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If you have sold or transferred all your shares in **Tong Ren Tang Technologies Co. Ltd.**, you should at once hand this circular and the accompanying form of proxy and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



Tong Ren Tang Technologies Co. Ltd.
北京同仁堂科技發展股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1666)

**PROPOSED APPOINTMENT OF NEW DIRECTOR;
PROPOSED AMENDMENTS TO THE
RULES OF PROCEDURES OF THE BOARD;
AND
NOTICE OF EGM**

A letter from the Board is set out on pages 3 to 11 of this circular. A notice convening the EGM to be held at 2:00 p.m. on Friday, 25 August 2023 at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC, is set out on pages 12 to 14 of this circular.

If you intend to appoint a proxy to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof, and deposit it with, (i) for holders of H Shares, Hong Kong Registrars Ltd., the H Share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and (ii) for holders of Domestic Shares, the office of the Company, at No. 20, Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so desire.

4 August 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

“associate(s)”	has the meaning ascribed under the Hong Kong Listing Rules
“Board”	means the board of directors of the Company
“Company”	means Tong Ren Tang Technologies Co. Ltd. (北京同仁堂科技發展股份有限公司), a joint stock company incorporated in the PRC with limited liability and the H shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code:1666)
“controlling shareholder”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	means the director(s) of the Company
“Domestic Share(s)”	means the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/ are subscribed for in RMB
“EGM”	means the extraordinary general meeting of the Company to be convened at 2:00 p.m. on Friday, 25 August 2023 at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC, to consider and, if thought fit, to approve the proposed appointment of new Director and the proposed amendments to the Rules of Procedures of the Board
“General Manager”	means the general manager of the Company
“Group”	means the Company and its subsidiaries
“H Share(s)”	means the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/ are listed on the Hong Kong Stock Exchange and subscribed for in Hong Kong dollars
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	means the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)
“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Latest Practicable Date”	means 28 July 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	means the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Rules of Procedures of the Board”	means the Rules of Procedures of the Meetings of the Board of Directors of the Company
“SFO”	means Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	means the share(s) of the Company, including Domestic Shares and H Shares, unless specified otherwise
“Shareholder(s)”	means the shareholder(s) of the Company
“Tong Ren Tang Holdings”	means China Beijing Tong Ren Tang Group Co., Ltd. (中國北京同仁堂(集團)有限責任公司), a state-owned enterprise established in the PRC and the ultimate controlling shareholder of the Company, directly and indirectly holding 48.18% shares of the Company as at the Latest Practicable Date



Tong Ren Tang Technologies Co. Ltd.
北京同仁堂科技发展股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1666)

Executive Directors:

Mr. Gu Hai Ou (*Chairman*)
Mr. Wang Yu Wei
Ms. Feng Zhi Mei

Non-executive Directors:

Mr. Jin Tao
Ms. Wang Chun Rui
Ms. Feng Li

Independent Non-executive Directors:

Mr. Ting Leung Huel, Stephen
Ms. Chan Ching Har, Eliza
Mr. Zhan Yuan Jing

Registered Office:

No.16 Tongji Beilu,
Beijing Economic and
Technology Development Zone,
Beijing, the PRC

Office and Mailing Address:

No. 20 Nansanhuan Zhonglu,
Fengtai District,
Beijing, the PRC

4 August 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF NEW DIRECTOR;
PROPOSED AMENDMENTS TO THE
RULES OF PROCEDURES OF THE BOARD;
AND
NOTICE OF EGM**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 15 June 2023 in relation to the change of Director and General Manager.

On 15 June 2023, the Board received a resignation letter from Mr. Wang Yu Wei (“**Mr. Wang**”), informing the Board of his application for resignation from the position as an executive Director and the General Manager due to work changes. The resignation of Mr.

LETTER FROM THE BOARD

Wang as an executive Director will take effect upon the new executive Director being elected by the Shareholders at the EGM, and the resignation of Mr. Wang as the General Manager has taken effect from 15 June 2023. Mr. Wang has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.

On 15 June 2023, the Board proposed to appoint Mr. Chen Jia Fu (“**Mr. Chen**”) as an executive Director and the General Manager. The proposed appointment of Mr. Chen as an executive Director is subject to the approval by the Shareholders at the EGM, and the appointment of Mr. Chen as the General Manager has taken effect from 15 June 2023.

In order to further strengthen the corporate governance of the Company, enhance the working efficiency and decision-making level of the Board, the Board proposed to revise the Rules of Procedures of the Board.

The purpose of this circular is to provide you with, among other things, (i) detailed information of Mr. Chen; (ii) proposed amendments to the Rules of Procedures of the Board; and (iii) a notice convening the EGM.

2. PROPOSED APPOINTMENT OF NEW DIRECTOR

Reference is made to the announcement of the Company dated 15 June 2023 in relation to Mr. Wang’s application for resignation from the position as an executive Director and the General Manager due to work changes, and the Board’s proposal to appoint Mr. Chen as an executive Director and the General Manager. The proposed appointment of Mr. Chen as an executive Director is subject to the approval by the Shareholders at the EGM, and the appointment of Mr. Chen as the General Manager has taken effect from 15 June 2023. Biographical details of Mr. Chen are set out below.

Mr. Chen Jia Fu, aged 54, a pharmacist-in-charge and a licensed pharmacist with a postgraduate degree. He formerly served as the deputy secretary to the Party Committee of the Company, the secretary to the Disciplinary Inspection Committee of the Company, the chairman of the labour committee of the Company, and the deputy general manager of the Company. He used to work as the deputy general manager of Beijing Tong Ren Tang Company Limited and used to work as the chairman of the board, the secretary of general Party branch, the director and the general manager of Beijing Tong Ren Tang Pharmaceutical Co. Ltd. He currently serves as the secretary of the Party Committee of the Company and the General Manager.

Save as disclosed above and as at the Latest Practicable Date, Mr. Chen does not have any relationship with any Directors, senior management, substantial or controlling shareholder(s) of the Company, nor does he hold any other position with the Company or any of its subsidiaries, or any directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Chen does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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It is proposed by the Board that Mr. Chen will not receive remuneration for his service as an executive Director and he will receive remuneration in accordance with his management position in the Company, as determined by the Board with reference to the recommendation from the remuneration committee of the Company, having taken into account Mr. Chen's duties and responsibilities with the Company and prevailing market conditions.

Upon the appointment as an executive Director and his remuneration being approved by the Shareholders at the EGM, Mr. Chen will enter into a service contract with the Company for a term commencing from the date of his appointment and until the end of this session of the Board, subject to re-election at the end of the term.

Save as disclosed above and as at the Latest Practicable Date, the Board is not aware of any other matters in relation to Mr. Chen's appointment as non-executive Director that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

3. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD

In order to further strengthen the corporate governance of the Company, enhance the working efficiency and decision-making level of the Board, the Board proposed to revise the Rules of Procedures of the Board. The details are as follows:

No.	Original Terms	Amended Terms
1	<p>Article 2 The Board of Directors shall be responsible for the general meeting of shareholders, exercise the authority granted by the general meeting of shareholders, safeguard the interests of the Company and all shareholders, and be responsible for the decision-making of the Company's development goals and major business activities. They should regard the research and discussion of the Party Committee as the pre-procedure of the Board of Directors to make decisions on major issues so that the Party Committee and the Board of Directors can be fully connected in actual operation and effectively solve decision-making issues. The operation of the Board of Directors should follow the principles of legal compliance, collective decision-making, professionalism and high efficiency, be premised on the basis of standardized operation, increase strategic guide, strengthen risk prevention and control, and make scientific decisions, modernize the Company's level and capacity for governance, ensuring the sustainable, healthy and high-quality development of the Company.</p>	<p>Article 2 The Board of Directors shall be responsible for the general meeting of shareholders, exercise the authority granted by the general meeting of shareholders, safeguard the interests of the Company and all shareholders, and be responsible for the decision-making of the Company's development goals and major business activities. They should regard the research and discussion of the Party Committee as the pre-procedure of the Board of Directors to make decisions on major issues so that the Party Committee and the Board of Directors can be fully connected in actual operation and effectively solve decision-making issues. The operation of the Board of Directors should follow the principles of legal compliance, collective decision-making, professionalism and high efficiency, be premised on the basis of standardized operation, <u>make scientific decisions</u>, increase strategic guide, <u>and</u> strengthen risk prevention and control, and make scientific decisions, <u>effectively</u> modernize the Company's level and capacity for governance <u>system and capacity</u>, ensuring the sustainable, healthy and high-quality development of the Company.</p>

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No.	Original Terms	Amended Terms
2	<p>Article 16 The Board of Directors shall support management to exercise their powers within the scope of duties prescribed by laws, administrative regulations, the Articles of Association and duties authorized by the Board of Directors, so as to leverage their leading role in the executive affairs of the Company.</p>	<p>Article 16 The Board of Directors shall support management to exercise their powers within the scope of duties prescribed by laws, administrative regulations, the Articles of Association and duties authorized by the Board of Directors, so as to <u>give full play to the functions of management for planning operation, grasping implementation and enhancing management.</u> leverage their leading role in. the executive affairs of the Company.</p>
3	<p>Article 19 The opinions of four special committees and relevant departments under the Board of Directors of the Company shall be listened to for specific problems. The Board of Directors can approve or make a resolution on issues involving the vital interests of the majority of employees only after they are deliberated and approved by the workers' congress or in other democratic forms in accordance with the relevant provisions of the state.</p>	<p>Article 19 The opinions of four special committees and relevant departments under the Board of Directors of the Company shall be listened to for specific problems. <u>And shall listen to the opinions of the trade union of the Company and listen to the opinions and suggestions of employees through workers' congress or in other forms on major issues concerning the vital interests of the employees as well as formulating important rules and regulations.</u> The Board of Directors can approve or make a resolution on issues involving the vital interests of the majority of employees only after they are deliberated and approved by the workers' congress or in other democratic forms in accordance with the relevant provisions of the state.</p>

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No.	Original Terms	Amended Terms
4	<p>Article 21 The items included in the regular meeting of the Board of Directors include:</p> <ol style="list-style-type: none"> (1) The Company's annual business plan, investment and financing plan and audit work; (2) The annual report by the general manager and other annual report authorized by the Board of Directors; (3) Agenda arrangement for the annual regular meeting of the Board of Directors; (4) The annual report by the Board of Directors and the annual report on the implementation of the resolutions of the Board of Directors; (5) The Company's annual financial budget plan and final accounts (may appear in the form of financial reports) and annual profit distribution plan; (6) Annual internal control evaluation report and annual audit report of the Company; (7) Post evaluation work plan and report on the Company's investment project; (8) Plan for the Company's loan credit line, the appointment of the accounting and payment of firm; (9) Annual assessment plan for the operation of the Company and its subsidiaries; (10) Other issues considered by the Board of Directors to be included in the regular meeting. 	<p>Article 21 The items included in the regular meeting of the Board of Directors include:</p> <ol style="list-style-type: none"> (1) The Company's annual business plan, investment and financing plan and audit work; (2) The annual report by the general manager and other annual report <u>on the implementation of decisions made by managers</u> authorized by the Board of Directors; (3) Agenda <u>Scheme of</u> arrangement for the annual regular meeting of the Board of Directors; (4) The annual report by the Board of Directors and the annual report on the implementation of the resolutions of the Board of Directors; (5) The Company's annual financial budget plan and final accounts (may appear in the form of financial reports) and annual profit distribution plan; (6) Annual internal control evaluation report and annual audit report of the Company; (7) Post evaluation work plan and report on the Company's investment project; (8) Plan for the <u>headquarter of the</u> Company's <u>bank credit granting and</u> loan credit line, the appointment of the <u>annual review intermediary agencies</u> accounting and payment of firm; (9) <u>Business performance assessment and salary management system for deputy management of the Company, as well as assessment plan, assessment results and salary distribution plan;</u> annual assessment plan <u>and assessment results</u> for the operation of the Company <u>and its Company's</u> subsidiaries; (10) Other issues considered by the Board of Directors to be included in the regular meeting.

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No.	Original Terms	Amended Terms
5	<p>Article 24</p> <p>The meeting of the Board of Directors shall not be held by circulating materials when it is necessary to discuss and consider such “Three Importance and One Largeness Policy-Making (namely, implementation measures for decision-making on major issues, appointment and removal of important cadres, arrangement of important projects, and use of large funds)” except for force majeure.</p> <p>.....</p>	<p>Article 24</p> <p>The meeting of the Board of Directors shall <u>be held in the form of on-site meetings in principle</u>, not be held by circulating materials when it is necessary to discuss and consider such “Three Importance and One Largeness Policy-Making (namely, implementation measures for decision-making on major issues, appointment and removal of important cadres, arrangement of important projects, and use of large funds)” except for force majeure.</p> <p>.....</p>
6	<p>Article 30 The directors shall attend the meeting of the Board of Directors in person. If the directors are unable to attend the meeting for some reason, they shall ask the chairman of the meeting for leave and report to the office of the Board of Directors. At the same time, they may entrust other directors in writing to attend the meeting on their behalf. The power of attorney shall specify the scope of authorization.</p> <p>The directors who attend the meeting on the behalf of others shall exercise their rights within the scope of authorization. If a director fails to attend a meeting of the Board of Directors or entrust a representative to attend the meeting, he shall be deemed to have given up his voting right at the meeting, unless he is unable to attend and entrust due to force majeure.</p> <p>The power of attorney shall specify the name of the agent, the issues entrusted and the permission, the defined voting opinions of the entrusting party on each motion (vote for, against, or abstained), the signature and date of the entrusting party. If the entrusting party needs to give his opinions at the meeting, he shall provide them in writing together with the power of attorney.</p> <p>Directors should not issue a blank power of attorney, nor should they entrust the entrusting party with full powers. Authorization should be granted on a case-by-case basis. In principle, a director shall not be entrusted by more than two directors who are not present in person at the same time.</p>	<p>Article 30 The directors shall attend the meeting of the Board of Directors in person. If the directors are unable to attend the meeting for some reason, they shall ask the chairman of the meeting for leave and <u>entrust other directors in writing to vote on their behalf</u>, report to the office of the Board of Directors. At the same time, they may entrust other directors in writing to attend the meeting on their behalf. The power of attorney shall specify the scope of authorization.</p> <p>The directors who <u>vote</u> attend the meeting on the behalf of others shall exercise their rights within the scope of authorization. If a director fails to attend a meeting of the Board of Directors or entrust a representative <u>in writing to attend the meeting</u>, he shall be deemed to have given up his voting right at the meeting, unless he is unable to attend and entrust due to force majeure.</p> <p>The power of attorney shall specify the name of the <u>entrusted person</u> agent, the issues entrusted and the permission, the defined voting opinions of the entrusting party on each motion (vote for, against, or abstained), the signature and date of the entrusting party. If the entrusting party needs to give his opinions at the meeting, he shall provide them in writing together with the power of attorney.</p> <p>Directors should not issue a blank power of attorney, nor should they entrust the entrusting party with full powers. Authorization should be granted on a case-by-case basis. In principle, a director shall not be entrusted by more than two directors who are not present in person at the same time.</p>

LETTER FROM THE BOARD

No.	Original Terms	Amended Terms
7	<p>Article 42 Directors shall have the necessary professional knowledge to perform their duties, familiarize themselves with the Company's business, industry and modern enterprise management; they should have strong ability to make decisions and judgment, run and manage the Company, prevent risks, and develop and innovate. Also, they should be experienced in investing in the Company's main business, enterprise management, financial accounting, finance, legal affairs, and human resource management.</p>	<p>Article 42 Directors shall have the necessary professional knowledge to perform their duties, familiarize themselves with the Company's business, industry and modern enterprise management; they should have strong ability to make <u>strategic</u> decisions and <u>prevent risks</u> judgment, run and manage the Company, prevent risks, and develop and innovate. Also, they should be experienced in investing in the Company's main business, enterprise management, financial accounting, finance, legal affairs, and human resource management.</p>
8	<p>Article 49</p> <p>(4) Have served as the legal representative of a company or enterprise whose business license has been revoked due to violation of the law and being personally responsible, and within three years after the date of revocation of the business license of the company or enterprise;</p> <p>.....</p> <p>If the directors are elected or appointed in violation of the provisions of this article, the election, assignment or appointment shall be invalid. If any of the circumstances mentioned in this article occurs during the term of office of the directors, the Company shall remove him from office according to law.</p>	<p>Article 49</p> <p>(4) Have served as the legal representative of a company or enterprise whose business license has been revoked <u>or ordered to close</u> due to violation of the law and being personally responsible, and within three years after the date of revocation of the business license of the company or enterprise;</p> <p>.....</p> <p>If the directors are elected or appointed in violation of the provisions of this article, the election, assignment or appointment shall be invalid. If any of the circumstances mentioned in this article occurs during the term of office of the directors, the Company shall remove him from office according to law.</p>
9	<p>Article 51 The Board of Directors shall have a Secretary. The Secretary of the Board of Directors is responsible to the Board of Directors and is a senior manager of the Company. The Secretary of the Board of Directors shall be nominated by the chairman and appointed or dismissed by the Board of Directors.</p>	<p>Article 51 The Board of Directors shall have <u>one</u> a Secretary. The Secretary of the Board of Directors is responsible to the Board of Directors and is a senior manager of the Company. The Secretary of the Board of Directors shall be nominated by the chairman and appointed or dismissed by the Board of Directors.</p>

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No.	Original Terms	Amended Terms
10	<p>Article 52 The Secretary of the Board of Directors shall be full-time employees to ensure his time and energy necessary for performing duties. When there is a vacancy in the Secretary of the Board of Directors, the relevant personnel shall be designated in time to perform the duties of the Secretary of the Board of Directors; the candidates for the Secretary of the Board of Directors shall be determined as soon as possible.</p>	<p>Article 52 The Secretary of the Board of Directors shall be full-time employees <u>in general</u>, to ensure his time and energy necessary for performing duties. When there is a vacancy in the Secretary of the Board of Directors, the relevant personnel shall be designated in time to perform the duties of the Secretary of the Board of Directors; the candidates for the Secretary of the Board of Directors shall be determined as soon as possible.</p>
11	<p>Article 54</p> <p>(4) Prepare and organize meetings of the Board of Directors and the meetings of the special committee; review the materials on the topics to be considered by the Board of Directors; make and keep meeting notice, record, resolution, opinion and other meeting documents, and be responsible for the authenticity, accuracy and integrity of the contents;</p> <p>.....</p>	<p>Article 54</p> <p>(4) Prepare and organize meetings of the Board of Directors and the meetings of the special committee; review the materials on the topics to be considered by the Board of Directors; make and keep meeting notice, <u>agenda</u>, record, resolution, opinion and other meeting documents, and be responsible for the authenticity, accuracy and integrity of the contents;</p> <p>.....</p>
12	<p>Article 57</p> <p>(3) Be responsible for regular contacts with directors, supply relevant information and materials of the Company, and provide necessary help for directors to perform their duties;</p> <p>.....</p>	<p>Article 57</p> <p>(3) Be responsible for regular contacts with directors, supply relevant information and materials of the Company, and provide necessary <u>service help</u> for directors to perform their duties;</p> <p>.....</p>

4. EGM

A notice convening the EGM to be held at 2:00 p.m. on Friday, 25 August 2023 at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC, is set out on pages 12 to 14 of this circular.

Votes on the resolutions to be proposed at the EGM shall be taken by way of poll. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Company's connected persons, Shareholders or their respective associates have material interests in the above-mentioned resolutions and is required to abstain from voting on the relevant resolutions at the EGM.

LETTER FROM THE BOARD

If you intend to appoint a proxy to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof, and deposit it with, (i) for holders of H Shares, Hong Kong Registrars Ltd., the H Share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong; and (ii) for holders of Domestic Shares, the office of the Company, at No. 20, Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so desire.

The register of members of the Company will be closed from Monday, 21 August 2023 to Friday, 25 August 2023 (both days inclusive), during which time no transfer of Shares will be registered. In order to be qualified for attending and voting at the EGM, all transfer documents of the holders of H Shares together with the relevant share certificates must be lodged with Hong Kong Registrars Ltd., the Company's H Share registrar and transfer office in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 18 August 2023.

5. RECOMMENDATION

The Directors are of the view that the resolutions in respect of (i) the proposed appointment of Mr. Chen as an executive Director; and (ii) the proposed amendments of the Rules of Procedures of the Board are in line with the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommended the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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.

By order of the Board
Tong Ren Tang Technologies Co. Ltd.
Gu Hai Ou
Chairman of the Board

Beijing, the PRC
4 August 2023

NOTICE OF EGM



Tong Ren Tang Technologies Co. Ltd. 北京同仁堂科技發展股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1666)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Tong Ren Tang Technologies Co. Ltd., (the “Company”) will be held at 2:00 p.m. on Friday, 25 August 2023 at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To approve the appointment of Mr. Chen Jia Fu as an executive Director of the eighth session of the Board of the Company and the remuneration proposed by the Board, and to authorize the Board to enter into the service contract with Mr. Chen Jia Fu.
2. To approve the amendments to the Rules of Procedures of the Meetings of the Board of Directors of the Company.

By order of the Board
Tong Ren Tang Technologies Co. Ltd.
Gu Hai Ou
Chairman

Beijing, the PRC
4 August 2023

As at the date of this notice, the Board comprises Mr. Gu Hai Ou, Mr. Wang Yu Wei and Ms. Feng Zhi Mei as executive Directors; Mr. Jin Tao, Ms. Wang Chun Rui and Ms. Feng Li as non-executive Directors; Mr. Ting Leung Huel, Stephen, Ms. Chan Ching Har, Eliza, and Mr. Zhan Yuan Jing as independent non-executive Directors.

NOTICE OF EGM

Notes:

1. ELIGIBILITY FOR ATTENDING THE EGM

Holders of H shares whose names appear on the register of the Company maintained by Hong Kong Registrars Ltd., the H share registrar and transfer office of the Company in Hong Kong, and holders of domestic shares whose names appear on the register of the Company on Monday, 21 August 2023 shall be entitled to attend the EGM.

2. PROXY

- (1) Shareholders entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. The proxy need not be a shareholder of the Company.
- (2) A proxy shall be appointed by a shareholder by a written instrument signed by the appoint or his attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under hand of its director(s) or duly authorized attorney(s). If the written instrument is signed by an attorney of the appoint or, the power of attorney or other documents of authorization of such attorney shall be notarized.
- (3) To be valid, the notarized power of attorney or other document(s) of authorization (if any) and the form of proxy shall be delivered to (i) Hong Kong Registrars Ltd., the H share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for holders of H shares; and (ii) the office address of the Company for holders of domestic shares, no less than 24 hours before the time fixed for convening the EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so desires.
- (4) If a shareholder appoints more than one proxy, such proxies shall only exercise their voting rights by a poll.

3. REGISTRATION PROCEDURES FOR ATTENDING THE EGM

A shareholder or his proxy shall produce his identification document when attending the EGM. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

4. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 21 August 2023 to Friday, 25 August 2023 (both days inclusive), during which time no transfer of shares will be registered.

In order to be qualified for attending and voting at the EGM, all transfer documents of the holders of H shares together with the relevant share certificates must be lodged with Hong Kong Registrars Ltd., the Company's H share registrar and transfer office in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 18 August 2023.

5. METHOD OF VOTING AT THE EGM

Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM.

NOTICE OF EGM

6. MISCELLANEOUS

- (1) The EGM is expected to be held for less than half a day. Shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of Hong Kong Registrars Ltd., the H share registrar and transfer office of the Company in Hong Kong, is Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The office and the contact details of the Company are:

No. 20, Nansanhuan Zhonglu, Fengtai District,
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