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**BEIJING TONG REN TANG CHINESE MEDICINE COMPANY LIMITED**

**北京同仁堂國藥有限公司**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 8138)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“**EGM**”) of Beijing Tong Ren Tang Chinese Medicine Company Limited (the “**Company**”) will be held at 10:30 a.m. on Friday, 6 January 2017 at Room 1405–1409, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution:

**As an Ordinary Resolution**

“**THAT**, the distribution framework agreement dated 14 December 2016 (the “**PRC Distribution Framework Agreement**”) entered into between the Company and China Beijing Tong Ren Tang (Holdings) Corporation, and the new annual caps for the three years ending 31 December 2019 for the transactions contemplated thereunder are hereby approved, ratified and confirmed; and **THAT** any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the PRC Distribution Framework Agreement and completing the transactions contemplated thereunder with such changes as he/she may consider necessary, desirable or expedient.”

By order of the board of directors  
**Beijing Tong Ren Tang**  
**Chinese Medicine Company Limited**  
**Mei Qun**  
*Chairman*

Hong Kong, 19 December 2016

Notes:

- (i) Shareholders entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company.
- (ii) In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority), must be delivered to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- (iii) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) If a shareholder appoints more than one proxy, such proxies shall only exercise their voting rights by a poll.

*As at the date of this notice, the non-executive director is Mei Qun; the executive directors are Ding Yong Ling, Zhang Huan Ping and Lin Man; and the independent non-executive directors are Leung, Oi Sie Elsie, Chan Ngai Chi and Zhao Zhong Zhen.*

*This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this notice misleading.*

*This notice will remain on the "Latest Company Announcement" page of the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least seven days from the date of its posting and on the Company's website at ([www.tongrentangcm.com](http://www.tongrentangcm.com)).*