date of the annual general meeting to be convened in 2012.

Particulars relating to Directors and Supervisors to be re-elected and elected are set out in Appendix to this circular.

### **AGM**

A notice of the AGM is set out on pages 17 to 21 of this circular. Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the AGM or adjournment thereof in person if you so wish.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the proposed amendments to the Articles of Association and the re-election and election of Directors and Supervisors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### 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, there are no other facts the omission of which would make any statement contained herein misleading.

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

13 May 2009

*The details of the Directors and Supervisors proposed to be re-elected and elected at the AGM, are set out below:*

**EXECUTIVE DIRECTORS**

**Mr. Mei Qun**, aged 53, the chairman of the Company, is a deputy chief pharmacist with a postgraduate qualification. He was formerly the deputy chief of the education section of Beijing TRT Pharma Factory, the assistant to the manager of Beijing Medicinal Materials Company, the assistant to the general manager and the deputy general manager of Tongrentang Holdings, general manager of Tongrentang Ltd., and the vice-chairman of the Company. He is currently the deputy secretary to the Party Committee, the vice-chairman and general manager of Tongrentang Holdings, the chairman of Beijing Tong Ren Tang Health Pharmaceutical Co., Ltd., the chairman of Beijing Tong Ren Tang Medicinal Materials Co., Ltd., the chairman of Beijing Tong Ren Tang Pharmaceutical Co., Ltd., the chairman of Beijing Tong Ren Tang Biological Product Development Co., Ltd., the chairman of Beijing Tong Ren Tang Minan Pharmaceutical Co., Ltd., the vice-chairman of Tongrentang Ltd., the vice-chairman of Beijing Tong Ren Tang Chinese Medicine Company Limited and a director of Beijing Tong Ren Tang International Co., Ltd.. He is the vice president of Chinese Society of Traditional Chinese Medicine, a standing committee member of Beijing Pharmaceutical Association, an executive committee member of Beijing Trade and Industry Association, the vice president of Beijing Enterprise Confederation, the vice president of Chongwen General Chamber of Commerce, a member of China Council for the Promotion of International Trade and a standing committee member of China Association of Trade in Services. He was also a delegate to the Beijing's 13th National People's Congress ("NPC"), a delegate to the Chongwen's 13th and 14th NPC. He is responsible for the overall decision-making of the Company. He is the compliance officer of the Company and responsible for overseeing all matters relating to the listing of the Company. He is one of the promoters of the Company.

Mr. Mei has been a director of the Company and Tongrentang Ltd. since 9 March 2000 and 18 June 1997 respectively. Mr. Mei was re-elected as an executive Director at the annual general meeting in 2003 and 2006.

As at the Latest Practicable Date, Mr. Mei owned 500,000 Domestic Shares (0.255% of the issued capital) of the Company; 37,297 shares (0.007% of the issued capital) of Tongrentang Ltd. and 78,000 shares (0.25% of the issued capital) of Beijing Tong Ren Tang International Co., Limited that is a subsidiary of Tongrentang Holdings. Save as disclosed above and as at the Latest Practicable Date, Mr. Mei did not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV of the SFO and nor was he a director of any listed companies in the past three years as at the Latest Practicable Date. If Mr. Mei was re-elected as a Director in the AGM, the Company and Mr. Mei would enter into a service agreement in relation to the appointment of Mr. Mei as an executive Director.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to the re-election of Mr. Mei under GEM Listing Rules 17.50(2)(g)-(v).

**Ms. Ding Yong Ling**, aged 46, vice-chairman of the Company, is a deputy chief pharmacist with a bachelor's degree. She served as the deputy head of the foreign trade department, the deputy manager and manager of the import and export branch, under Tongrentang Holdings, the manager of the import and export branch of Tongrentang Ltd., the deputy general manager of the Company and the manager of the import and export branch of the Company as well as an assistant to the general manager of Tongrentang Holdings. She currently serves as the deputy general manager of Tongrentang Holdings, the managing director of Beijing Tong Ren Tang International Co., Limited and Beijing Tong Ren Tang Chinese Medicine Co., Ltd. and the director of Beijing Tong Ren Tang Health Pharmaceutical Co., Ltd., Ms Ding was elected as an executive Director on 16 May 2005 and re-elected at the annual general meeting in 2006.

As at the Latest Practicable Date, Ms. Ding owned 39,000 shares (0.125% of the issued capital) of Beijing Tong Ren Tang International Co. Limited that is a subsidiary of Tongrentang Holdings. Save as disclosed above and as at the Latest Practicable Date, Ms. Ding did not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company, nor had she any interests in the Shares within the meaning of Part XV of the SFO and nor was she a director of any listed companies in the past three years as at the Latest Practicable Date. If Ms. Ding is re-elected as a Director in the AGM, the Company and Ms. Ding would enter into a service agreement in relation to the appointment of Ms. Ding as an executive Director.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to the re-election of Ms Ding under GEM Listing Rules 17.50(2)(g)-(v).

**Mr. Yin Shun Hai**, aged 56, is a senior economist with a postgraduate qualification. He was formerly the factory manager of Factory 2 of TRT Pharma, the deputy general manager and general manager of Tongrentang Holdings, and the chairman of the Company. He is currently the chairman and the secretary to the Party Committee of Tongrentang Holdings, the vice-chairman of Tongrentang Ltd., the vice president of Patent Protection Association of China, an executive member of the 9th All-China Federation of Industry & Commerce and a delegate to the 11th Beijing's CPPCC. He is one of the promoters of the Company.

Mr. Yin has been a director of the Company and of Tongrentang Ltd. since 9 March 2000 and 18 June 1997 respectively. Mr. Yin was re-elected as an executive Director of the Company at the annual general meeting in 2003 and 2006.

As at the Latest Practicable Date, Mr. Yin owned 500,000 Domestic Shares (0.255% of the issued capital) of the Company; 46,620 shares (0.009% of the issued capital) of Tongrentang Ltd. and 39,000 shares (0.125% of the issued capital) of Beijing Tong Ren Tang International Co. Limited that is a subsidiary of Tongrentang Holdings. Save as disclosed above and as at the Latest Practicable Date, Mr. Yin did not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV SFO and nor was he a director of any listed companies in the past three years as at the Latest Practicable Date. If Mr. Yin was re-elected as a director in the AGM, the Company and Mr. Yin would enter into a service agreement in relation to the appointment of Mr. Yin as an executive Director.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to the re-election of Mr. Yin under GEM Listing Rules 17.50(2)(g)-(v).

**Mr. Wang Yu Wei**, aged 42, a proposed candidate of an executive Director, is a senior engineer with a postgraduate qualification. He formerly served as the deputy officer of the new technology development centre and the deputy factory manager of Factory 2 of Beijing TRT Pharma, the assistant to the general manager and the deputy general manager of the Company. He is currently the general manager of the Company, the director of Beijing Tong Ren Tang Chinese Medicine Company Limited and the chairman of Beijing Tong Ren Tang Nansanhuan Zhonglu Drugstore Co., Limited. He is also a delegate to the Fengtai District's 14th NPC of Beijing.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wang did not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV of the SFO and nor was he a director of any listed companies in the past three years as at the Latest Practicable Date. If Mr. Wang was elected as a Director in the AGM, the Company and Mr. Wang would enter into a service agreement in relation to the appointment of Mr. Wang as an executive Director.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to the election of Mr. Wang under GEM Listing Rules 17.50(2)(g)-(v).

**Ms. Fang Jia Zhi**, aged 43, a proposed candidate of an executive Director, is a senior auditor with a university qualification. She formerly served as the deputy head and head of audit department of Tongrentang Holdings, the deputy chief accountant of the Company. She is currently the chief accountant of the Company, the director of Beijing Tong Ren Tang Yanbian Chinese Medicinal Raw Materials Co., Limited, Beijing Tong Ren Tang Anhui Chinese Medicinal Raw Materials Co., Limited, Beijing Tong Ren Tang Zhejiang Chinese Medicinal Raw Materials Co., Limited, Beijing Tong Ren Tang Hebei Chinese Medicinal Raw Materials Technologies Co., Limited, Beijing Tong Ren Tang Hubei Chinese Medicinal Raw Materials Co., Limited, Beijing Tong Ren Tang Nanyang Shanzhuyu Co., Limited, Beijing Tong Ren Tang Tongke Pharmaceutical Company Limited and Beijing Tong Ren Tang WM Dianorm Biotech Co., Limited.

Save as disclosed above and as at the Latest Practicable Date, Ms. Fang did not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company, nor had she any interests in the Shares within the meaning of Part XV of the SFO and nor was she a director of any listed companies in the past three years as at the Latest Practicable Date. If Ms. Fang was elected as a Director in the AGM, the Company and Ms. Fang would enter into a service agreement in relation to the appointment of Ms. Fang as an executive Director.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to the election of Ms. Fang under GEM Listing Rules 17.50(2)(g)-(v).

**Mr. Zhang Huan Ping**, aged 49, a proposed candidate of an executive Director, is a Pharmacist-in-charge with a bachelor's degree. He served as the cadre of human resources department of Tongrentang Holdings, deputy secretary to the Party Committee and the union president of Tongrentang Holdings' Supplier Station, the deputy factory manager of Tongrentang Holdings's Pieces Factory and Beijing Chinese Pharmaceuticals Factory 2, the deputy factory manager of Tongrentang Ltd's Medicinal Liquor Factory. He is currently the deputy general manager of Beijing Tong Ren Tang Chinese Medicine Company Limited.

Save as disclosed above and as at the Latest Practicable Date, Mr. Zhang did not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV of the SFO and nor was he a director of any listed companies in the past three years as at the Latest Practicable Date. If Mr. Zhang was elected as a Director in the AGM, the Company and Mr. Zhang would enter into a service agreement in relation to the appointment of Mr. Zhang as an executive Director.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to the re-election of Mr. Zhang under GEM Listing Rules 17.50(2)(g)-(v).

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Miss Tam Wai Chu, Maria**, GBS, JP, LL.D (Honoris Causa), L.L.B (Honours), barrister. She is currently an independent non-executive Director of Guangnan (Holdings) Limited, Minmetals Land Limited, Nine Dragons Paper (Holdings) Limited, Sa Sa International Holdings Limited, Sinopec Kantons Holdings Limited, Titan Petrochemicals Group Limited and Wing On Company International Limited, all are listed on the Stock Exchange. She was a member of the Preparatory Committee for the Hong Kong Special Administrative Region (PRC) and Hong Kong Affairs Advisor (PRC). She is currently a member of the Task Group on Constitutional Development of the Commission on Strategic Development. She is a Deputy to the National People's Congress of The People's Republic of China and a member of the Hong Kong Basic Law Committee. She was appointed as an independent non-executive Director on 11 October 2000 and was re-elected at the annual general meeting in 2003 and 2006.

Save as disclosed above and as at the Latest Practicable Date, Miss Tam did not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company, nor had she any interests in the Shares within the meaning of Part XV of the SFO and nor was she a director of any listed companies in the past three years as at the Latest Practicable Date. If Miss Tam was re-elected as a Director in the AGM, the Company and Miss Tam would enter into a service agreement in relation to the appointment of Miss Tam as an independent non-executive Director.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to the re-election of Miss Tam under GEM Listing Rules 17.50(2)(g)-(v).



**Mr. Ting Leung Huel, Stephen**, aged 56, He is the chairman of the audit committee and a member of the remuneration committee of the Company. Mr. Ting is also a non-executive director of Chow Sang Sang Holdings International Limited, a listed company, and an independent non-executive director of six other listed companies namely Minmetals Resources Limited, Tongda Group Holdings Limited, JLF Investment Company Limited, Computer and Technologies Holdings Limited, Texhong Textile Group Limited and Dongyue Group Limited. In the past three years, he held directorship at eForce Holdings Limited but was subsequently resigned. Save as disclosed above, Mr. Ting has not held any directorship in other listed public companies in the past three years. Mr. Ting is a member of the 9th and 10th Chinese People's Political & Consultative Conference, Fujian. Mr. Ting is an accountant in public practice. He is the managing partner of Messrs. Ting Ho Kwan & Chan, Certified Public Accountants (Practising). He was appointed as an independent non-executive Director on 11 October 2000 and was re-elected at the annual general meeting in 2003 and 2006.

Save as disclosed above and as at the Latest Practicable Date, Mr. Ting did not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV of the SFO and nor was he a director of any listed companies in the past three years as at the Latest Practicable Date. If Mr. Ting was re-elected as a Director in the AGM, the Company and Mr. Ting would enter into a service agreement in relation to the appointment of Mr. Ting as an independent non-executive Director.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to the re-election of Mr. Ting under GEM Listing Rules 17.50(2)(g)-(v).

**Mr. Jin Shi Yuan**, aged 83, a chief pharmacist, is the Chinese medicine investigation expert in state secret technology for the State Ministry of Science and Technology, evaluation expert in Chinese medicine project for the National Natural Science Foundation of China, appraisal expert in science and technology achievements for the State Administration of Traditional Chinese Medicine, appraisal expert in basic medicines for the State Food and Drug Administration, appraisal expert in Chinese medicine prices for the State Development and Reform Commission, and successor to Chinese medicine preparations in State nonmaterial cultural heritages. Mr. Jin is also a lifelong councilor of the China Association of Traditional Chinese Medicine, Chairman of the Chinese Patent Medicine Affiliate, member of the Committee on Clinical Medicine Evaluation Experts, consultant to the Council of Beijing Institute of Chinese Medicine and guest professor of the School of Chinese Medicine, Capital University of Medical Sciences, and Capital Renowned Expert of Chinese Medicine. He was appointed as an independent non-executive Director on 16 October 2000 and re-elected at the annual general meeting in 2003 and 2006.

Save as disclosed above and as at the Latest Practicable Date, Mr. Jin did not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV of the SFO and nor was he a director of any listed companies in the past three years as at the Latest Practicable Date. If Mr. Jin was re-elected as a Director in the AGM, the Company and Mr. Jin would enter into a service agreement in relation to the appointment of Mr. Jin as an independent non-executive Director.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to the re-election of Mr. Jin under GEM Listing Rules 17.50(2)(g)-(v).

The Recommended Best Practices of the Code on Corporate Governance Practices set out in Appendix 15 of the GEM Listing Rules are for guidance only. Under the Recommended Best Practices A.4.3, any further appointment of an independent non-executive Director who has served more than 9 years should be subject to a separate resolution to be approved by Shareholders. The Board should set out to Shareholders in the document accompanying a resolution to elect such an independent non-executive Director the reasons that they believe that such an independent non-executive Director continues to be independent and why he should be re-elected.

Each of Miss Tam, Mr. Ting and Mr. Jin has served as an independent non-executive Director since October 2000 and his/her re-election is subject to separate resolution to be approved by Shareholders at the AGM. The Board has complied with the Code Provision E.1.1 with regard to the requirement to propose a separate resolution in respect of each substantially separate issue at a general meeting. In the past several years, it has been the Company's practice that separate resolutions were proposed at general meetings for each Director candidates whether such Director is an executive Director, a non-executive Director or an independent non-executive Director. Accordingly, Director candidate will be voted on individually at the AGM.

The Board had noted that each of Miss Tam, Mr. Ting and Mr. Jin has complied with the requirements as to independence set out in Rule 5.09 of the GEM Listing rules, has properly discharged his/her duties and responsibilities as an independent non-executive Director and has made positive contribution to the development of the Company through independent, constructive and informed comments and participation at Board and Board committees meetings. Therefore, the Board considers that each of Miss Tam, Mr. Ting and Mr. Jin continues to be independent and is eligible for re-election as an independent non-executive Director notwithstanding the fact that he/she has served as an independent non-executive Director for more than 9 years.

## **SUPERVISORS**

**Mr. Zhang Xi Jie**, aged 55, chief supervisor of the Company, is a senior accountant and Chinese certified public accountant with a postgraduate qualification. He served as the deputy head of finance department of Beijing Medicine Company, head of finance, accounting and pricing department, deputy manager of capital operation department of Beijing Medicine Group Limited, executive deputy head, head and deputy chief accountant of the development office of Tongrentang Holdings. He is currently a director and the chief accountant of Tongrentang Holdings, the chairman of the supervisory committee of Tongrentang Ltd., the chairman of Beijing Tong Ren Tang Commercial Investment Management Co., Ltd, director of Beijing Tong Ren Tang Health Pharmaceutical Co., Ltd. and Beijing Tong Ren Tang Medicinal Materials Co., Ltd. and Beijing Tong Ren Tang Pharmaceutical Co., Ltd. and Beijing Tong Ren Tang Biological Product Development Co., Ltd.. Mr. Zhang was elected as a Supervisor on 18 May 2006.

Save as disclosed above and as at the Latest Practicable Date, Mr. Zhang did not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV of the SFO and nor was he a director of any listed companies in the past three years as at the Latest Practicable Date. If Mr. Zhang was re-elected as a Supervisor in the AGM, the Company and Mr. Zhang would enter into a service agreement in relation to the appointment of Mr. Zhang as a Supervisor.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to the re-election of Mr. Zhang under GEM Listing Rules 17.50(2)(g)-(v).

**Mr. Wu Yi Gang**, aged 51, holding a bachelor degree of law, he was admitted as a solicitor in 1984 and started practice in the same year. Mr. Wu founded Wu Luan Zhao Yan Law Firm in Beijing in 1994 and has been the managing partner of the firm since then. He served as one of the arbitrators of the first session of the Beijing Arbitration Commission in 1995. He currently serves as the council member, director of Disciplinary Committee and deputy director of Foreign Affairs Committee of Beijing Lawyers Association, and member of the First Council of Beijing Club of Non-Party Senior Intellectuals. He was elected as a Supervisor on 22 October 2003 and re-elected at the annual general meeting in 2006.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wu did not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV of the SFO and nor was he a director of any listed companies in the past three years as at the Latest Practicable Date. If Mr. Wu was re-elected as a Supervisor in the AGM, the Company and Mr. Wu would enter into a service agreement in relation to the appointment of Mr. Wu as a Supervisor.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to the re-election of Mr. Wu under GEM Listing Rules 17.50(2)(g)-(v).

**Ms. Wang Yan Rong**, aged 48, is an economist with a bachelor's degree. She served as the section officer of human resources department and Administrative Office, deputy department head and department head of Manager Office of Tongrentang Holdings. She is currently the deputy secretary to the Party Committee, the secretary to the Disciplinary Committee and the Chairman of the labour committee of the Company.

Save as disclosed above and as at the Latest Practicable Date, Ms. Wang did not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company, nor had she any interests in the Shares within the meaning of Part XV of the SFO and nor was she a director of any listed companies in the past three years as at the Latest Practicable Date. Ms. Wang Yan Rong will take the position of Supervisor for the fourth session of supervisory committee as the representative for labour and the Company and Ms. Wang would enter into a service agreement in relation to the appointment.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to the appointment of Ms. Wang under GEM Listing Rules 17.50(2)(g)-(v).

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Tong Ren Tang Technologies Co. Ltd., (the “Company”) will be held at No. 52 Dong Xing Long Street, Chong Wen District, Beijing, the PRC on Thursday, 25 June 2009 at 9:30 a.m., for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

#### ORDINARY RESOLUTION

- 1) to receive and consider the audited consolidated financial statements of the Company and the Report of the Directors and the Auditors for the year ended 31 December 2008;
- 2) to receive and consider the Report of the Supervisory Committee of the Company for the year ended 31 December 2008;
- 3) to declare and propose a final dividend of RMB0.40 (including tax) per share for the year ended 31 December 2008. The proposed dividend will be payable before 31 August 2009 to shareholders whose names appear on the register of shareholders of the Company on 25 June 2009. Dividend payable to the shareholders of H shares will be paid in Hong Kong Dollars (“HKD”). The exchange rate between RMB and HKD shall be ascertained on the basis of the average of the middle exchange rates for RMB to HKD as published by the People’s Bank of China for the five trading days prior to 25 June 2009;
- 4) to approve the re-election and election of Mr. Mei Qun, Ms. Ding Yong Ling, Mr. Yin Shun Hai, Mr. Wang Yu Wei, Ms. Fang Jia Zhi and Mr. Zhang Huan Ping as the executive directors and Miss Tam Wai Chu, Maria, Mr. Ting Leung Huel, Stephen and Mr. Jin Shi Yuan as the independent non-executive directors for the fourth session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the annual general meeting to be convened in 2012 and to authorize the board of directors of the Company to fix the remuneration and to enter into service contracts with all elected directors on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;

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## NOTICE OF ANNUAL GENERAL MEETING

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- 5) to approve the re-election of Mr. Zhang Xi Jie and Mr. Wu Yi Gang as the supervisors for the fourth session of supervisory committee and Ms. Wang Yan Rong to take the position of Supervisor for the fourth session of supervisory committee as the representative for labour, with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the annual general meeting to be convened in 2012 and to authorize the board of directors of the Company to fix the remuneration and to enter into service contracts with all elected supervisors on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 6) to re-appoint PricewaterhouseCoopers as the auditors of the Company for the year ending 31 December 2009 and to authorize the board of directors of the Company to fix their remuneration.”

**AS SPECIAL BUSINESS**, to consider and, if thought fit, to pass, with or without amendments, the following resolution as a special resolution of the Company:

### SPECIAL RESOLUTION

- 7) **“THAT** the following amendments to the Articles of Association be and are hereby approved, and any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such matters and take all such actions which the Directors may deem necessary or expedient and in the interest of the Company in accordance with the applicable laws and regulations and fulfilling the requirements (if any) of the relevant PRC authorities (including but not limited to all applications, filings and registrations with the relevant authorities):
  - (1) “The existing Article 10 to be amended as follows:

Article 10                      The scope of businesses of the Company approved by the registration authority shall prevail.

The scope of the Company’s businesses covers development of medical technology, technology consultancy and service; manufacture and sale of Chinese medicine, biological preparations, Chinese herbal medicine; e-commerce; export of self-produced products and related technology; import and export of raw and auxiliary materials, machinery and equipment and technology that required by production; businesses of joint venture, production cooperation, processing trade with supplied materials and compensated trade; import and export of other commodities being approved by the Ministry of Foreign Trade and Economic Cooperation (save for items that have not obtained specific licence); operating and acting as an agent in the import and export business of various commodities and technology (excluding those

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## NOTICE OF ANNUAL GENERAL MEETING

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commodities and technology that restricted by the state to operate or those prohibited from import and export (commodities list for import and export is not enclosed)); processing trade with imported materials and “three categories of processing and one category of compensation businesses” (processing with supplied materials, assembling parts supplied by clients, processing with customer’s samples and compensatory trade); re-export trade and counter trade; sale of healthcare food and food; transportation of ordinary goods; processing of packed tea (operated by branch companies only).”

- (2) “The existing Article 58 to be amended as follows:

Article 58            The notice of general meeting, information or explanatory statement that shall be served on the shareholders shall be delivered by any of the following means:

- (1) by personal delivery or by mail to the registered address of each of such overseas holders of foreign listed shares;
- (2) posting on the Company’s website or the website designated by the stock exchange where the Company’s shares are listed according to applicable laws, administrative regulations and the relevant listing rules; or
- (3) any other means acceptable to stock exchange where the Company’s shares are listed.

For domestic shareholders, the notice of general meeting may also be issued by means of announcement.

Where power is taken to cease sending dividend warrants by post, if such warrants have been left uncashed, it will not be exercised until such warrants have been so left uncashed on 2 consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.

Such power to dispose of the shares shall not be exercised unless the following requirements are fulfilled for shareholders of overseas listed foreign shares with whom it loses contact with:

- (1) Dividends of such shares have been declared for at least three times within a 12-year period and the dividends have not been claimed by anyone during such period; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (2) Upon expiry of the 12-year period, the Company publishes an announcement on the newspaper, stating its intention to dispose of the shares, and notifies the stock exchange.”
- (3) “The existing Article 134 to be amended as follows:

Article 134            The financial reports of the Company shall be made available at the Company 21 days before the annual general meeting for reference by shareholders. Each shareholder has the right to receive such financial reports as mentioned in this Chapter.

The aforesaid reports shall be delivered to the overseas holders of foreign listed shares within 21 days before the aforesaid general meeting by any of the following means:

- (1) by personal delivery or by mail to the registered address of each of such overseas holders of foreign listed shares;
  - (2) posting on the Company’s website or the website designated by the stock exchange where the Company’s shares are listed according to applicable laws, administrative regulations and the relevant listing rules; or
  - (3) any other means acceptable to stock exchange where the Company’s shares are listed.
- (4) “the following be added after Chapter 20 of the Articles of Association:

### “Chapter 21 Others

Article 165            Any requirement in this Article for the Company to send, mail, dispatch, issue, publish or otherwise make available any Corporate Communication may, to the extent permitted under the laws and regulations and the listing rules in the place where the Company’s shares are listed and the Articles of Association, be satisfied by the Company by making available the Corporate Communication on the website of the Company or by sending or providing the same through electronic means.

“Corporate Communication” refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary



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## NOTICE OF ANNUAL GENERAL MEETING

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interim report; (c) a quarterly report; (d) notice of meeting; (e) a listing document; (f) a circular; and (g) a proxy form within the meaning as ascribed thereto under the listing rules of the stock exchange where its shares are listed.”

For and on behalf of the Board of  
**TONG REN TANG TECHNOLOGIES CO., LTD.**

**Mei Qun**

*Chairman*

Beijing, the PRC,  
13 May 2009

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

*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 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 H share registrar of the Company 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 Tuesday, 26 May 2009 to Thursday, 25 June 2009, 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 and to be entitled to the proposed final dividend for the year ended 31 December 2008, all transfer document accompanied by the relevant share certificates must be lodged with the Company’s H share 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 Monday, 25 May 2009.
- (v) Holders of H shares of the Company who intend to attend the annual general 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, on or before Thursday, 4 June 2009.
- (vi) Holders of domestic shares of the Company who intend to attend the 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 Thursday, 4 June 2009.
- (vii) It is expect that the meeting will last not more than half day. Shareholders and their proxies attending the meeting shall bear their own travel and accommodation expenses.