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**If you have sold or transferred** all your shares in **Tong Ren Tong Technologies Co. Ltd.**, you should at once hand this circular and the accompanying form of proxy 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)**

**PROPOSED RE-ELECTION AND APPOINTMENT OF  
DIRECTORS AND SUPERVISORS;  
PROPOSED CHANGE OF AUDITORS;  
GENERAL MANDATE TO ISSUE SHARES;  
AND  
NOTICE OF AGM**

A letter from the Board is set out on pages 4 to 9 of this circular. A notice convening the AGM to be held at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC at 9:30 a.m. on Wednesday, 12 June 2024 is set out on pages 15 to 20 of this circular.

If you intend to appoint a proxy to attend the AGM, 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 AGM or any adjournment thereof, and deposit it with, (i) for holders of H Shares, Hong Kong Registrars Limited, 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 AGM or any adjournment thereof should you so desire.

21 May 2024

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## DEFINITIONS

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

“AGM”	means the 2023 annual general meeting of the Company to be convened at No. 20, Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC at 9:30 a.m. on Wednesday, 12 June 2024
“Articles of Association”	means the articles of association of the Company
“Audit Committee”	means the audit committee of the Company
“Board”	means the board of Directors
“Company”	means 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 registered and established in the PRC, and whose H shares are listed and traded on the main board of the Hong Kong Stock Exchange
“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
“General Mandate to Issue Shares”	means the general mandate to issue shares to be granted to the Board at the AGM
“Group”	means the Company and its subsidiaries
“H Share(s)”	means the overseas 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 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

## DEFINITIONS

“Nomination Committee”	means the nomination committee of the Company
“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, China
“Relevant Period”	means the period from the passing of this resolution until whichever is the earlier of: (i) the conclusion of the next annual general meeting of the Company; (ii) the revocation or variation of the authority given to the Board under this resolution by passing of a special resolution of the Company at a general meeting
“Rights Issue”	means an offer of shares open for a period fixed by the Board to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to 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 outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly
“RMB”	means the lawful currency of the PRC, Renminbi
“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
“Supervisor(s)”	means the supervisor(s) of the Company
“Supervisory Committee”	means the supervisory committee of the Company
“Tong Ren Tang Chinese Medicine”	means Beijing Tong Ren Tang Chinese Medicine Company Limited (北京同仁堂國藥有限公司) (stock code: 3613), incorporated in Hong Kong in 2004, listed on the Growth Enterprise Market of the Hong Kong Stock Exchange in May 2013, and transferred to the Main Board of the Hong Kong Stock Exchange in May 2018, and is a subsidiary of the Company

## DEFINITIONS

- “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
- “Tong Ren Tang Ltd.” Beijing Tong Ren Tang Company Limited (北京同仁堂股份有限公司) (stock code: 600085), a joint stock limited company established in the PRC, the shares of which have been listed on the Shanghai Stock Exchange A Shares Market since 1997, and is the controlling shareholder of the Company



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)

*Executive Directors:*

Mr. Di Shu Bing (*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

*Registered office:*

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

*Office and mailing address:*

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

21 May 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION AND APPOINTMENT OF  
DIRECTORS AND SUPERVISORS;  
PROPOSED CHANGE OF AUDITORS;  
GENERAL MANDATE TO ISSUE SHARES;  
AND  
NOTICE OF AGM**

**I. INTRODUCTION**

Reference is made to the announcement of the Company dated 14 May 2024 in relation to the proposed re-election and appointment of Directors of the Ninth Session of the Board and Supervisors of the Ninth Session of the Supervisory Committee and proposed change of auditors of the Company.

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, detailed information regarding (i) the above-mentioned proposals; (ii) General Mandate to Issue Shares; and (iii) a notice convening the AGM.

### II. PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS

As the term of office of the Eighth Session of the Board will expire at the conclusion of the AGM, the Board resolved at the meeting held on 14 May 2024 to propose to re-elect Mr. Di Shu Bing, Mr. Chen Jia Fu and Ms. Feng Zhi Mei as executive Directors of the Ninth Session of the Board, to propose to re-elect Ms. Wang Chun Rui and Ms. Feng Li, appoint Mr. Zhang Yi as non-executive Directors of the Ninth Session of the Board, and to propose to re-elect Ms. Chan Ching Har, Eliza and Mr. Zhan Yuan Jing and appoint Mr. Li Siu Bun as independent non-executive Directors of the Ninth Session of the Board.

The Board also proposed that the remuneration of each of Mr. Di Shu Bing, Mr. Chen Jia Fu and Ms. Feng Zhi Mei as an executive Director of the Ninth Session of the Board is zero, in which the executive Director Mr. Chen Jia Fu and the executive Director Ms. Feng Zhi Mei will also receive their respective remuneration at their respective management position in the Company; the remuneration of each of Mr. Zhang Yi, Ms. Wang Chun Rui and Ms. Feng Li as a non-executive Director of the Ninth Session of the Board is zero; and the remuneration of each of Mr. Li Siu Bun, Ms. Chan Ching Har, Eliza and Mr. Zhan Yuan Jing as an independent non-executive Director of the Ninth Session of the Board is HKD288,000 (tax inclusive), HKD288,000 (tax inclusive) and RMB120,000 (tax inclusive) each year, respectively.

In accordance with the Articles of Association, the above-proposed re-election and appointment of Directors and their respective remuneration are subject to the approval by the Shareholders at the general meeting of the Company. Relevant proposals will be put forward at the AGM for Shareholders' consideration and approval by way of ordinary resolutions.

Upon the above proposed re-election and appointment of Directors of the Ninth Session of the Board and their respective remuneration being approved by the Shareholders at the AGM, the Company will enter into a service contract with each of them. The term of office of each of them as a Director of the Ninth Session of the Board is for a period commencing from the date the AGM to the date of the annual general meeting to be convened in 2027.

Biographical details of the above candidates proposed for re-election or appointment as a Director of the Ninth Session of the Board at the AGM are set out in the Appendix I of this circular.

### III. PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISORS

As the term of office of the Eighth Session of the Supervisory Committee will also expire at the conclusion of AGM, the Supervisory Committee resolved at a meeting held on 14 May 2024 to propose to re-elect Mr. Wu Yi Gang and appoint Ms. Guo Wen as shareholder representative Supervisors of the Ninth Session of the Supervisory Committee.

## LETTER FROM THE BOARD

Ms. Li Mei was elected democratically as an employee representative Supervisor of the Ninth Session of the Supervisory Committee at the employee representative's leaders' joint meeting of the Company held on 14 May 2024. The above appointment of Ms. Li Mei is not subject to approval by the Shareholders and shall come into effect from the convening date of the AGM.

The Supervisory Committee also proposed that the remuneration of each of Ms. Guo Wen and Ms. Li Mei as a Supervisor of the Ninth Session of the Supervisory Committee is zero, in which Ms. Li Mei will also receive her remuneration from her management position in the Company; the remuneration of Mr. Wu Yi Gang as a Supervisor of the Ninth Session of the Supervisory Committee is RMB120,000 (tax inclusive) each year.

In accordance with the Articles of Association, the above proposed re-election and appointment of Supervisors (except employee representative Supervisor) and their respective remuneration are subject to the approval by the Shareholders at the general meeting of the Company. Relevant proposals will be put forward at the AGM for Shareholders' consideration and approval by way of ordinary resolutions.

Upon the above proposed re-election and appointment of Supervisors of the Ninth Session of the Supervisory Committee and their respective remuneration being approved by the Shareholders at the AGM, the Company will enter into a service contract with Ms. Guo Wen and Mr. Wu Yi Gang and Ms. Li Mei. The term of office of each of them as a Supervisor of the Ninth Session of the Supervisory Committee is for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027.

Biographical details of the above candidates proposed for re-election and appointment as a Supervisor of the Ninth Session of the Supervisory Committee at the AGM are set out in the Appendix II of this circular.

#### IV. PROPOSED CHANGE OF AUDITORS

Reference is made to the announcement of the Company dated 14 May 2024, in accordance with the *Administrative Measures for Selecting Accounting Firms by State-owned Enterprises and Listed Companies* (《國有企業、上市公司選聘會計師事務所管理辦法》) issued by the Ministry of Finance of the PRC, the State-Owned Assets Supervision and Administration Commission of the State Council and the China Securities Regulatory Commission, the term of audit services provided by PricewaterhouseCoopers Zhong Tian LLP (the domestic auditor of the Company) and PricewaterhouseCoopers (the overseas auditor of the Company) (collectively referred to as "PwC"), have both reached the upper limit of the continuous audit period as stipulated therein. The term of office of PwC will end at the AGM and they will retire as the domestic auditor and the overseas auditor of the Company.



## LETTER FROM THE BOARD

In order to ensure the independence of the Company's audit work, after public bidding and based on the recommendation of the Audit Committee, the Board proposed the appointment of Ernst & Young Hua Ming LLP and Ernst & Young (collectively referred to as "EY") as the domestic auditor and overseas auditor of the Company for the year ending 31 December 2024 respectively, to carry out the audit work on annual financial statements of the Company. The above proposals are subject to the Shareholders' approval at the AGM and the completion of EY's client acceptance procedures. At the AGM, the Company will present two ordinary resolutions: (i) to appoint Ernst & Young Hua Ming LLP as the domestic auditor of the Company for the year ending 31 December 2024 and to authorize the Board to fix its remuneration; and (ii) to appoint Ernst & Young as the overseas auditor of the Company for the year ending 31 December 2024 and to authorize the Board to fix its remuneration.

The Company has fully communicated with PwC in relation to the proposed change of accounting firms and PwC has confirmed that there are no circumstances in respect of its retirement that need to be brought to the attention of the Shareholders and creditors. The Board and the Audit Committee have also confirmed that there are no disagreements or unresolved matters in respect of the retirement of PwC that should be brought to the attention of the Shareholders and creditors of the Company.

### V. GENERAL MANDATE TO ISSUE SHARES

To ensure flexibility and discretion to the Board to issue Shares when it becomes desirable, the Company proposed to grant the General Mandate to Issue Shares to the Board to issue, allot and otherwise deal with additional Shares up to the limit of 20% of the total number of the Shares, and authorized the Board to make corresponding amendments to the Articles of Association at its discretion, to reflect the new share capital structure after allotment and issuance of such Shares:

- (i) subject to the aforesaid and in accordance with the relevant requirements of the Hong Kong Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and H Shares and to make or grant offers, agreements, options and rights of exchange or conversion of shares which might require the exercise of such powers be hereby generally and unconditionally approved;
- (ii) the approval shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion of shares which might require the exercise of such powers after the end of the Relevant Period; and

## LETTER FROM THE BOARD

- (iii) the aggregate amounts of the Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the aforesaid approval granted shall not exceed 20% of the aggregate amounts of the Shares of the Company, in issue at the date of passing this resolution, otherwise pursuant to (a) a Rights Issue; or (b) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company, in accordance with the relevant requirements of the Hong Kong Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC.

The Board was authorized to make corresponding amendments to the Articles of Association at its discretion, to reflect the new share capital structure after allotment and issuance of such Shares.

The General Mandate to Issue Shares shall be valid only after the approval of the Shareholders in the form of a special resolution at the general meeting of the Company. Relevant proposal will be submitted to the AGM for Shareholders' consideration and approval.

### VI. AGM

A notice convening the AGM to be held at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the PRC at 9:30 a.m. on Wednesday, 12 June 2024, is set out on pages 15 to 20 of this circular.

The resolutions proposed at the AGM will be voted on by poll. To the best of the Directors' knowledge, information and belief after making all reasonable enquiries, none of the Company's connected persons, Shareholders and their respective associates have significant interests in the above-mentioned resolutions and is required to abstain from voting on the relevant resolutions at the AGM.

If you intend to appoint a proxy to attend the AGM, 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 AGM or any adjournment thereof, and deposit it with, (i) for holders of H Shares, Hong Kong Registrars Limited, 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 AGM or any adjournment thereof should you so desire.

## LETTER FROM THE BOARD

The register of members of Shares will be closed from Thursday, 6 June 2024 to Wednesday, 12 June 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 AGM, all transfer documents of the holders of H Shares together with the relevant share certificates must be lodged with the Company's H Share registrar and transfer office, Hong Kong Registrars Limited 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, 5 June 2024.

### VII. RECOMMENDATION

The Directors believe that the resolution in respect of (i) proposed re-election and appointment of Directors; (ii) proposed re-election and appointment of Supervisors; (iii) proposed change of auditors; and (iv) proposed General Mandate to Issue Shares are all in the best of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote for the relevant resolutions to be proposed at the AGM.

By order of the Board  
**Tong Ren Tang Technologies Co. Ltd.**  
**Di Shu Bing**  
*Chairman of the Board*

*Biographical details of the candidates proposed for re-election or appointment as a Director of the Ninth Session of the Board at the AGM are set out below:*

## 1. EXECUTIVE DIRECTORS

**Mr. Di Shu Bing**, aged 49, a senior accountant with a master degree of public administration. Mr. Di previously served as the finance supervisor and 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 Tong Ren Tang Holdings, 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 Tong Ren Tang Ltd. Mr. Di currently serves as party secretary of the Party Committee and chairman of Tong Ren Tang Ltd., the deputy general manager of Tong Ren Tang Holdings and the vice chairman of Beijing Pharmaceutical Profession Association. Mr. Di was appointed as a Director at the extraordinary general meeting of the Company held on 22 January 2024.

**Mr. Chen Jia Fu**, aged 55, 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 Tong Ren Tang Ltd. 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 of the Company, the director of Beijing Tong Ren Tang (Tangshan) Nutrition and Healthcare Co., Ltd. and Beijing Tong Ren Tang Technologies (Tangshan) Co., Ltd. Mr. Chen joined the Company since May 2023, and was appointed as a Director at the extraordinary general meeting of the Company held on 25 August 2023.

**Ms. Feng Zhi Mei**, aged 53, holds a postgraduate degree and is a senior accountant. She served as the deputy director and the director of the finance department, the deputy chief accountant, a director, and the chief accountant at Tong Ren Tang Ltd., and the deputy general manager of Beijing Tong Ren Tang Medical Caring Industry Investment Group Co., Ltd. She currently serves as the deputy general manager of the Company, the director of Beijing Tong Ren Tang Hebei Technological Development of Chinese Medicinal Raw Materials Co., Limited, Beijing Tong Ren Tang Hebei Chinese Medicinal Industry Co., Ltd. and Beijing Tong Ren Tang Technologies (Liaoning) Pharmaceutical Company Limited. Ms. Feng joined the Company since June 2021, and was appointed as a Director at the extraordinary general meeting of the Company held on 16 December 2021.

## 2. NON-EXECUTIVE DIRECTORS

**Mr. Zhang Yi**, aged 48, doctor of laws. He used to be the general counsel and chief compliance officer of Tong Ren Tang Holdings, Party Secretary (concurrently), director (concurrently) and chairman (concurrently) of Beijing Tong Ren Tang Medicinal Materials Ginseng Antler Investment Group Co. Ltd. He now serves as the general counsel and chief compliance officer of Tong Ren Tang Holdings.

**Ms. Wang Chun Rui**, aged 41, bachelor of science, professional pharmacist, and pharmacist in charge. Ms. Wang used to work as the head of the Quality Assurance Department of Tong Ren Tang Ltd. She currently serves as the deputy director of Science and Technology Quality Department of Tong Ren Tang Holdings. Ms. Wang was appointed as a Director at the extraordinary general meeting of the Company held on 16 February 2023.

**Ms. Feng Li**, aged 48, bachelor degree, certified public accountant in China (non-practicing). Ms. Feng used to work as a senior audit manager at PricewaterhouseCoopers Zhongtian LLP, formerly served as the manager of the Internal Audit and Legal Department, the assistant to the general manager and the manager of the Economic Operation Department of the Company's subsidiary, Tong Ren Tang Chinese Medicine, currently serves as the deputy general manager and the secretary to the board of directors of Tong Ren Tang Ltd., and the non-executive director of Tong Ren Tang Chinese Medicine, the chairman of the board of the Shandong Tianyi Pharmaceutical Co. Ltd. Ms. Feng was appointed as a Director at the extraordinary general meeting of the Company held on 22 December 2022.

## 3. INDEPENDENT NON-EXECUTIVE DIRECTORS

**Dr. Chan Ching Har, Eliza**, aged 67, GBS, JP, LL.D. (Hon), holds the qualifications of Barrister & Solicitor of British Columbia Supreme Court, Canada, Solicitor of the Supreme Court of England and Wales and Solicitor of the High Court of Hong Kong. Dr. Chan is a member of the Executive Council of Hong Kong. She is also a member of the National Committee of the Chinese People's Political Consultative Conference ("CPPCC"), a standing member of the CPPCC Tianjin Committee, Foreign Economic Affairs Legal Counsel to the Tianjin Municipal People's Government, an arbitrator of China International Economic and Trade and Arbitration Commission (CIETAC) and a China-appointed Attesting Officer.

Dr. Chan previously served as a member of the Selection Committee for the selection of the First Chief Executive of Hong Kong SAR, and a member of the Election Committee for the selections of the Chief Executive of Hong Kong SAR and the Hong Kong SAR delegates to the National People's Congress. She was Chairman of Hong Kong CPPCC (Provincial) Members Association and now serves as Permanent Honorary Chairman. Dr. Chan is presently Chairperson of Women's Commission and has previously held a number of Hong Kong Government appointed positions, notably as a member of the Hong Kong Hospital Authority, member of Hong Kong Public Service Commission, member of the Hong Kong Board of Education, member of Hong Kong Examinations and Assessment Authority, Chairman of Public Complaints Committee under Hong Kong Hospital Authority, Chairman of Kowloon Hospital, Chairman of Hong Kong Eye Hospital, Chairman of Tseung Kwan O Hospital, member of the Governing Committee of Queen Elizabeth Hospital, member of the Medical Council of Hong Kong, Chairman of Pensions Appeal Panel, member of Administration

Appeals Board, adjudicator of Hong Kong Immigration Tribunal, member of Disciplinary Panel of Institute of Accountants, Council member of The University of Science & Technology and Board member of Hong Kong Science and Technology Park Corporation.

Dr. Chan is a senior consultant of Chan & Jamison LLP and senior advisor of Deloitte Touche Tohmatsu. She is also an independent non-executive director of Bank of Communications (Hong Kong) Limited, China Taiping Life Insurance Co. Ltd., China Taiping Insurance (HK) Company Limited and China Overseas Land & Investment Ltd. (stock code: 688), a company listed on the Hong Kong Stock Exchange. Dr. Chan was previously an independent non-executive Director of China Electronics Optics Valley Union Holding Company Limited (stock code: 798), a company listed on the Hong Kong Stock Exchange, and Lansan Pharmaceutical Holdings Limited (stock code: 503), a company previously listed on the Hong Kong Stock Exchange. Dr. Chan was appointed as a Director at the 2017 annual general meeting of the Company.

**Mr. Zhan Yuan Jing**, aged 80, is a senior engineer. Mr. Zhan previously served as the chairman, general manager, deputy Party Committee of Tianjin Zhongxin Pharmaceutical Group Co., Ltd., vice president of China Association of Traditional Chinese Medicine, vice president of Tianjin Medical Association, vice president of Tianjin Association of Traditional Chinese Medicine; and a visiting professor of Tianjin University. From June 2009 to May 2015, Mr. Zhan served as an independent director of Tong Ren Tang Ltd. Mr. Zhan was appointed as a Director at the 2017 annual general meeting of the Company.

**Mr. Li Siu Bun**, aged 39, was appointed as the chief financial officer and company secretary of CHK Oil Limited (a company listed on the Hong Kong Stock Exchange (stock code: 632)) from November 2022. Mr. Li has rich experience in financial management, corporate finance and auditing. From September 2006 to February 2010, Mr. Li worked as senior officer in Deloitte Touche Tohmatsu, a certified public accounting firm. From March 2015 to January 2019, Mr. Li served as the chief financial officer and joint company secretary of Lanzhou Zhuangyuan Pasture Co., Ltd. (a company previously listed on the Hong Kong Stock Exchange (stock code: 1533) and the Shenzhen Stock Exchange (stock code: 002910)). From January 2020 to October 2021, Mr. Li served as the chief financial officer and company secretary of Hope Life International Holdings Limited (a company listed on the Hong Kong Stock Exchange (stock code: 1683)). Mr. Li has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since January 2010. Mr. Li graduated with a degree of Bachelor of Business Administration with First Class Honours from Lingnan University in November 2006. He also obtained a degree of Master of Business Administration from The University of Hong Kong in November 2013.

Mr. Li had been the independent non-executive director, the chairman of the audit committee and a member of each of the nomination committee and remuneration committee of Fullwealth International Group Holdings Limited (a company listed on the Hong Kong Stock Exchange (stock code: 1034)) from 1 July 2021 to 12 May 2023.



In reviewing the structure of the Board, the Nomination Committee considered a range of diversity perspectives, including but not limited to different diversity factors such as educational background, professional experience, skills, gender and knowledge, in order to nominate talented and capable individuals to lead the Company. Based on the recommendation of the Nomination Committee, the Board proposed to elect Mr. Li Siu Bun as an independent non-executive Director.

In addition, the Nomination Committee is of the view that the newly elected independent non-executive Director candidate, Mr. Li Siu Bun, has solid knowledge in finance and management, has the relevant work experience required for serving as an independent non-executive Director, and is able to provide independent, balanced and objective view to the Company's affairs. Therefore, the Nomination Committee and the Board recommended the appointment of Mr. Li Siu Bun as an independent non-executive Director, which is believed to be in the best interests of the Company and the Shareholders as a whole and bring valuable contribution to the Board and its diversity.

Save as disclosed above and as at the Latest Practicable Date, none of the above Directors candidates for the Ninth Session of the Board has any relationship with any Director, Supervisor, senior management or substantial shareholder or controlling shareholder, or has any interest in the shares of the Company within the meaning of the SFO.

Save as disclosed above and as at the Latest Practicable Date, none of the above Directors candidates for the Ninth Session of the Board holds any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to the proposed re-election or appointment of the Directors for the Ninth Session of the Board under Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

Each of Ms. Chan Ching Har, Eliza, Mr. Zhan Yuan Jing and Mr. Li Siu Bun has confirmed (i) his/her independence in accordance with Rule 3.13 of the Hong Kong Listing Rules; (ii) that he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Hong Kong Listing Rules) of the Company; and (iii) that there are no other factors that may affect his/her independence at the time of his/her re-election or appointment as an independent non-executive Director for the Ninth Session of the Board. The Board is also of the view that Ms. Chan Ching Har, Eliza, Mr. Zhan Yuan Jing and Mr. Li Siu Bun meet the independence guidelines set out under Rule 3.13 of the Hong Kong Listing Rules and are independent pursuant to the terms thereof.

*Biographical details of the candidates proposed for re-election or appointment as a Supervisor of the Ninth Session of the Supervisory Committee at the AGM are set out below:*

**Ms. Guo Wen**, aged 38, bachelor degree, auditor. She has served as senior project manager of Beijing Tianyuan Accounting Firm (special general partnership), business supervisor and deputy director of audit department of Tong Ren Tang Holdings. She now serves as deputy director of audit department (lead of the department) of Tong Ren Tang Holdings.

**Mr. Wu Yi Gang**, aged 65, holding a bachelor degree of law, was admitted as a solicitor in 1984 and started practice in the same year. Mr. Wu founded Wu Luan Zhao Yan Law Firm in Beijing in 1994 and has been the managing partner of the firm since then. He served as one of the arbitrators of the first session of the Beijing Arbitration Commission in 1995. He currently serves as the deputy director of Dedicated Working Committee for Reexamination of Disciplinary Actions Against Members of Beijing Lawyers Association, and member of the First Council of Beijing Club of Non-Party Senior Intellectuals. He was appointed as a Supervisor at the extraordinary general meeting of the Company on 22 October 2003.

**Ms. Li Mei**, aged 54, engineer with a bachelor degree, has served as supervisor of the labor union of the Company. Now she serves as director of women workers committee and assistant to the chair of the labor union (lead of the labor union) of the Company.

In addition, Ms. Li Mei was elected democratically as an employee representative supervisor of the Ninth Session of the Supervisory Committee at the employee representative's leaders' joint meeting of the Company held on 14 May 2024. The above appointment of Ms. Li Mei is not subject to approval by the Shareholders and shall come into effect from the convening date of the AGM.

Save as disclosed above and as at the Latest Practicable Date, none of the above Supervisor candidates for the Ninth Session of the Supervisory Committee has any relationships with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, or has any interest in the Shares of the Company within the meaning of the SFO.

Save as disclosed above and as at the Latest Practicable Date, none of the above Supervisor candidates for the Ninth Session of the Supervisory Committee holds any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years.

Save as disclosed above and as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information needed to be disclosed in relation to proposed re-election or appointment of the Supervisors for the Ninth Session of the Supervisory Committee under Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.





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)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting for the year 2023 (the “**AGM**”) of Tong Ren Tang Technologies Co. Ltd. (the “**Company**”) will be held at No. 20 Nansanhuan Zhonglu, Fengtai District, Beijing, the People's Republic of China (the “**PRC**”) at 9:30 a.m. on Wednesday, 12 June 2024 for the purpose of considering and, if thought fit, approving the following resolutions:

**As Ordinary Resolutions**

1. To consider and, if thought fit, to approve the audited consolidated financial statements of the Company for the year ended 31 December 2023.
2. To consider and, if thought fit, to approve the report of the board of Directors of the Company (the “**Board**”) for the year ended 31 December 2023.
3. To consider and, if thought fit, to approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2023.
4. To consider and, if thought fit, to approve the proposal of payment of a final dividend of RMB0.18 (tax inclusive) per share (the “**Final Dividend**”) for the year ended 31 December 2023.
5. To consider and, if thought fit, to approve the appointment of Ernst & Young as the overseas auditor of the Company for the year ending 31 December 2024 and to authorize the Board to fix its remuneration.
6. To consider and, if thought fit, to approve the appointment of Ernst & Young Hua Ming LLP as the domestic auditor of the Company for the year ending 31 December 2024 and to authorize the Board to fix its remuneration.
7. To consider and, if thought fit, to approve the re-election of Mr. Di Shu Bing as an executive director of the Ninth Session of the Board and his remuneration proposed by the Board; and to authorize the Board to enter into the service contract with Mr. Di Shu Bing.

## NOTICE OF AGM

8. To consider and, if thought fit, to approve the re-election of Mr. Chen Jia Fu as an executive director of the Ninth Session of the Board and his remuneration proposed by the Board; and to authorize the Board to enter into the service contract with Mr. Chen Jia Fu.
9. To consider and, if thought fit, to approve the re-election of Ms. Feng Zhi Mei as an executive director of the Ninth Session of the Board and her remuneration proposed by the Board; and to authorize the Board to enter into the service contract with Ms. Feng Zhi Mei.
10. To consider and, if thought fit, to approve the appointment of Mr. Zhang Yi as a non-executive director of the Ninth Session of the Board and his remuneration proposed by the Board; and to authorize the Board to enter into the service contract with Mr. Zhang Yi.
11. To consider and, if thought fit, to approve the re-election of Ms. Wang Chun Rui as a non-executive director of the Ninth Session of the Board and her remuneration proposed by the Board; and to authorize the Board to enter into the service contract with Ms. Wang Chun Rui.
12. To consider and, if thought fit, to approve the re-election of Ms. Feng Li as a non-executive director of the Ninth Session of the Board and her remuneration proposed by the Board; and to authorize the Board to enter into the service contract with Ms. Feng Li.
13. To consider and, if thought fit, to approve the appointment of Mr. Li Siu Bun, as an independent non-executive director of the Ninth Session of the Board and his remuneration proposed by the Board; and to authorize the Board to enter into the service contract with Mr. Li Siu Bun.
14. To consider and, if thought fit, to approve the re-election of Ms. Chan Ching Har, Eliza as an independent non-executive director of the Ninth Session of the Board and her remuneration proposed by the Board; and to authorize the Board to enter into the service contract with Ms. Chan Ching Har, Eliza.
15. To consider and, if thought fit, to approve the re-election of Mr. Zhan Yuan Jing as an independent non-executive director of the Ninth Session of the Board and his remuneration proposed by the Board; and to authorize the Board to enter into the service contract with Mr. Zhan Yuan Jing.
16. To consider and, if thought fit, to approve the appointment of Ms. Guo Wen as a shareholder representative supervisor of the Ninth Session of the Supervisory Committee and her remuneration proposed by the Supervisory Committee; and to authorize the Board to enter into the service contract with Ms. Guo Wen.

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17. To consider and, if thought fit, to approve the re-election of Mr. Wu Yi Gang as a shareholder representative supervisor of the Ninth Session of the Supervisory Committee and his remuneration proposed by the Supervisory Committee; and to authorize the Board to enter into the service contract with Mr. Wu Yi Gang.
18. To consider and, if thought fit, to approve the remuneration of Ms. Li Mei as an employee representative supervisor of the Ninth Session of the Supervisory Committee proposed by the Supervisory Committee; and to authorize the Board to enter into the service contract with Ms. Li Mei.

### As Special Resolution

19. To consider and, if thought fit, to approve a general mandate to the Board to issue, allot and deal with additional Shares not exceeding 20% of the Shares in issue, and to authorize the Board to make such corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment and issue of the shares:

#### “THAT

- (A) (i) subject to paragraph 19(A)(iii) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (the “**Hong Kong Listing Rules**”), the Articles of Association and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and H Shares and to make or grant offers, agreements, options and rights of exchange or conversion of shares which might require the exercise of such powers be hereby generally and unconditionally approved;
- (ii) the approval in paragraph 19(A)(i) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion of shares which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of the Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph 19(A)(i) shall not exceed 20% of the aggregate number of the Shares, respectively, in issue at the date of passing this resolution, otherwise pursuant to (a) a Rights Issue; or (b) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company, in accordance with the relevant requirements of the Hong Kong Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC; and

## NOTICE OF AGM

(iv) for the purposes of this resolution:

“H Shares” means the overseas-listed foreign invested shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars.

“Domestic Shares” means the domestic invested ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for in Renminbi.

“Relevant Period” means the period from the approval of this resolution until whichever is the earlier of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the revocation or variation of the authority given to the Board under this resolution by passing of a special resolution of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Board to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to 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 outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (B) The Board be authorized to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issue of shares as provided in paragraph 19(A)(i) of this resolution.”

By order of the Board  
**Tong Ren Tang Technologies Co. Ltd.**  
**Di Shu Bing**  
*Chairman of the Board*

Beijing, the PRC  
21 May 2024

*As at the date of this notice, the Board comprises Mr. Di Shu Bing, 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 AGM

Notes:

## 1. ELIGIBILITY FOR ATTENDING THE AGM

Holders of H shares whose names appear on the register of the Company maintained by Hong Kong Registrars Limited, 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, 6 June 2024 shall be entitled to attend the AGM.

## 2. PROXY

- (1) Shareholders entitled to attend and vote at the AGM 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 appointor 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 appointor, 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 Limited, the H share registrar and transfer office of the Company in 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 AGM 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 AGM

A shareholder or his proxy shall produce his identification document when attending the AGM. 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 during the period as set out below, during which time no transfer of shares will be registered. In order to be qualified for attending and voting at the AGM, and be qualified for the Final Dividend, all transfer documents of the holders of H shares must be lodged with the Company's H share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, no later than the deadline as set out below:

### (i) To be qualified for attending and voting at the AGM

Deadline for lodging the transfer documents with Hong Kong Registrars Limited	4:30 p.m. on Wednesday, 5 June 2024
Book closure period	From Thursday, 6 June 2024 to Wednesday, 12 June 2024 (both days inclusive)
AGM record date	Thursday, 6 June 2024

## NOTICE OF AGM

**(ii) To be qualified for the Final Dividend**

Deadline for lodging the transfer documents with Hong Kong Registrars Limited 4:30 p.m. on Monday, 17 June 2024

Book closure period From Tuesday, 18 June 2024 to Sunday, 23 June 2024 (both days inclusive)

Final Dividend record date Sunday, 23 June 2024

**5. METHOD OF VOTING AT THE AGM**

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

**6. MISCELLANEOUS**

- (1) The AGM is expected to be held for less than half a day. Shareholders attending the AGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of Hong Kong Registrars Limited, 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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Telephone: (+86) 10 87632179  
Email: ir@tongrentangkj.com