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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 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 2021 (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 Thursday, 16 June 2022 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 2021.
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 2021.
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 2021.
4. To consider and, if thought fit, to approve the proposal of payment of a final dividend of RMB0.16 (tax inclusive) per share (the “**Final Dividend**”) for the year ended 31 December 2021.
5. To consider and, if thought fit, to approve the re-appointment of PricewaterhouseCoopers as the overseas auditor of the Company for the year ending 31 December 2022 and to authorize the Board to fix its remuneration.
6. To consider and, if thought fit, to approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor of the Company for the year ending 31 December 2022 and to authorize the Board to fix its remuneration.

7. To consider and, if thought fit, to approve the adjustment of remuneration of Mr. Ting Leung Huel, Stephen, an independent non-executive Director of the Company.
8. To consider and, if thought fit, to approve the adjustment of remuneration of Ms. Chan Ching Har, Eliza, an independent non-executive Director of the Company.
9. To consider and, if thought fit, to approve the adjustment of remuneration of Mr. Zhan Yuan Jing, an independent non-executive Director of the Company.
10. To consider and, if thought fit, to approve the adjustment of remuneration of Mr. Wu Yi Gang, an external Supervisor of the Company.

### **As Special Resolutions**

11. To consider and, if thought fit, to approve the amendments to the articles of association of the Company (the “**Articles of Association**”).
12. 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 as it thinks fit so as to reflect the new capital structure upon the allotment and issue of such shares:

**“THAT:**

- (A) (i) subject to paragraph 12(A)(iii) and in accordance with 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 12(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 Relevant Period;

(iii) each of the aggregate number of the Domestic Shares and the 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 12(A)(i) shall not exceed 20% of each of the aggregate number of the Domestic Shares and the H 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

(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 earliest 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 approval 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 12(A)(i) of this resolution.”

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

Beijing, the PRC  
23 May 2022

*As at the date of this notice, the Board comprises Mr. Gu Hai Ou, Mr. Wang Yu Wei and Ms. Feng Zhi Mei as executive Directors, Mr. Jin Tao, Mr. Ma Guan Yu and Ms. Guo Ya Qing as non-executive Directors, Mr. Ting Leung Huel, Stephen, Ms. Chan Ching Har, Eliza and Mr. Zhan Yuan Jing 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 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 Tuesday, 17 May 2022 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 Monday, 16 May 2022
Book closure period	From Tuesday, 17 May 2022 to Thursday, 16 June 2022 (both days inclusive)
AGM record date	Tuesday, 17 May 2022

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

Deadline for lodging the transfer documents with Hong Kong Registrars Limited	4:30 p.m. on Tuesday, 21 June 2022
Book closure period	From Wednesday, 22 June 2022 to Monday, 27 June 2022 (both days inclusive)
Final Dividend record date	Monday, 27 June 2022

**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, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The office and the contact details of the Company are:  
No. 20, Nansanhuan Zhonglu,  
Fengtai District,  
Beijing, the PRC  
Telephone: (+86) 10 87632179  
E-mail: [ir@tongrentangkj.com](mailto:ir@tongrentangkj.com)