

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

VOLUNTARY ANNOUNCEMENT
ENTERING INTO THE CAPITAL INCREASE AGREEMENT

This is a voluntary announcement made by Beijing Tong Ren Tang Chinese Medicine Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) for the purpose of keeping the shareholders of the Company and potential investors abreast of the business development and products of the Group.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 16 February 2023, (i) the Company; (ii) Tong Ren Tang Technologies Co. Ltd. (“**Tong Ren Tang Technologies**”, a controlling shareholder of the Company whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 1666)); (iii) Beijing Tong Ren Tang WM Dianorm Biotech Co., Ltd.* (北京同仁堂麥爾海生物技術有限公司) (“**Tong Ren Tang WM Dianorm**”, in which the Company holds 40% equity interest and therefore is an associate of the Company); and (iv) Jianzhijia Health-Chain Co., Ltd.* (健之佳醫藥連鎖集團股份有限公司) (“**Jianzhijia**”, whose shares are listed on the Shanghai Stock Exchange, stock code: 605266.SH) entered into a capital increase agreement (the “**Capital Increase Agreement**”). Pursuant to the Capital Increase Agreement, Jianzhijia has agreed to make capital contribution in the amount of RMB33,345,000 to Tong Ren Tang WM Dianorm (the “**Capital Increase**”) where both the Company and Tong Ren Tang Technologies will not make any capital contribution. Upon completion of the Capital Increase, the registered capital of Tong Ren Tang WM Dianorm will be increased from USD3,000,000 to USD4,000,000, and Tong Ren Tang WM Dianorm will be held as to 45%, 30% and 25% by Tong Ren Tang Technologies, the Company and Jianzhijia, respectively, and Tong Ren Tang WM Dianorm will remain as an associate of the Company.

Upon completion of the Capital Increase, Tong Ren Tang WM Dianorm will take full advantage of professional management concept and sales channel resources of Jianzhijia, improve development and cooperation, and enhance the competitive advantage of products of Tong Ren Tang WM Dianorm. The Directors (including independent non-executive directors) are of the view that the terms and conditions of the Capital Increase Agreement are fair and reasonable, the transaction contemplated thereunder was entered into on normal or better commercial terms in the ordinary and usual course of business of the Company, and are in the interests of the Company and the shareholders as a whole.

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, Jianzhijia is a third party independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). As Tong Ren Tang WM Dianorm is an associate of the Company and not a subsidiary of the Company, the decrease of Company’s equity interests in Tong Ren Tang WM Dianorm upon entering into of the Capital Increase Agreement will not constitute a transaction as defined under Chapters 14 and 14A of the Listing Rules.

Shareholders of the Company and potential investors should exercise caution when dealing in the securities of the Company.

** for identification purpose only*

By order of the Board
Beijing Tong Ren Tang
Chinese Medicine Company Limited
Ding Yong Ling
Chairman

Hong Kong, 16 February 2023

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

Executive Directors:

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

Independent Non-executive Directors:

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