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If you have sold or transferred all your shares in **Beijing Tong Ren Tang Chinese Medicine Company Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission.



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)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE BY THE COMPANY OF ITS OWN SECURITIES AND
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 3 Dai King Street, Tai Po Industrial Estate, New Territories, Hong Kong on Monday, 7 May 2018 at 10:30 a.m. is set out in 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 and return it in accordance with the instructions printed thereon as soon as possible 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 and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment if you so wish.

This circular, 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 GEM 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, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading, and all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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

29 March 2018

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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

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

“AGM”	the annual general meeting of the Company to be held at 3 Dai King Street, Tai Po Industrial Estate, New Territories, Hong Kong on Monday, 7 May 2018 at 10:30 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 14 to 17 of this circular
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Beijing Tong Ren Tang Group”	Tong Ren Tang Holdings, its subsidiaries, its jointly controlled entities and its associates (including the Group)
“Board”	the board of Directors
“Company”	Beijing Tong Ren Tang Chinese Medicine Company Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Exchange”	The Stock Exchange of Hong Kong Limited
“GEM”	GEM operated by the Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM (as amended from time to time)
“Group”	the Company and its subsidiaries
“Issue Mandate”	a general mandate authorizing the Directors to allot, issue and deal with the securities of the Company not exceeding 20% of the total number of Shares in issue (which included total number of such securities (if any) repurchased) as at the date of approval of the mandate by the annual general meeting of the Company on 8 May 2017
“Latest Practicable Date”	23 March 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Main Board”	the Main Board of the Stock Exchange

DEFINITIONS

“PRC”	The People’s Republic of China
“Proposed Extension Mandate”	to extend the Proposed Issue Mandate to the Directors to issue and allot additional Shares by adding the number of Shares repurchased by the Company under the Proposed Repurchase Mandate
“Proposed Issue Mandate”	a general mandate to the Directors to allot, issue and deal with securities of the Company not exceeding 20% of the total number of Shares in issue as at the date of approval of the mandate
“Proposed Repurchase Mandate”	a general mandate to the Directors to repurchase securities of the Company not exceeding 10% of the total number of Shares in issue as at the date of approval of the mandate
“Repurchase Mandate”	a general mandate authorizing the Directors to repurchase the securities of the Company on the Exchange not exceeding 10% of the total number of Shares in issue as at 8 May 2017
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-Backs in Hong Kong
“Tong Ren Tang Holdings”	China Beijing Tong Ren Tang Group Co., Ltd., a state-owned enterprise established in the PRC on 17 August 1992 and is the ultimate controlling shareholder of the Company
“Tong Ren Tang Ltd.”	Beijing Tong Ren Tang Company Limited, a joint stock limited company established in the PRC on 18 June 1997, the shares of which have been listed on the Shanghai Stock Exchange since 1997, and is the intermediate holding company of the Company
“Tong Ren Tang Technologies”	Tong Ren Tang Technologies Co. Ltd., a joint stock limited company established in the PRC on 22 March 2000, the H shares of which have been listed on GEM since 2000 and have been transferred to the Main Board since July 2010, and is the immediate holding company of the Company

LETTER FROM THE BOARD



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)

Directors:

Non-executive Director:

Mr. Mei Qun (*Chairman*)

Executive Directors:

Ms. Ding Yong Ling

Mr. Zhang Huan Ping

Ms. Lin Man

Independent Non-executive Directors:

Mr. Tsang Yok Sing, Jasper

Mr. Zhao Zhong Zhen

Mr. Chan Ngai Chi

Registered Office:

Room 1405–1409

Office Tower, Convention Plaza

1 Harbour Road

Wanchai,

Hong Kong

29 March 2018

To the Shareholders

Dear Sirs or Madams,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE BY THE COMPANY OF ITS OWN SECURITIES AND
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following matters to be put forward at the AGM for Shareholders' consideration and, if thought fit, approval of:

- (i) the grant of the Proposed Issue Mandate to the Directors;

LETTER FROM THE BOARD

- (ii) the grant of the Proposed Repurchase Mandate to the Directors;
- (iii) the grant of the Proposed Extension Mandate to the Directors;
- (iv) the re-election of Directors; and
- (v) the declaration of final dividend.

GENERAL MANDATES TO ISSUE AND REPURCHASE BY THE COMPANY OF ITS OWN SECURITIES

Pursuant to the written resolutions passed by the Shareholders on 8 May 2017, ordinary resolutions were passed for the grant of the Issue Mandate and the Repurchase Mandate, and all of the aforesaid mandates will expire at the conclusion of the AGM. As at the Latest Practicable Date, the Company had 837,100,000 Shares in issue.

(a) Proposed Issue Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Proposed Issue Mandate, which if granted, will allow the Directors to allot, issue and deal with further securities prevailing up to 20% of the total number of Shares in issue as at the date of passing the relevant resolution.

Subject to the passing of the ordinary resolution approving the Proposed Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Issue Mandate in full would enable the Company to issue a maximum of 167,420,000 Shares. The grant of the Proposed Issue Mandate will provide the Directors with flexibility to issue Shares when it is in the interest of the Company to do so. As of the Latest Practicable Date, there was no present intention to issue any securities of the Company pursuant to the Proposed Issue Mandate.

(b) Proposed Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Proposed Repurchase Mandate, which if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own securities not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution.

Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 83,710,000 Shares. As of the Latest Practicable Date, there was no present intention for any repurchase of Shares pursuant to the Proposed Repurchase Mandate.

LETTER FROM THE BOARD

(c) Proposed Extension Mandate

An ordinary resolution will be proposed at the AGM to approve the extension of the Proposed Issue Mandate to include the total number of such securities (if any) repurchased under the Proposed Repurchase Mandate (provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the relevant resolution).

Subject to the passing of the relevant ordinary resolutions at the AGM, the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate will continue to be in force until, the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate shall lapse unless, by ordinary resolution passed at that meeting, the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate are renewed, either unconditionally or subject to conditions; or
- (b) the revocation or variation of the authority given under Resolutions 5(A) and 5(B) as set out in the AGM Notice by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing the particulars required by the GEM Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of seven Directors, namely Mr. Mei Qun, Ms. Ding Yong Ling, Mr. Zhang Huan Ping, Ms. Lin Man, Mr. Tsang Yok Sing, Jasper, Mr. Zhao Zhong Zhen and Mr. Chan Ngai Chi.

Pursuant to Article 97 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation and shall be eligible for re-election. The Directors to retire by rotation will be those Directors who have been Directors longest in office since their last re-election or appointment.

In accordance with Articles 81(B) and 97 of the Articles of Association, Mr. Tsang Yok Sing, Jasper, who was appointed as an independent non-executive Director of the Company with effect from 12 September 2017, shall hold office only until the conclusion of AGM and shall then be eligible for re-election at the AGM. Thus, four directors, namely, Ms. Ding Yong Ling, Ms. Lin Man, Mr. Tsang Yok Sing, Jasper and Mr. Zhao Zhong Zhen shall retire from office by rotation respectively at the forthcoming AGM and, all being eligible, have offered themselves for re-election as Directors at the forthcoming AGM.

LETTER FROM THE BOARD

Resolutions will be put forward to re-elect the existing Directors and authorize the Board to fix the remuneration thereof.

Brief biographical details of Ms. Ding Yong Ling, Ms. Lin Man, Mr. Tsang Yok Sing, Jasper and Mr. Zhao Zhong Zhen are set out in Appendix II to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the publication of the AGM Notice in accordance with Article 98(b) of the Articles of Association, the Company will issue a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

FINAL DIVIDEND

The Board recommends a final dividend of 19 HK cents per share for the year ended 31 December 2017, such dividends will be proposed for approval at the AGM. If approved, such dividend are payable to Shareholders whose names appear on the register of members of the Company on or around Tuesday, 15 May 2018.

AGM

The AGM will be held at 3 Dai King Street, Tai Po Industrial Estate, New Territories, Hong Kong on Monday, 7 May 2018 at 10:30 a.m.. The AGM Notice is set out on pages 14 to 17 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it 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, and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS

AGM

In order to determine the entitlements of the Shareholders to attend and vote at the AGM, the Register of Members of the Company will be closed from Monday, 30 April 2018 to Monday, 7 May 2018 (both days inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services 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, 27 April 2018.

LETTER FROM THE BOARD

Final dividend

In order to determine the list of shareholders of the Company who are entitled to receive the final dividend for the year ended 31 December 2017, the Register of Members of the Company will be closed from Friday, 11 May 2018 to Tuesday, 15 May 2018 (both days inclusive), during which period no transfer of Shares will be registered.

To qualify for the above-mentioned dividends (if approved), all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at the address as set out in subparagraph (i) above for registration no later than 4:30 p.m. on Thursday, 10 May 2018.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter (as defined in the Note to Rule 17.47(4) of the GEM Listing Rules) to be voted on by a show of hands.

RECOMMENDATION

The Directors believe that the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of those resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board
Beijing Tong Ren Tang
Chinese Medicine Company Limited
Mei Qun
Chairman

This Appendix contains information required under Rule 13.08 of the GEM Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in connection with the Proposed Repurchase Mandate.

1. SHAREHOLDERS' APPROVAL

All proposed repurchases of shares by a company with its primary listing on the Exchange must be approved in advance by way of an ordinary resolution, either of a specific approval of a particular transaction or of a general mandate to the directors of the company to make such repurchases.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 837,100,000 Shares. Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 83,710,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing the relevant resolution, during the period from the date of the passing of the resolution to the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting ("Proposed Repurchase Period").

3. REASONS FOR THE REPURCHASE

The Directors believe that the Proposed Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Proposed Repurchase Mandate (if approved in the AGM) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings of the Company per Share.

4. SOURCE OF FUNDS

Repurchases of Shares made pursuant to the Proposed Repurchase Mandate must be made out of funds legally available for such purpose in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of Hong Kong.

There would not be any material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 December 2017) in the event that the Proposed Repurchase Mandate was to be exercised in full at any time during the Proposed Repurchase Period. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on GEM during each of the previous 12 calendar months prior to the Latest Practicable Date:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
March 2017	11.04	10.02
April 2017	11.72	10.34
May 2017	12.00	10.92
June 2017	11.84	10.96
July 2017	11.42	10.54
August 2017	11.30	10.06
September 2017	10.60	9.98
October 2017	11.20	10.00
November 2017	11.38	10.64
December 2017	11.00	10.24
January 2018	12.68	10.54
February 2018	13.50	11.00
March 2018 (up to the Latest Practicable Date)	15.50	12.90

6. UNDERTAKING

The Directors have undertaken to the Exchange to exercise the Proposed Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of Hong Kong.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

No connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Company is authorized to make repurchases of the Shares.

8. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares pursuant to the Proposed Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Tong Ren Tang Holdings was interested in an aggregate of 600,000,000 Shares, representing approximately 71.67% of the total number of Shares in issue (and approximately 79.64% of the total number of Shares in issue if the Proposed Repurchase Mandate is exercised in full). To the best of the knowledge and belief of the Directors, an exercise of the Proposed Repurchase Mandate in full will not result in Tong Ren Tang Holdings and its parties acting in concert becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Proposed Repurchase Mandate to such an extent that would result in the amount of Shares held by the public being reduced to less than 25% of the entire issued share capital of the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any of its Shares (whether on the Exchange or otherwise) in the six months preceding the Latest Practicable Date.

BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION

The brief biographical details of the Directors proposed and eligible for re-election at the AGM are set out below.

Ms. Ding Yong Ling (丁永玲女士), aged 54, is an executive Director and the chief executive officer of the Company and is mainly responsible for our day-to-day operation and management. Ms. Ding has been appointed as a managing director of the Company since September 2004. Ms. Ding joined Beijing Tong Ren Tang Group in 1984 and was formerly the head of the foreign trade division of Tong Ren Tang Holdings, manager of the import and export branches and the executive director and the deputy general manager of Tong Ren Tang Technologies and the director of Beijing Tong Ren Tang International Co., Ltd., and also is currently the director and the deputy general manager of Tong Ren Tang Holdings. Ms. Ding graduated from the Party School of the Central Committee of the Communist Party of China in August 1997 with a bachelor's degree in major of economic management, and she further completed a course for research student under employment in international business administration at Business School of the University of International Business and Economics in April 2002.

Save as disclosed above, Ms. Ding did not (i) hold any positions in the Group, (ii) hold any directorship in any other listed public companies in Hong Kong or have any other major appointments in the last three years immediately preceding the Latest Practicable Date; and (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Pursuant to the terms of the service contract re-entered into between the Company and Ms. Ding dated 15 April 2016, Ms. Ding's term of appointment as an executive Director is 3 years, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association.

As at the Latest Practicable Date, Ms. Ding was interested in 250,000 Shares, representing approximately 0.029% of the total number of Shares in issue.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Ms. Ding as a Director nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

Ms. Lin Man (林曼女士), aged 42, is an executive Director, the chief financial officer and the company secretary of the Company and is mainly responsible for finance management. Ms. Lin joined the Company in 2004 and was appointed as the company secretary in 2005 and the chief financial officer in 2008. Ms. Lin was appointed as a Director on 1 February 2011. Ms. Lin is a member of the Hong Kong Institute of Certified Public Accountants. Ms. Lin obtained a bachelor's degree in arts in Polish from Beijing Foreign Studies University in July 1999 and a bachelor's degree in accounting and finance from the University of Lancaster in July 2004.

Save as disclosed above, Ms. Lin did not (i) hold any positions in the Group, (ii) hold any directorship in any other listed public companies in Hong Kong or have any other major appointments in the last three years immediately preceding the Latest Practicable Date; and (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Pursuant to the terms of the service contract re-entered into between the Company and Ms. Lin dated 15 April 2016, Ms. Lin's term of appointment as an executive Director is 3 years, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association.

As at the Latest Practicable Date, Ms. Ding was interested in 220,000 Shares, representing approximately 0.026% of the total number of Shares in issue.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Ms. Lin as a Director nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

Mr. Tsang Yok Sing, Jasper (曾鈺成先生), G.B.M., G.B.S., J.P., aged 70, has been appointed as an independent non-executive Director of the Company on 12 September 2017. Mr. Tsang is Honorary Professor of the Faculty of Social Science of The Chinese University of Hong Kong and the Convenor of Hong Kong Vision Research Programme. Mr. Tsang held a number of posts in public service, including the President of the Fourth and the Fifth Legislative Council of the HKSAR from 2008 to 2016. Prior to his election as President of the Legislative Council of the HKSAR, Mr. Tsang served as a member of the Legislative Council elected from the Kowloon West constituency from 1998 to 2008 and a member of the Executive Council of the HKSAR from 2002 to 2008. From 1992 to 2003, he served as Chairman of the Democratic Alliance for the Betterment of Hong Kong. Mr. Tsang was actively involved in the establishment of the HKSAR. He served as a member of the Preparatory Committee established by the Standing Committee of the Chinese National People's Congress in 1996 and a member of the Provisional Legislative Council of the HKSAR from 1997 to 1998. Mr. Tsang was a member of the National Committee of the Chinese People's Political Consultative Conference from 1993 to 2013, a non-executive director of the Hong Kong Securities and Futures Commission from 2001 to 2007, a member of the Executive Committee of the Commission on Strategic Development from 2005 to 2008, a board member of the Airport Authority Hong Kong from 2005 to 2008, a member of the Independent Commission Against Corruption Complaints Committee from 2003 to 2008 and a member of the Disaster Relief Fund Advisory Committee from 2002 to 2008. Mr. Tsang also served as a member of the Council of The Open University of Hong Kong from 1996 to 2005 and a member of the Standing Committee on Language Education and Research from 1996 to 2000. Mr. Tsang obtained a Bachelor of Arts degree at The University of Hong Kong in 1968, Certificate in Education in 1981 and Master of Education degree in 1983. Mr. Tsang was appointed as a Justice of the Peace (J.P.) in 1998 and was awarded the Gold Bauhinia Star (G.B.S.) in 2002 and the Grand Bauhinia Medal (G.M.B.) in 2015.

Save as disclosed above, Mr. Tsang did not (i) hold any positions in the Group, (ii) hold any directorship in any other listed public companies in Hong Kong or have any other major appointments in the last three years immediately preceding the Latest Practicable Date; and (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Pursuant to the terms of the service contract entered into between the Company and Mr. Tsang, Mr. Tsang's term of appointment as an independent executive Director is 3 years with effect from 12 September 2017, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Tsang as a Director nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

Mr. Zhao Zhong Zhen (趙中振先生), aged 60, has been appointed as an independent non-executive Director of the Company on 15 April 2013. Mr. Zhao is currently a professor and an associate dean of the School of Chinese Medicine of Hong Kong Baptist University. Mr. Zhao has been an associate professor of Hong Kong Baptist University since April 1999. Mr. Zhao is currently a member of the Chinese Pharmacopoeia Commission and a member of Chinese Medicine Development Committee. From 1985 to 1987, Mr. Zhao was a research assistant of China Academy of Chinese Medical Sciences. From 1987 to 1988 and 1991 to 1992, Mr. Zhao was a visiting scholar of Tokyo University of Pharmacy and Life Science. Mr. Zhao was a research director of a laboratory for Chinese medicines in Japan during the period from October 1992 to April 1999. From July 2009 to January 2010, Mr. Zhao was a visiting scholar of Osher Research Centre of Harvard Medical School. Mr. Zhao obtained a bachelor's degree and a master's degree, both in Chinese medicine, from Beijing University of Chinese Medicine in March 1982, and from China Academy of Chinese Medical Sciences in December 1985, respectively. Mr. Zhao obtained his doctorate degree in pharmacy in Tokyo University of Pharmacy and Life Science in March 1992.

Save as disclosed above, Mr. Zhao did not (i) hold any positions in the Group, (ii) hold any directorship in any other listed public companies in Hong Kong or have any other major appointments in the last three years immediately preceding the Latest Practicable Date; and (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Pursuant to the terms of the service contract re-entered into between the Company and Mr. Zhao dated 15 April 2016, Mr. Zhao's term of appointment as an independent non-executive Director is 3 years, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Zhao as a Director nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

NOTICE OF AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“Meeting”) of Beijing Tong Ren Tang Chinese Medicine Company Limited (the “Company”) will be held at 3 Dai King Street, Tai Po Industrial Estate, New Territories, Hong Kong on Monday, 7 May 2018 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements, the report of the directors of the Company (the “Directors”) and the report of the auditor of the Company for the year ended 31 December 2017;
2. (A) To re-elect Ms. Ding Yong Ling as an Executive Director;
(B) To re-elect Ms. Lin Man as an Executive Director;
(C) To re-elect Mr. Tsang Yok Sing, Jasper as an Independent Non-executive Director;
(D) To re-elect Mr. Zhao Zhong Zhen as an Independent Non-executive Director;
and
(E) To authorize the board of directors of the Company (the “Board”) to fix their remuneration;
3. To consider and approve the proposed payment of a final dividend of 19 HK cents per share for the year ended 31 December 2017;
4. To consider and approve the re-appointment of PricewaterhouseCoopers as the auditor of the Company and to authorize the Board to fix the auditor’s remuneration;

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5. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

(A) **“THAT**

- (i) subject to sub-paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of the Hong Kong Limited (the “GEM Listing Rules”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional shares of the Company (the “Shares”) and to make, issue or grant offers, agreements, options (including bonds, warrants and securities or debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this resolution shall authorize the Directors during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the total number of Shares allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); (b) the exercise of warrants to subscribe for Shares of the Company or any securities which are convertible into Shares of the Company or the exercise of options granted under any share option schemes adopted by the Company; or (c) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:
 - “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

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- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.

“Rights Issue” means the allotment, issue, or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) **“THAT**

- (i) subject to sub-paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares in issue on The Stock Exchange of Hong Kong Limited (the “Exchange”) or any other stock exchange on which the Shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares which the Company is authorized to repurchase pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.”

- (C) **“THAT** conditional upon ordinary resolutions no. 5(A) and 5(B) above being passed, the total number of Shares which are repurchased by the Company under the authority granted to the Directors pursuant to ordinary resolution no.

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5(B) above shall be added to the total number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to ordinary resolution no. 5(A) above.”

By Order of the Board
Beijing Tong Ren Tang
Chinese Medicine Company Limited
Mei Qun
Chairman

Hong Kong, 29 March 2018

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.
- (v) For the purpose to determine the entitlements of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 30 April 2018 to Monday, 7 May 2018 (both days inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services 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, 27 April 2018.
- (vi) For the purpose to determine the list of shareholders of the Company who are entitled to receive the final dividend for the year ended 31 December 2017, the register of members of the Company will be closed from Friday, 11 May 2018 to Tuesday, 15 May 2018 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for the above-mentioned dividends (if approved), all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services 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 Thursday, 10 May 2018.

As at the date of this notice, the Board comprises non-executive Director, namely Mr. Mei Qun; executive Directors, namely Ms. Ding Yong Ling, Mr. Zhang Huan Ping and Ms. Lin Man; and independent non-executive Directors, namely Mr. Tsang Yok Sing, Jasper, Mr. Zhao Zhong Zhen and Mr. Chan Ngai Chi.

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 GEM 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, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and 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) for at least seven days from the date of its posting and on the Company's website at (www.tongrentangcm.com).