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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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**Tong Ren Tang Technologies Co., Ltd.**  
**北京同仁堂科技發展股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock code: 8069)

**PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION  
PROPOSED APPOINTMENT OF DIRECTOR  
AND  
NOTICE OF AGM**

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A letter from the Board (as defined in this circular) is set out on pages 3 to 6 of this circular.

A notice convening the AGM to be held at No. 52 Dong Xing Long Street, Chong Wen District, Beijing, the PRC on Friday, 18 June 2010 at 9:30 a.m., is set out on pages 7 to 9 of 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 in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office, Hong Kong Registrars Ltd. at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not later than twenty-four (24) 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 in person at the AGM or any adjournment of it should you so wish.

30 April 2010

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, the following expressions have the meanings set out below unless the context otherwise requires.*

“AGM”	the annual general meeting of the Company to be held on 18 June 2010
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Board”	the board of Directors
“Company”	Tong Ren Tang Technologies Co., Ltd., a joint stock company incorporated in the PRC with limited liability and the H shares are listed on GEM
“Directors”	the directors of the Company
“Domestic Share(s)”	the domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are subscribed for and paid up in RMB
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM (as amended from time to time)
“H Share(s)”	the overseas listed foreign invested share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on GEM and are subscribed for and traded in Hong Kong dollars
“Latest Practicable Date”	28 April 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of the Company, including the Domestic Shares and the H Shares, unless specified otherwise
“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tong Ren Tang Group”	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 under the laws of the PRC and the ultimate holding company of the Company and Tong Ren Tang Ltd.
“Tong Ren Tang Ltd.”	Beijing Tong Ren Tang Company Limited(北京同仁堂股份有限公司), 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 holding company of the Company

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## LETTER FROM THE BOARD

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# Tong Ren Tang Technologies Co., Ltd. 北京同仁堂科技發展股份有限公司

*(a joint stock company incorporated in the People's Republic of China with limited liability)*  
(Stock code: 8069)

*Executive Directors:*

Mei Qun (*Chairman*)  
Yin Shun Hai  
Wang Yu Wei  
Fang Jia Zhi

*Non-executive Director:*

Ding Yong Ling (*Vice-chairman*)

*Independent Non-executive Directors:*

Tam Wai Chu, Maria  
Ting Leung Huel, Stephen  
Jin Shi Yuan

*Registered Office:*

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

*Office and mailing address:*

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

30 April 2010

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION PROPOSED APPOINTMENT OF DIRECTOR AND NOTICE OF AGM**

#### **INTRODUCTION**

The purpose of this circular is to provide you with, among other things, details of the proposed amendments to the Articles of Association, the proposed appointment of Director and the notice of the AGM.

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## **LETTER FROM THE BOARD**

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### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

A special resolution will be proposed at the AGM to approve the proposed amendments to the Articles of Association in order to reflect the expansion in the business scope of the Company.

The Company aims to further cope with the market demand, develop the existing products' series type potential, expand the business operation and enhance the profit earning ability of the Company. Accordingly, the Board proposed to amend the Articles of Association to reflect the expansion of the scope of businesses of the Company in the following manner:

The existing Article 10 be deleted in entirety and replaced by the following:

“The scope of businesses of the Company approved by the registration authority shall prevail.

The scope of the Company's businesses covers development of medical technology, technology consultancy and service; manufacture and sale of Chinese medicine, biological preparations, Chinese herbal medicine, food and healthcare food; e-commerce; export of self-produced products and related technology; manufacturing and import and export of raw and auxiliary materials, machinery and equipment and technology that required by production; development of lease business; businesses of joint venture, production cooperation, processing trade with supplied materials and compensated trade; import and export of other commodities being approved by the Ministry of Foreign Trade and Economic Cooperation (save for items that have not obtained specific licence); operating and acting as an agent in the import and export business of various commodities and technology (excluding those commodities and technology that restricted by the state to operate or those prohibited from import and export (commodities list for import and export is not enclosed)); processing trade with imported materials and “three categories of processing and one category of compensation businesses” (processing with supplied materials, assembling parts supplied by clients, processing with customer's samples and compensatory trade); re-export trade and counter trade; transportation of ordinary goods; processing of packed tea (operated by branch companies only).”

It is proposed that the AGM shall authorize the Directors or authorized person to make appropriate amendments to the Articles of Association whenever necessary in the process of submitting the same for approval, as required from time to time by the relevant regulatory authorities, administration of industry and commerce as well as the stock exchanges. The proposed amendments to the Articles of Association shall become effective upon the Shareholders' approval at the AGM.

### **PROPOSED APPOINTMENT OF DIRECTOR**

The Company proposed to appoint Mr. Xie Zhan Zhong as the executive Director. Resolutions will be put forward to appoint Mr. Xie as the executive Director and authorize the Board to fix the remuneration thereof.

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## LETTER FROM THE BOARD

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The biography of Mr. Xie is set out as follows:

**Mr. Xie Zhan Zhong**, aged 58, is a senior economist with a bachelor's degree. Mr. Xie has previously served various positions in Tong Ren Tang Group, such as the section chief of the cadre administration department, the deputy chief economist as well as the manager of human resources department, the deputy chief economist, an assistant to the general manager, the deputy general manager of Tong Ren Tang Group. Mr. Xie currently serves as the secretary to the Party Committee, the standing deputy general manager and the chief auditor of Tong Ren Tang Ltd. since 2006 and 2009 respectively. Save as disclosed above, Mr. Xie did not have any other major appointments or qualifications or any position or directorship in any other listed companies during the last three years preceding the Latest Practicable Date.

Mr. Xie, if appointed, will enter into a service contract with the Company and his proposed length of service with the Company will commence from the date of the AGM and up to the date of the annual general meeting to be convened in 2012. Pursuant to the articles of association of the Company, upon expiration of his term of directorship, Mr. Xie shall be eligible for re-election at a general meeting of the Company. The remuneration payable to Mr. Xie shall be determined by the shareholders at a general meeting pursuant to the articles of association of the Company and with reference to the recommendation provided by the remuneration committee of the Board in accordance with its terms of reference, by taking into account, among other matters, his duties and responsibilities in the Company.

Save as disclosed above, Mr. Xie did not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company nor have any interests in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, the Board was not aware of any other matters in relation to Mr. Xie's proposed appointment as an executive Director that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

### **AGM**

A notice of the AGM is set out on pages 7 to 9 of this circular. Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the AGM or adjournment thereof in person if you so wish.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the proposed amendments to the Articles of Association and the proposed appointment of Director are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

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

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## NOTICE OF ANNUAL GENERAL MEETING

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Tong Ren Tang Technologies Co., Ltd.

北京同仁堂科技發展股份有限公司

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock code: 8069)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Tong Ren Tang Technologies Co., Ltd., (the “**Company**”) will be held at No. 52 Dong Xing Long Street, Chong Wen District, Beijing, the PRC on Friday, 18 June 2010 at 9:30 a.m., for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

#### ORDINARY RESOLUTIONS

- 1) to receive and consider the audited consolidated financial statements of the Company and the Report of the Directors and the Auditors for the year ended 31 December 2009;
- 2) to receive and consider the Report of the Supervisory Committee of the Company for the year ended 31 December 2009;
- 3) to declare and propose a final dividend of RMB0.45 (including tax) per share for the year ended 31 December 2009. The proposed dividend will be payable before 31 August 2010 to shareholders whose names appear on the register of shareholders of the Company on 18 June 2010. 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 for RMB to HKD as published by the People’s Bank of China for the five trading days prior to 18 June 2010;
- 4) to approve the appointment of Mr. Xie Zhan Zhong as the executive director of the Company for the fourth session of the board of the Company with a term commencing from the conclusion of this annual general meeting to the date of the annual general meeting to be convened in 2012 and to authorize the board of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Xie on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters (for biography of Mr. Xie, please refer to the circular of the Company dated 30 April 2010);
- 5) to re-appoint PricewaterhouseCoopers as the auditors of the Company for the year ending 31 December 2010 and to authorize the board of directors of the Company to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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**AS SPECIAL BUSINESS**, to consider and, if thought fit, to pass, with or without amendments, the following resolution as a special resolution of the Company:

### **SPECIAL RESOLUTION**

- 6) “**THAT** the following amendments to the Articles of Association be and are hereby approved, and any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such matters and take all such actions which the Directors may deem necessary or expedient and in the interest of the Company in accordance with the applicable laws and regulations and fulfilling the requirements (if any) of the relevant PRC authorities (including but not limited to all applications, filings and registrations with the relevant authorities):

The existing Article 10 be deleted in entirety and replaced by the following:

“The scope of businesses of the Company approved by the registration authority shall prevail.

The scope of the Company’s businesses covers development of medical technology, technology consultancy and service; manufacture and sale of Chinese medicine, biological preparations, Chinese herbal medicine, food and healthcare food; e-commerce; export of self-produced products and related technology; manufacturing and import and export of raw and auxiliary materials, machinery and equipment and technology that required by production; development of lease business; businesses of joint venture, production cooperation, processing trade with supplied materials and compensated trade; import and export of other commodities being approved by the Ministry of Foreign Trade and Economic Cooperation (save for items that have not obtained specific licence); operating and acting as an agent in the import and export business of various commodities and technology (excluding those commodities and technology that restricted by the state to operate or those prohibited from import and export (commodities list for import and export is not enclosed)); processing trade with imported materials and “three categories of processing and one category of compensation businesses” (processing with supplied materials, assembling parts supplied by clients, processing with customer’s samples and compensatory trade); re-export trade and counter trade; transportation of ordinary goods; processing of packed tea (operated by branch companies only).”

For and on behalf of the Board of  
**TONG REN TANG TECHNOLOGIES CO., LTD.**  
**Mei Qun**  
*Chairman*

Beijing, the PRC  
30 April 2010

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## NOTICE OF ANNUAL GENERAL MEETING

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*As at the date of this notice, the Board comprises (i) Mr. Mei Qun, Mr. Yin Shun Hai, Mr. Wang Yu Wei and Ms. Fang Jia Zhi as executive directors; (ii) Ms. Ding Yong Ling as non-executive director; and (iii) Ms. Tam Wai Chu, Maria, Mr. Ting Leung Huel, Stephen and Mr. Jin Shi Yuan as independent non-executive directors.*

*Notes:*

- (i) A member of the Company (“Member”) entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the meeting is enclosed herewith. In the case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of Members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (ii) To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the H share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong and in case of holders of domestic shares, to the Company’s mailing address at No.20 Nanshuan Zhonglu, Fengtai District, Beijing, the PRC not later than 24 hours before the time appointed for holding the meeting or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iii) Members and their proxies should produce identity proof (and form of proxy in case of proxies) when attending the meeting.
- (iv) The register of Members in Hong Kong will be closed from Wednesday, 19 May 2010 to Friday, 18 June 2010, both days inclusive, during which period no transfer of H shares of the Company will be effected. For the identification of Members who are qualified to attend and vote at the meeting and to be entitled to the proposed final dividend for the year ended 31 December 2009, all transfer document accompanied by the relevant share certificates must be lodged with the Company’s H shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 pm on Tuesday, 18 May 2010.
- (v) Holders of H shares of the Company who intend to attend the annual general meeting shall complete the enclosed reply slip for the meeting and return it, by hand or by post to the Company’s H shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or by fax to (852) 2865 0990/(852) 2529 6087, on or before Friday, 28 May 2010.
- (vi) Holders of domestic shares of the Company who intend to attend the meeting shall complete the enclosed reply slip for the meeting and return it, by hand or by post or by fax, to the Company’s mailing address on or before Friday, 28 May 2010.
- (vii) It is expect that the meeting will last not more than half day. Shareholders and their proxies attending the meeting shall bear their own travel and accommodation expenses.