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If you are in any 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 adviser.

If you have sold or transferred all your shares in **Beijing Tong Ren Tang Chinese Medicine Company Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission.

BEIJING TONG REN TANG CHINESE MEDICINE COMPANY LIMITED

北京同仁堂國藥有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3613)

(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE BY THE COMPANY OF ITS OWN SECURITIES; (2) RE-ELECTION OF DIRECTORS; (3) DECLARATION OF DIVIDENDS; (4) RE-APPOINTMENT OF THE AUDITOR; AND (5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at 3 Dai King Street, Tai Po Industrial Estate, New Territories, Hong Kong on Wednesday, 10 June 2026 at 10:30 a.m. is set out in this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon as soon as possible to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish. For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the AGM.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading, and all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

30 April 2026

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

"AGM"	the annual general meeting of the Company to be held at 3 Dai King Street, Tai Po Industrial Estate, New Territories, Hong Kong on Wednesday, 10 June 2026 at 10:30 a.m.
"AGM Notice"	the notice convening the AGM as set out on pages 16 to 20 of this circular
"Articles of Association"	the new articles of association of the Company
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Beijing Tong Ren Tang Group"	Tong Ren Tang Holdings, its subsidiaries, its jointly controlled entities and its associates (including the Group)
"Board"	the board of Directors
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Company"	Beijing Tong Ren Tang Chinese Medicine Company Limited, a company incorporated in Hong Kong with limited liability, the Shares of which were listed on the GEM of the Stock Exchange on 7 May 2013 and transferred to Main Board of the Stock Exchange on 29 May 2018
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company
"GEM"	GEM operated by the Stock Exchange
"Group"	the Company and its subsidiaries
"Hong Kong"	The Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	a general mandate authorizing the Directors to allot, issue and deal with the securities of the Company not exceeding 20% of the total number of Shares in issue (which included total number of such securities (if any) repurchased) as at the date of approval of the mandate by the annual general meeting of the Company on 3 June 2025

"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
"Main Board"	the Main Board of the Stock Exchange
"PRC"	the People's Republic of China
"Proposed Extension Mandate"	to extend the Proposed Issue Mandate to the Directors by adding the number of Shares repurchased by the Company under the Proposed Repurchase Mandate
"Proposed Issue Mandate"	a general mandate to the Directors to allot, issue and deal with securities of the Company (including to sell and transfer any treasury Shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding any treasury Shares) as at the date of approval of the mandate
"Proposed Repurchase Mandate"	a general mandate to the Directors to repurchase securities of the Company not exceeding 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of approval of the mandate
"Repurchase Mandate"	a general mandate authorizing the Directors to repurchase the securities of the Company on the Exchange not exceeding 10% of the total number of Shares in issue as at 3 June 2025
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	share(s) of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange" or "Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Codes"	The Codes on Takeovers and Mergers and Share Buy-backs
"Tong Ren Tang Holdings"	China Beijing Tong Ren Tang Group Co., Ltd., a state-owned enterprise established in the PRC on 17 August 1992 and is the ultimate Controlling Shareholder of the Company

"Tong Ren Tang Ltd."	Beijing Tong Ren Tang Company Limited, a joint stock limited company established in the PRC on 18 June 1997, the shares of which have been listed on the Shanghai Stock Exchange since 1997, and is the intermediate holding company of the Company
"Tong Ren Tang Technologies"	Tong Ren Tang Technologies Co. Ltd., a joint stock limited company established in the PRC on 22 March 2000, the H shares of which have been listed on GEM since 2000 and have been transferred to the Main Board since July 2010, and is the immediate holding company of the Company
"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

BEIJING TONG REN TANG CHINESE MEDICINE COMPANY LIMITED
北京同仁堂國藥有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3613)

Directors:
Executive Directors:
Mr. Yan Han *(Chairman)*
Mr. Yue Zheng *(Vice Chairman)*
Mr. Wang Chi

Non-executive Director:
Ms. Feng Li

Independent Non-executive Directors:
Mr. Tsang Yok Sing, Jasper
Mr. Xu Hong Xi
Mr. Chan Ngai Chi

Registered Office:
Room 1405–1409
Office Tower, Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

30 April 2026

To the Shareholders

Dear Sirs or Madams,

(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE BY THE COMPANY OF ITS OWN SECURITIES; (2) RE-ELECTION OF DIRECTORS; (3) DECLARATION OF DIVIDENDS; (4) RE-APPOINTMENT OF THE AUDITOR; AND (5) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following matters to be put forward at the AGM for Shareholders' consideration and, if thought fit, approval of:

(i) the grant of the Proposed Issue Mandate to the Directors;

(ii) the grant of the Proposed Repurchase Mandate to the Directors;

(iii) the grant of the Proposed Extension Mandate to the Directors;

(iv) the re-election of Directors;

(v) the declaration of dividends; and

(vi) the re-appointment of the auditor.

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

Pursuant to the ordinary resolutions passed by the Shareholders on 3 June 2025, ordinary resolutions were passed for the grant of the Issue Mandate and the Repurchase Mandate, and all of the aforesaid mandates will expire at the conclusion of the AGM. As at the Latest Practicable Date, the Company had 837,100,000 Shares in issue.

(a) Proposed Issue Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Proposed Issue Mandate, which if granted, will allow the Directors to allot, issue and deal with further securities (including to sell or transfer any treasury Shares out of treasury) prevailing up to 20% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing the relevant resolution.

Subject to the passing of the ordinary resolution approving the Proposed Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Issue Mandate in full would enable the Company to allot, issue and deal with a maximum of 167,420,000 additional Shares (including to sell or transfer any treasury Shares out of treasury). The grant of the Proposed Issue Mandate will provide the Directors with flexibility to issue Shares when it is in the interest of the Company to do so. As at the Latest Practicable Date, there was no present intention to issue any Shares (including to sell or transfer any treasury Shares out of treasury) pursuant to the Proposed Issue Mandate.

(b) Proposed Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Proposed Repurchase Mandate, which if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own securities not exceeding 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing the relevant resolution.

Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company

to repurchase a maximum of 83,710,000 Shares. As at the Latest Practicable Date, there was no present intention for any repurchase of Shares pursuant to the Proposed Repurchase Mandate.

(c) Proposed Extension Mandate

An ordinary resolution will be proposed at the AGM to approve the extension of the Proposed Issue Mandate to include the total number of such Shares (if any) repurchased under the Proposed Repurchase Mandate (provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing the relevant resolution).

Subject to the passing of the relevant ordinary resolutions at the AGM, the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposal Extension Mandate will continue to be in force until, the earlier of:

(a) the conclusion of the next annual general meeting of the Company following the passing of the resolutions at which time the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate shall lapse unless, by ordinary resolution passed at that meeting, the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate are renewed, either unconditionally or subject to conditions; or

(b) the revocation or variation of the authority given under the Resolutions 5(A) and 5(B) as set out in the AGM Notice by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM in relation to the Proposed Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of seven Directors, namely Mr. Yan Han, Mr. Yue Zheng, Mr. Wang Chi, Ms. Feng Li, Mr. Tsang Yok Sing, Jasper, Mr. Xu Hong Xi and Mr. Chan Ngai Chi.

Pursuant to Article 97 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation and shall be eligible for re-election. The Directors to retire by rotation will be those Directors who have been Directors longest in office since their last re-election or appointment.

Pursuant to Article 97 of the Articles of Association, three Directors, namely, Mr. Wang Chi, Mr. Tsang Yok Sing, Jasper and Mr. Chan Ngai Chi shall retire from office by rotation respectively at the forthcoming AGM and, all being eligible, have offered themselves for re-election as Directors at the forthcoming AGM.

Each of Mr. Tsang Yok Sing, Jasper and Mr. Chan Ngai Chi, both being independent non-executive Directors, has made an annual confirmation of independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The nomination committee of the Company has reviewed the structure and composition of the Board, the qualifications, skills and experience, time commitment and contribution of them with reference to the board diversity policy and criteria for nomination and appointment of Directors, and recommended them for re-election at the AGM. The Board, having considered the recommendation of the nomination committee of the Company, accepted such nomination and believes that they will continue to bring valuable experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Particular attention was given to reviewing the independence and re-election of Mr. Chan Ngai Chi, who has served in such role for more than nine years. Pursuant to the code provision B.2.3 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, if an independent non-executive Director has served more than nine years, the re-election of such Director should be subject to a separate resolution to be approved by Shareholders. Mr. Chan Ngai Chi has extensive knowledge and experience in the finance sector and provide valuable independent advice to the Board. He is free from any business or other relationship with the Company which could interfere with his exercise of independent judgment. The Board considers that Mr. Chan Ngai Chi has satisfied the criteria for independence set out in Rule 3.13 of the Listing Rules. The Board also considers that his re-election is in the best interest of the Company and Shareholders as a whole.

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

Brief biographical details of Mr. Wang Chi, Mr. Tsang Yok Sing, Jasper and Mr. Chan Ngai Chi are set out in Appendix II to this circular which indicate how they can contribute to the diversity of the Board and the perspectives, skills and experience that they can bring to the Board. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the publication of the AGM Notice in accordance with Article 98(b) of the Articles of Association, the Company will issue a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

DIVIDENDS

The Board recommends a final dividend of HK$0.37 per Share and a special dividend of HK$0.03 per Share for the year ended 31 December 2025, such dividends will be proposed for approval at the AGM. If approved, such dividends are payable to Shareholders whose names appear on the register of members of the Company on Thursday, 18 June 2026.

RE-APPOINTMENT OF THE AUDITOR

An ordinary resolution will be proposed at the AGM to approve the re-appointment of Ernst & Young as the auditor of the Company for the financial year ending 31 December 2026, to hold office until the conclusion of the next annual general meeting and to authorise the Board to determine their remunerations for the financial year ending 31 December 2026.

The estimated audit fee payable to Ernst & Young as the auditor of the Company for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be in the range of approximately HK$2.5 million to HK$2.8 million (exclusive of out-of-pocket expenses and statutory audit fee of the subsidiaries of the Company).

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Ernst & Young, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit, the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

AGM

The AGM will be held at 3 Dai King Street, Tai Po Industrial Estate, New Territories, Hong Kong on Wednesday, 10 June 2026 at 10:30 a.m.. The AGM Notice is set out on pages 16 to 20 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS

(a) AGM

In order to determine the entitlements of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 5 June 2026 to Wednesday, 10 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong,

Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 4 June 2026.

(b) Dividends

In order to determine the list of Shareholders who are entitled to receive the dividends for the year ended 31 December 2025, the register of members of the Company will be closed from Tuesday, 16 June 2026 to Thursday, 18 June 2026 (both days inclusive), during which period no transfer of Shares will be registered.

To qualify for the above-mentioned dividends (if approved), all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at the address as set out in sub-paragraph (a) above for registration no later than 4:30 p.m. on Monday, 15 June 2026.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter (as defined in the Note to Rule 13.39(4) of the Listing Rules) to be voted on by a show of hands.

RECOMMENDATION

The Directors believe that the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of those resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
Beijing Tong Ren Tang
Chinese Medicine Company Limited
Yan Han
Chairman

This Appendix contains information required under Rule 10.06(1)(b) of the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in connection with the Proposed Repurchase Mandate.

1. SHAREHOLDERS' APPROVAL

All proposed repurchases of shares by a company with its primary listing on the Exchange must be approved in advance by way of an ordinary resolution, either of a specific approval of a particular transaction or of a general mandate to the Directors to make such repurchases.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 837,100,000 Shares. Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 83,710,000 Shares, representing 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing the relevant resolution, during the period from the date of the passing of the resolution to the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting (the "**Proposed Repurchase Period**").

3. REASONS FOR THE REPURCHASE

The Directors believe that the Proposed Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Proposed Repurchase Mandate (if approved in the AGM) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings of the Company per Share.

4. SOURCE OF FUNDS

Repurchases of Shares made pursuant to the Proposed Repurchase Mandate must be made out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of Hong Kong.

There would not be any material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 December 2025) in the event that the Proposed Repurchase Mandate was to be exercised in full at any time during the Proposed Repurchase Period. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working

capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on the Exchange during each of the previous 12 calendar months prior to the Latest Practicable Date:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
March 2025	8.76	8.03
April 2025	8.89	8.19
May 2025	8.82	8.48
June 2025	8.85	8.36
July 2025	9.53	8.80
August 2025	9.64	9.09
September 2025	9.46	8.80
October 2025	9.01	8.55
November 2025	9.43	8.72
December 2025	9.10	8.46
January 2026	8.76	8.41
February 2026	9.06	8.50
March 2026	8.66	7.59
April 2026 (up to the Latest Practicable Date)	7.85	7.54

6. GENERAL

The Directors will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of Hong Kong. Neither the explanatory statement in this Appendix I nor the Proposed Repurchase Mandate has any unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with Central Clearing and Settlement System ("**CCASS**") pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to

ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Company is authorized to make repurchases of the Shares.

8. TAKEOVERS CODES AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares pursuant to the Proposed Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Codes.

Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Takeovers Codes), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Codes.

As at the Latest Practicable Date, Tong Ren Tang Holdings was interested in an aggregate of 600,000,000 Shares, representing approximately 71.67% of the total number of Shares in issue (and approximately 79.64% of the total number of Shares in issue if the Proposed Repurchase Mandate is exercised in full). To the best of the knowledge and belief of the Directors, an exercise of the Proposed Repurchase Mandate in full will not result in Tong Ren Tang Holdings and its parties acting in concert becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Codes.

The Directors have no present intention to exercise the Proposed Repurchase Mandate to such an extent that would result in the amount of Shares held by the public being reduced to less than 25% of the entire issued share capital of the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any of its Shares (whether on the Exchange or otherwise) in the six months preceding the Latest Practicable Date.

BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION

The brief biographical details of the Directors proposed and eligible for re-election at the AGM are set out below.

Wang Chi, aged 51, is an executive Director and the chief executive officer of the Company, and director of subsidiaries of the Company. Mr. Wang has more than 20 years of experience in medical and pharmaceutical industry. Mr. Wang joined Beijing Tong Ren Tang Pharmaceutical Company Limited* (北京同仁堂製藥有限公司), a subsidiary of Tong Ren Tang Holdings in January 2023 and served as a director and the general manager of Beijing Tong Ren Tang Pharmaceutical Company Limited* (北京同仁堂製藥有限公司). Prior to joining Beijing Tong Ren Tang Group, Mr. Wang was the general manager of the Jiangzhong Food Therapy Company Limited and chairman and general manager of subsidiaries and various senior positions in Humanwell Healthcare (Group) Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600079). Mr. Wang attained a bachelor's degree in Mechanical Manufacture and Design from Department of Mechanical Engineering of Wuhan University (formerly known as Wuhan University of Hydraulic and Electric Engineering) in 1996, and obtained a master's degree in Business Administration from Economics and Management School of Wuhan University in 2003, and then obtained a Ph.D. in Management from Economics and Management School of Wuhan University in 2011.

Save as disclosed above, Mr. Wang did not (i) hold any positions in the Group, (ii) hold any directorship in any other listed public companies in Hong Kong or have any other major appointments in the last three years immediately preceding the Latest Practicable Date; and (iii) have any relationship with any Directors, senior management, substantial shareholders or Controlling Shareholders of the Company.

Pursuant to the terms of the service contract entered into between the Company and Mr. Wang dated 10 May 2024, Mr. Wang's term of appointment as an executive Director of the Company is 3 years, subject to retirement and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Pursuant to the service contract, Mr. Wang will not receive any director's fee as an executive Director of the Company.

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

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Wang as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

Tsang Yok Sing, Jasper, *G.B.M., G.B.S., J.P.*, aged 78, was appointed as an independent non-executive Director of the Company on 12 September 2017. Mr. Tsang is a Honorary Professor of the Faculty of Social Science of The Chinese University of Hong Kong. Mr. Tsang currently serves as an independent non-executive director of Kunlun Energy Company Limited (stock code: 135) which is listed on the Stock Exchange. Mr. Tsang held a number of posts in public service, including the President of the Fourth and the Fifth

Legislative Council of the HKSAR from 2008 to 2016. Prior to his election as President of the Legislative Council of the HKSAR, Mr. Tsang served as a member of the Legislative Council from 1998 to 2016, representing the Kowloon West constituency from 1998 to 2008 and the Hong Kong Island constituency from 2008 to 2016. He served as a member of the Executive Council of the HKSAR from 2002 to 2008. From 1992 to 2003, he served as chairman of the Democratic Alliance for the Betterment of Hong Kong. Mr. Tsang was actively involved in the establishment of the HKSAR. He served as a member of the Preparatory the Committee established by the Standing Committee of the Chinese National People's Congress in 1996 and a member of the Provisional Legislative Council of the HKSAR from 1997 to 1998. Mr. Tsang was a member of the National Committee of the Chinese People's Political Consultative Conference from 1993 to 2013, a non-executive director of the Hong Kong Securities and Futures Commission from 2001 to 2007, a member of the Executive Committee of the Commission on Strategic Development from 2005 to 2008, a board member of the Airport Authority Hong Kong from 2005 to 2008, a member of the Independent Commission Against Corruption Complaints Committee from 2003 to 2008 and a member of the Disaster Relief Fund Advisory Committee from 2002 to 2008. Mr. Tsang also served as a member of the Council of The Open University of Hong Kong from 1996 to 2005 and a member of the Standing Committee on Language Education and Research from 1996 to 2000. Mr. Tsang obtained a Bachelor of Arts degree at The University of Hong Kong in 1968, Certificate in Education at The University of Hong Kong in 1981 and a Master of Education degree at The University of Hong Kong in 1983. Mr. Tsang was appointed as a Justice of the Peace (J.P.) in 1998 and was awarded the Gold Bauhinia Star (G.B.S.) in 2002 and the Grand Bauhinia Medal (G.B.M.) in 2015. Mr. Tsang previously served as an independent non-executive director of DTXS Silk Road Investment Holdings Company Limited (stock code: 620) which is listed on the Stock Exchange, his tenure of office expired on 31 August 2023.

Save as disclosed above, Mr. Tsang did not (i) hold any positions in the Group, (ii) hold any directorship in any other listed public companies in Hong Kong or have any other major appointments in the last three years immediately preceding the Latest Practicable Date; and (iii) have any relationship with any Directors, senior management, substantial shareholders or Controlling Shareholders of the Company.

Pursuant to the terms of the appointment letter re-entered into between the Company and Mr. Tsang dated 12 September 2023, Mr. Tsang's term of appointment as an independent non-executive Director of the Company is 3 years, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Pursuant to the appointment letter, Mr. Tsang is entitled to a fixed director's fee of HK$24,000 per month, which is determined by the Board upon the recommendation of the remuneration committee of the Company by reference to his experience and responsibilities in the Company and the prevailing market conditions and is subject to an annual review.

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

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Tsang as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

Chan Ngai Chi, aged 54, was appointed as an independent non-executive Director of the Company on 15 April 2013. Prior to joining the Company, Mr. Chan had more than 20 years of financial management, compliance and auditing experience. Mr. Chan worked in the audit division of PricewaterhouseCoopers Hong Kong and various Hong Kong and U.S. listed companies. Mr. Chan is currently the chief financial officer and company secretary of International Business Digital Technology Limited (formerly known as Vixtel Technologies Holdings Limited) (stock code: 1782), which is listed on the Stock Exchange. Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, and also a Chartered Financial Analyst Charterholder. Mr. Chan graduated from the Hong Kong University of Science and Technology with a bachelor's degree in business administration in accounting in 1994 and, also obtained a master's degree in Science from the Chinese University of Hong Kong in 2003 and an EMBA degree from Peking University in 2021.

Save as disclosed above, Mr. Chan did not (i) hold any positions in the Group, (ii) hold any directorship in any other listed public companies in Hong Kong or have any other major appointments in the last three years immediately preceding the Latest Practicable Date; and (iii) have any relationship with any Directors, senior management, substantial shareholders or Controlling Shareholders of the Company.

Pursuant to the terms of the appointment letter re-entered into between the Company and Mr. Chan dated 15 April 2025, Mr. Chan's term of appointment as an independent non-executive Director of the Company is 3 years, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Pursuant to the appointment letter, Mr. Chan is entitled to a fixed director's fee of HK$24,000 per month, which is determined by the Board upon the recommendation of the remuneration committee of the Company by reference to his experience and responsibilities in the Company and the prevailing market conditions and is subject to an annual review.

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

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Chan as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

BEIJING TONG REN TANG CHINESE MEDICINE COMPANY LIMITED
北京同仁堂國藥有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3613)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of Beijing Tong Ren Tang Chinese Medicine Company Limited (the "**Company**") will be held at 3 Dai King Street, Tai Po Industrial Estate, New Territories, Hong Kong on Wednesday, 10 June 2026 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements, the directors' report and the independent auditor's report of the Company for the year ended 31 December 2025;

2. (A) To re-elect Mr. Wang Chi as an executive director of the Company;

   (B) To re-elect Mr. Tsang Yok Sing, Jasper as an independent non-executive director of the Company;

   (C) To re-elect Mr. Chan Ngai Chi as an independent non-executive director of the Company; and

   (D) To authorize the board of directors of the Company (the "**Board**") to fix the remuneration of the directors of the Company;

3. To consider and approve the proposed payment of a final dividend of HK$0.37 per share and a special dividend of HK$0.03 per share for the year ended 31 December 2025;

4. To consider and approve the re-appointment of Ernst & Young as the auditor of the Company and to authorize the Board to fix the auditor's remuneration;

5. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

(A) "**THAT**

(i) subject to sub-paragraph (iii) of this resolution, pursuant to the Listing Rules, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional shares of the Company (the "**Shares**") (including any sale or transfer of treasury Shares out of treasury) and to make, issue or grant offers, agreements, options (including bonds, warrants and securities or debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;

(ii) the approval in sub-paragraph (i) of this resolution shall authorize the Directors during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

(iii) the total number of Shares allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise), including any sale or transfer of treasury Shares out of treasury, by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); (b) the exercise of warrants to subscribe for Shares of the Company or any securities which are convertible into Shares of the Company or the exercise of options granted under any share option schemes adopted by the Company; or (c) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the new articles of association of the Company (the "**Articles of Association**"), shall not exceed 20% of the total number of Shares in issue (excluding the treasury Shares) as at the date of the passing of this resolution and this approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

"Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and

(c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.

"Rights Issue" means the allotment, issue, or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company)."

(B) "**THAT**

(i) subject to sub-paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares in issue on The Stock Exchange of Hong Kong Limited (the "**Exchange**") or any other stock exchange on which the Shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(ii) the total number of Shares which the Company is authorized to repurchase pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of Shares in issue (excluding the treasury Shares) as at the date of the passing of this resolution, and this approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

"Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and

(c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company."

(C) "**THAT** conditional upon ordinary resolutions nos. 5(A) and 5(B) above being passed, the total number of Shares which are repurchased by the Company under the authority granted to the Directors pursuant to ordinary resolution no. 5(B) above shall be added to the total number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted (including any sale or transfer of treasury Shares out of treasury) by the Directors pursuant to ordinary resolution no. 5(A) above."

By order of the Board
Beijing Tong Ren Tang
Chinese Medicine Company Limited
Yan Han
Chairman

Hong Kong, 30 April 2026

Notes:

(i) A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company.

(ii) In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority), must be delivered to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.

(iii) Delivery of an instrument appointing a proxy should not preclude a shareholder from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

(iv) If a shareholder appoints more than one proxy, such proxies shall only exercise their voting rights by a poll.

(v) For the purpose to determine the entitlements of the shareholders to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 5 June 2026 to Wednesday, 10 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 4 June 2026.

(vi) For the purpose to determine the list of shareholders of the Company who are entitled to receive the dividends for the year ended 31 December 2025, the register of members of the Company will be closed from Tuesday, 16 June 2026 to Thursday, 18 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for the above-mentioned dividends (if approved), all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 15 June 2026.

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

Executive Directors:
Mr. Yan Han *(Chairman)*
Mr. Yue Zheng *(Vice Chairman)*
Mr. Wang Chi

Non-executive Director:
Ms. Feng Li

Independent Non-executive Directors:
Mr. Tsang Yok Sing, Jasper
Mr. Xu Hong Xi
Mr. Chan Ngai Chi