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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**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  
AND  
NOTICE OF EGM**

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the EGM to be held at 2:00 p.m. on Monday, 22 January 2024 at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC, is set out on pages 7 to 9 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.

21 December 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 Monday, 22 January 2024 at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC, to consider and, if thought fit, to approve the proposed appointment of new Director
“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
“Latest Practicable Date”	means 15 December 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

## DEFINITIONS

“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
“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

LETTER FROM THE BOARD



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. Chen Jia Fu  
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

*To the Shareholders*

Dear Sir or Madam,

*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

**PROPOSED APPOINTMENT OF NEW DIRECTOR  
AND  
NOTICE OF EGM**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 13 December 2023 in relation to the change of Director.

On 13 December 2023, the Board received a resignation letter from Mr. Gu Hai Ou (“**Mr. Gu**”), informing the Board of his resignation from the positions as an executive Director, chairman of the Board, chairman of the nomination committee of the Board, chairman of the strategy and planning committee of the Board and the authorized representative (the “**Authorized Representative**”) under the Rule 3.05 of the Listing Rules due to work adjustments.

## LETTER FROM THE BOARD

The resignation of Mr. Gu as an executive Director will take effect upon the new executive Director being elected by the Shareholders at the general meeting to be held. Mr. Gu 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 13 December 2023, the Board proposed to appoint Mr. Di Shu Bing (“**Mr. Di**”) as the executive Director of the eighth session of the Board of Directors of the Company, and to have the Board recommend his remuneration and authorize the Board to enter into a service contract with him. The Board therefore proposed to appoint Mr. Di as an executive Director in accordance with relevant laws and regulations and the articles of association of the Company. The proposed appointment of Mr. Di as an executive Director is subject to the approval by the Shareholders at the general meeting.

The purpose of this circular is to provide you with, among other things, (i) detailed information of Mr. Di; and (ii) a notice convening the EGM.

### **2. PROPOSED APPOINTMENT OF NEW DIRECTOR**

Reference is made to the announcement of the Company dated 13 December 2023 in relation to Mr. Gu’s application for resignation from the position as an executive Director, chairman of the Board, chairman of the nomination committee of the Board, chairman of the strategy and planning committee of the Board and the Authorized Representative. The proposed appointment of Mr. Di as an executive Director is subject to the approval by the Shareholders at the EGM. Biographical details of Mr. Di are set out below.

Mr. Di Shu Bing (鄢淑兵), aged 49, a senior accountant with a master degree of public administration. Mr. Di previously served as the finance supervisor of Beijing Tong Ren Tang Medicinal Herbal Wine Branch, the deputy manager of Beijing Tong Ren Tang Medicinal Herbal Wine Branch, a member of the Party Committee and the deputy general manager of Beijing Tong Ren Tang Commercial Investment Group, the assistant to the general manager and head of economic operation department of China Beijing Tong Ren Tang Group Co., Ltd., a director of Beijing Tong Ren Tang Health Industry Investment Co., Ltd., the chairman of Beijing Tong Ren Tang Traditional Chinese Medicine Formula Granules Investment Co., Ltd., a director of Beijing Tong Ren Tang Biological Product Development Co., Ltd., a director of Beijing Tong Ren Tang Cosmetics Co., Ltd., the vice chairman of Beijing Entrepreneurs Association and the vice chairman of Beijing Enterprise Confederation, the deputy head of the finance department, the deputy head and head of the investment management department, the secretary of the Party Committee, a director and the general manager of Beijing Tong Ren Tang Company Limited (the controlling shareholder of the Company, a company listed on the Shanghai Stock Exchange, stock code: 600085.SH). Mr. Di currently serves as party secretary of the CPC Committee and chairman of Beijing Tong Ren Tang Company Limited, the deputy general manager of China Beijing Tong Ren Tang Group Co., Ltd. and the vice chairman of Beijing Pharmaceutical Profession Association.

## LETTER FROM THE BOARD

It is proposed by the Board that Mr. Di will not receive remuneration for his service as an executive Director, as determined by the Board with reference to the recommendation from the remuneration committee of the Company, having taken into account Mr. Di'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 general meeting, Mr. Di will enter into a service contract with the Company for a term commencing from the date of his appointment and until the end of the eighth session of the Board, subject to re-election at the end of the term.

Save as disclosed above and as at the date of this announcement, Mr. Di does not have:

- (i) any relationship with any Directors, senior management, substantial or controlling shareholder(s) of the Company;
- (ii) any other position with the Company or any of its subsidiaries, or any directorship in other listed companies in the last three years;
- (iii) other major appointments or professional qualifications; and
- (iv) any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Di's appointment as an 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. EGM

A notice convening the EGM to be held at 2:00 p.m. on Monday, 22 January 2024 at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC, is set out on pages 7 to 9 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.

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,

## LETTER FROM THE BOARD

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 Thursday, 18 January 2024 to Monday, 22 January 2024 (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 Wednesday, 17 January 2024.

#### 4. RECOMMENDATION

The Directors are of the view that the resolutions in respect of the proposed appointment of Mr. Di as an executive Director is 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.

#### 5. 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  
21 December 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 Monday, 22 January 2024 at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC for the purpose of considering and, if thought fit, passing the following resolution:

### ORDINARY RESOLUTION

1. To approve the appointment of Mr. Di Shu Bing 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. Di Shu Bing.

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

Beijing, the PRC  
21 December 2023

*As at the date of this notice, the Board comprises Mr. Gu Hai Ou, Mr. Chen Jia Fu 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 Thursday, 18 January 2024 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 Thursday, 18 January 2024 to Monday, 22 January 2024 (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 Wednesday, 17 January 2024.

## **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,  
Beijing, the PRC  
Telephone: (+86) 10 8763 2179  
E-Mail: ir@tongrentangkj.com