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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 2011 (the “**AGM**”) of Tong Ren Tang Technologies Co., Ltd., (the “**Company**”) will be held at No.52 Dong Xing Long Street, Dong Cheng District, Beijing, the People's Republic of China (the “**PRC**”) at 9:30 a.m. on Tuesday, 22 May 2012 for the purpose of considering and approving the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and, if thought fit, to approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2011.
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 2011.
3. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2011.
4. To consider and, if thought fit, to approve the proposal for payment of a final dividend of RMB0.19 per share (tax inclusive) for the year ended 31 December 2011.
5. To consider and approve the re-election of Mr. Mei Qun as an executive director of the fifth session of the Board with a term of three years commencing from the conclusion of the AGM to the date of the annual general meeting to be convened in 2015; and to authorize the Board to fix the remuneration and to enter into the service contract with Mr. Mei Qun on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
6. To consider and approve the re-election of Mr. Yin Shun Hai as an executive director of the fifth session of the Board with a term of three years commencing from the conclusion of the AGM to the date of the annual general meeting to be convened in 2015; and to authorize the Board to fix the remuneration and to enter into the service contract with Mr. Yin Shun Hai on and subject to

such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

7. To consider and approve the re-election of Mr. Wang Yu Wei as an executive director of the fifth session of the Board with a term of three years commencing from the conclusion of the AGM to the date of the annual general meeting to be convened in 2015; and to authorize the Board to fix the remuneration and to enter into the service contract with Mr. Wang Yu Wei on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
8. To consider and approve the re-election of Ms. Fang Jia Zhi as an executive director of the fifth session of the Board with a term of three years commencing from the conclusion of the AGM to the date of the annual general meeting to be convened in 2015; and to authorize the Board to fix the remuneration and to enter into the service contract with Ms. Fang Jia Zhi on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
9. To consider and approve the re-election of Mr. Xie Zhan Zhong as an executive director of the fifth session of the Board with a term of three years commencing from the conclusion of the AGM to the date of the annual general meeting to be convened in 2015; and to authorize the Board to fix the remuneration and to enter into the service contract with Mr. Xie Zhan Zhong on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
10. To consider and approve the re-election of Miss Tam Wai Chu, Maria as an independent non-executive director of the fifth session of the Board with a term of three years commencing from the conclusion of the AGM to the date of the annual general meeting to be convened in 2015; and to authorize the Board to fix the remuneration and to enter into the service contract with Miss Tam Wai Chu, Maria on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
11. To consider and approve the re-election of Mr. Ting Leung Huel, Stephen as an independent non-executive director of the fifth session of the Board with a term of three years commencing from the conclusion of the AGM to the date of the annual general meeting to be convened in 2015; and to authorize the Board to fix the remuneration and to enter into the service contract with Mr. Ting Leung Huel, Stephen on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
12. To consider and approve the re-election of Mr. Jin Shi Yuan as an independent non-executive director of the fifth session of the Board with a term of three years commencing from the conclusion of the AGM to the date of the annual general meeting to be convened in 2015; and to authorize the Board to fix the remuneration and to enter into the service contract with Mr. Jin Shi Yuan on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

13. To consider and approve the re-election of Mr. Zhang Xi Jie as a shareholder representative supervisor of the fifth session of the supervisory committee of the Company, with a term of three years commencing from the conclusion of the AGM to the date of the annual general meeting to be convened in 2015; and to authorize the Board to fix the remuneration and to enter into the service contract with Mr. Zhang Xi Jie on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
14. To consider and approve the re-election of Mr. Wu Yi Gang as a shareholder representative supervisor of the fifth session of the supervisory committee of the Company, with a term of three years commencing from the conclusion of the AGM to the date of the annual general meeting to be convened in 2015; and to authorize the Board to fix the remuneration and to enter into the service contract with Mr. Wu Yi Gang on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
15. To consider and approve the authorization to the Board to fix the remuneration and to enter into the service contract with Ms. Wang Yan Rong as an employee representative Supervisor on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
16. To consider and, if thought fit, to approve the re-appointment of PricewaterhouseCoopers as the independent auditor of the Company for the year ending 31 December 2012; and to authorize the Board to fix its remuneration.

AS A SPECIAL RESOLUTION

17. To consider and, if thought fit, to approve a general mandate to the Board to issue, allot and deal with (1) additional Domestic Shares not exceeding 20% of the Domestic Shares in issue; and (2) additional H Shares not exceeding 20% of the H Shares in issue, and to authorize the Board to make such corresponding amendments to the Articles of Association of the Company as it think fit so as to reflect the new capital structure upon the allotment and issue of the shares:

“THAT

(A)

- (i) subject to paragraph 17(A)(iii) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on the Stock Exchange, the articles of association of the Company (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 of the Company 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 17(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) each of the aggregate nominal amounts of Domestic Shares and H 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 17(A)(i) shall not exceed 20% of each of the aggregate nominal amounts of Domestic Shares and H Shares of the Company, 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
- (iv) for the purposes of this resolution:

“H Shares” means overseas listed Shares in the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars, for which permission to deal in and the grant of listing on the Stock Exchange has been obtained.

“Domestic Shares” are ordinary shares in the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and credited as fully paid up in Renminbi; and

“Relevant Period” means the period from 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 other applicable laws and regulations to be held; or
- (c) 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 17(A)(i) of this resolution.”

By order of the Board
Tong Ren Tang Technologies Co. Ltd.
Mei Qun
Chairman of the Board

Beijing, the PRC
3 April 2012

As at the date of this announcement, the Board comprises Mr. Mei Qun, Mr. Yin Shun Hai, Mr. Wang Yu Wei, Ms. Fang Jia Zhi and Mr. Xie Zhan Zhong as executive directors; Miss Tam Wai Chu, Maria, Mr. Ting Leung Huel, Stephen and Mr. Jin Shi Yuan as independent non-executive directors.

Notes:

1. ELIGIBILITY FOR ATTENDING THE AGM

Holders of H Shares whose names appear on the register of the Company maintained by Computershare Hong Kong Investor Services 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 at the close of business of Friday, 20 April 2012 shall be entitled to attend the AGM.

2. RECOMMENDATION OF FINAL DIVIDEND, WITHHOLDING AND PAYMENT OF PERSONAL INCOME TAX FOR INDIVIDUAL SHAREHOLDERS AND ENTERPRISE INCOME TAX FOR NON-RESIDENT LEGAL PERSONS

The Company held its Board meeting on Friday, 16 March 2012 to propose a resolution recommending payment of a final dividend of RMB0.19 per share (tax inclusive) in an aggregate amount of approximate RMB111,720,000 for the year ended 31 December 2011. If the above profit distribution proposal is approved by the shareholders at the AGM to be held on Tuesday, 22 May 2012 by way of an ordinary resolution, the final dividend will be paid to the shareholders whose names appear on the register of members of the Company on Friday, 1 June 2012. Dividend payable to the shareholders of H shares will be paid in Hong Kong Dollars (“HKD”). The exchange rate between RMB and HKD shall be ascertained on the basis of the average of the middle exchange rates as published by the People’s Bank of China for the five trading days prior to the date of the AGM.

As stipulated by the Notice on Issues relating to Enterprise Income Tax Withholding over Dividends Distributable to Their H-Share Holders Who are Overseas Non-resident Enterprises by Chinese Resident Enterprises published by the State Administration of Taxation (Guoshuihan [2008] No.897), when Chinese resident enterprises distribute annual dividends for the year 2008 and years thereafter to the shareholders of H Shares who are overseas non-resident enterprises, enterprise income tax shall be withheld at a uniform rate of 10%. According to this, the Company is required to withhold corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders as appeared on the H Share register of members of the Company. Any shares registered in the name of the non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups

and organizations, will be treated as being held by non-resident enterprise shareholders and therefore their dividends receivables will be subject to the withholding of the corporate income tax.

Pursuant to Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document issued by the State Administration of Taxation on 28 June 2011, the dividend to be distributed by the PRC non-foreign invested enterprises whose shares have been issued in Hong Kong to the overseas resident individual shareholders is subject to individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries where they are residing and Mainland China. Pursuant to the aforesaid Notice, when the final dividend is distributed to the individual shareholders of H Shares whose names appear on the H Share register of members of the Company, the Company will withhold 10% of the final dividend as individual income tax unless otherwise specified by the relevant tax regulations, tax agreements or the Notice.

3. 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) the office address of Company for holders of domestic shares; and (ii) Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Company in Hong Kong, for holders of H 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.

4. REGISTRATION PROCEDURES FOR ATTENDING THE AGM

- (1) 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 resolutions of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders intending to attend the AGM shall return to the Company the reply slip stating their attendance on or before Tuesday, 1 May 2012.
- (3) A shareholder may return the above reply slip to the Company in person, by post or by facsimile to the office of the Company or Computershare Hong Kong Investor Services Limited.

5. 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 for receiving the proposed final dividend, all transfer documents of the holders of H Shares must be lodged with the Company's H Share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 1712– 1716, 7th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, no later than the deadline as set out below:

(i) For attending and voting at the AGM

Deadline for lodging the transfer documents with Computershare Hong Kong Investor Services Limited	4:30 p.m. on Friday, 20 April 2012
Book closure period	from Saturday, 21 April 2012 to Tuesday, 22 May 2012 (both days inclusive)
Record date	Tuesday, 22 May 2012

(ii) For receiving the final dividend

Deadline for lodging the transfer documents with Computershare Hong Kong Investor Services Limited	4:30 p.m. on Friday, 25 May 2012
Book closure period	from Monday, 28 May 2012 to Friday, 1 June 2012 (both days inclusive)
Record date	Friday, 1 June 2012

6. 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.

7. 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 Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Company in Hong Kong, is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The office and the contact details of the Company are:

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