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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: 3613)**

**(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND  
REPURCHASE BY THE COMPANY OF ITS OWN SECURITIES;  
(2) RE-ELECTION OF DIRECTORS;  
AND  
(3) 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 Friday, 10 June 2022 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. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should 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 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, 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.

**PRECAUTIONARY MEASURES FOR THE AGM**

To safeguard the health and safety of Shareholders and to prevent the spreading of coronavirus disease 2019 (COVID-19), the following precautionary measures will be implemented by the Company at the AGM:

- Compulsory temperature checks;
- Submission of Health Declaration Form;
- Compulsory wearing of surgical face masks at the venue of the AGM at all times (please bring your own); and
- No provision of refreshments and corporate gifts.

Attendees who do not comply with the above precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

**For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.**

22 April 2022

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## **PRECAUTIONARY MEASURES FOR THE AGM**

To safeguard the health and safety of Shareholders and to prevent the spreading of coronavirus disease 2019 (COVID-19), the following precautionary measures will be implemented by the Company at the AGM:

- Compulsory body temperature checks will be conducted on every attending Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person found to be suffering from a fever or otherwise unwell will be denied entry into the AGM venue or be required to leave the AGM venue.
- All attending Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a declaration form confirming their names and contact details, and be asked whether (a) they have travelled to, or to their best of knowledge had close contact with any person who has recently travelled to, areas outside of Hong Kong at any time in the preceding 14 days of the AGM; and (b) they are subject to any compulsory quarantine prescribed by the Hong Kong Government. Any person who responds affirmatively to any one of the above questions will be denied entry into the AGM venue or be required to leave the AGM venue.
- All attendees are requested to wear surgical face masks at the AGM venue at all times, and to maintain a safe distance with other attendees. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- No refreshments and corporate gifts will be provided by the Company.

Attendees who do not comply with the precautionary measures above or is subject to any Hong Kong Government prescribed quarantine may be denied entry to the meeting venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy instead of attending the AGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

## 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 Friday, 10 June 2022 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 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, the shares of which were listed on the GEM of the Stock Exchange on 7 May 2013 and transferred to Main Board of the Stock Exchange on 29 May 2018  |
| “connected person(s)”         | has the meaning ascribed under the Listing Rules   |
| “Director(s)”                 | director(s) of the Company   |
| “GEM”                         | GEM operated by the Stock Exchange   |
| “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 28 May 2021 |
| “Latest Practicable Date”     | 12 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular  |
| “Listing Rules”               | The Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)   |
| “Main Board”                  | the Main Board of the Stock Exchange   |

## DEFINITIONS

|                                |   |
|--------------------------------|---|
| “PRC”                          | 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 28 May 2021  |
| “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)   |
| “Stock Exchange” or “Exchange” | The Stock Exchange of Hong Kong Limited   |
| “Takeovers Code”               | The Code on Takeovers and Mergers and Share Buy-backs   |
| “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: 3613)

**Directors:**

*Executive Directors:*

Ms. Ding Yong Ling (*Chairman*)  
Mr. Chen Fei  
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

22 April 2022

*To the Shareholders*

Dear Sirs or Madams,

**(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND  
REPURCHASE BY THE COMPANY OF ITS OWN SECURITIES;  
(2) RE-ELECTION OF DIRECTORS;  
AND  
(3) 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;
- (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.

## LETTER FROM THE BOARD

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

Pursuant to the written resolutions passed by the Shareholders on 28 May 2021, 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 Shares 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.

#### (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 Shares (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).

## LETTER FROM THE BOARD

Subject to the passing of the relevant ordinary resolutions at the AGM, the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposal 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 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 six Directors, namely Ms. Ding Yong Ling, Mr. Chen Fei, 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 Article 97 of the Articles of Association, two directors, namely, Mr. Chen Fei and Mr. Chan Ngai Chi 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.

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

Brief biographical details of Mr. Chen Fei and Mr. Chan Ngai Chi 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.



## **LETTER FROM THE BOARD**

### **FINAL DIVIDEND**

The Board recommends a final dividend of HK\$0.28 per Share for the year ended 31 December 2021, 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 Monday, 20 June 2022.

### **AGM**

The AGM will be held at 3 Dai King Street, Tai Po Industrial Estate, New Territories, Hong Kong on Friday, 10 June 2022 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 adjournment 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, 6 June 2022 to Friday, 10 June 2022 (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 Thursday, 2 June 2022.

#### **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 2021, the register of members of the Company will be closed from Thursday, 16 June 2022 to Monday, 20 June 2022 (both days inclusive), during which period no transfer of Shares will be registered.

## LETTER FROM THE BOARD

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 Wednesday, 15 June 2022.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the 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 13.39(4) of the 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**  
**Ding Yong Ling**  
*Chairman*

*This Appendix contains information required under Rule 10.06(1)(b) of the 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 (the “**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 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 2021) 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 the Exchange during each of the previous 12 calendar months prior to the Latest Practicable Date:

|  | Price per Share        |                       |
|--|------------------------|-----------------------|
|  | Highest<br><i>HK\$</i> | Lowest<br><i>HK\$</i> |
| March 2021                                     | 11.94                  | 9.53                  |
| April 2021                                     | 12.50                  | 10.44                 |
| May 2021                                       | 14.20                  | 10.26                 |
| June 2021                                      | 14.10                  | 10.76                 |
| July 2021                                      | 13.80                  | 10.32                 |
| August 2021                                    | 13.00                  | 10.22                 |
| September 2021                                 | 11.24                  | 9.69                  |
| October 2021                                   | 10.66                  | 9.50                  |
| November 2021                                  | 11.26                  | 9.33                  |
| December 2021                                  | 14.30                  | 10.20                 |
| January 2022                                   | 14.28                  | 11.58                 |
| February 2022                                  | 12.38                  | 10.54                 |
| March 2022                                     | 11.82                  | 8.99                  |
| April 2022 (up to the Latest Practicable Date) | 11.46                  | 10.40                 |

## 6. UNDERTAKING

The Directors have undertaken to the Exchange to exercise the Proposed Repurchase Mandate in accordance with the 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.

**Chen Fei**, aged 51, is an executive director and the chief executive officer of the Company and is mainly responsible for our day-to-day operation and management. Mr. Chen was appointed as a non-executive director of the Company on 24 March 2020 and was re-designated as an executive director and was appointed as the chief executive officer of the Company on 11 March 2021. Mr. Chen joined Beijing Tong Ren Tang Group in August 1994 and formerly served as the deputy manager and manager of Operational Management Department of Tong Ren Tang Holdings, the deputy manager of Pricing Department of Tong Ren Tang Holdings, the deputy manager of Economic Operation Department of Tong Ren Tang Holdings and the general manager of Beijing Tong Ren Tang (Thailand) Co., Ltd.. Mr. Chen obtained a bachelor's degree in Chinese medicine from School of Chinese Medicine of Beijing Union University in August 1994.

Save as disclosed above, Mr. Chen 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. Chen dated 24 March 2020, Mr. Chen'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, Mr. Chen was interested in 20,000 Shares, representing approximately 0.002% 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 Mr. Chen as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

**Chan Ngai Chi**, aged 50, was appointed as an independent non-executive director of the Company on 15 April 2013. Prior to joining the Company, Mr. Chan had more than 20 years of financial management, compliance and auditing experience. Mr. Chan worked in the audit division of PricewaterhouseCoopers Hong Kong and various Hong Kong and U.S. listed companies. Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, and also a Chartered Financial Analyst Charterholder. Mr. Chan graduated from the Hong Kong University of Science and Technology with a bachelor's degree in business administration in accounting in 1994 and, also obtained a master's degree in Science from the Chinese University of Hong Kong in 2003 and an EMBA degree from Peking University in 2021.

Save as disclosed above, Mr. Chan 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. Chan dated 15 April 2019, Mr. Chan'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.

As at the Latest Practicable Date, Mr. Chan did not have any interests in the Shares within the meaning of Part XV of the SFO.

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. Chan as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the 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: 3613)**

### 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 Friday, 10 June 2022 at 10:30 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2021;
2. (A) To re-elect Mr. Chen Fei as an executive director of the Company;  
(B) To re-elect Mr. Chan Ngai Chi as an independent non-executive director of the Company; and  
(C) To authorize the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company;
3. To consider and approve the proposed payment of a final dividend of HK\$0.28 per share for the year ended 31 December 2021;
4. To consider and approve the re-appointment of PricewaterhouseCoopers Hong Kong as the auditor of the Company and to authorize the Board to fix the auditor’s remuneration;



## NOTICE OF AGM

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 Listing Rules, the exercise by the directors of the Company (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 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.”

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- (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. 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**  
**Ding Yong Ling**  
*Chairman*

Hong Kong, 22 April 2022

*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 notorially 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 Meeting, the register of members of the Company will be closed from Monday, 6 June 2022 to Friday, 10 June 2022 (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 Thursday, 2 June 2022.
- (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 2021, the register of members of the Company will be closed from Thursday, 16 June 2022 to Monday, 20 June 2022 (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 Wednesday, 15 June 2022.

As at the date of this notice, the composition of the Board is as follows:

*Executive Directors:*

Ms. Ding Yong Ling (*Chairman*)  
Mr. Chen Fei  
Ms. Lin Man

*Independent Non-executive Directors:*

Mr. Tsang Yok Sing, Jasper  
Mr. Zhao Zhong Zhen  
Mr. Chan Ngai Chi