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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: 1666)

**PROPOSED RE-ELECTION AND APPOINTMENTS OF DIRECTORS AND  
SUPERVISORS  
AND  
PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

The Board hereby announces that as the term of office of the Fifth Session of the Board will expire at the conclusion of the AGM, it resolved at the Board Meeting to propose to re-elect Mr. Gong Qin, Mr. Wang Yu Wei and Ms. Fang Jia Zhi as executive directors of the Sixth Session of the Board; and to re-elect Ms. Tam Wai Chu, Maria, Mr. Ting Leung Huel, Stephen and Mr. Jin Shi Yuan as independent non-executive directors of the Sixth Session of the Board. In addition, the Board also proposed at the Board Meeting to appoint Mr. Gao Zhen Kun, Mr. Gu Hai Ou and Mr. Li Bin as executive directors of the Sixth Session of the Board.

The Board further announces that as the term of office of the Fifth Session of the Supervisory Committee will also expire at the conclusion of the AGM, the Supervisory Committee resolved at the Supervisory Committee Meeting to propose to re-elect Ms. Ma Bao Jian and Mr. Wu Yi Gang as shareholder representative supervisors of the Sixth Session of the Supervisory Committee. In addition, Ms. Ding Guo Ping was elected as an employee representative supervisor of the Sixth Session of the Supervisory Committee at the employee representatives' general meeting of the Company held on 20 March 2015.

In accordance with the Articles of Association, the above mentioned proposed re-election and appointments of directors and shareholder representative supervisors are subject to the approval by the Shareholders at the general meeting of the Company, while the employee representative supervisor of the Sixth Session of the Supervisory Committee shall be elected democratically by the meeting of the employee representatives of the Company and is not subject to Shareholders' approval. However, the appointment of the employee representative supervisor shall be effective from the date of the AGM.

Mr. Mei Qun and Mr. Wang Quan, each as an executive director of the Fifth Session of the Board, will retire upon expiration of the term of office of the Fifth Session of the Board as mentioned above. Mr. Bai Jian, as an employee representative supervisor of the Fifth Session of the Supervisory Committee, will retire upon expiration of the term of office of the Fifth Session of the Supervisory Committee as mentioned above. The Board would like to express its sincere gratitude to Mr. Mei Qun, Mr. Wang Quan and Mr. Bai Jian for their contributions to the Company.

The Board also announces that it resolved at the Board Meeting to propose the amendment to the Articles of Association. The proposed amendment to the Articles of Association are subject to the approval by the Shareholders at the general meeting of the Company by way of a special resolution.

Relevant proposals will be put forward at the AGM for Shareholders' consideration and approval. A circular of the Company containing detailed information in relation to the above-mentioned proposals will be dispatched to the Shareholders in due course.

## **I. Proposed Re-election and Appointments of Directors**

The board of directors (the "**Board**") of Tong Ren Tang Technologies Co. Ltd. (the "**Company**") hereby announces that as the term of office of the Fifth Session of the Board will expire at the conclusion of 2014 annual general meeting of the Company (the "**AGM**"), it resolved at a meeting held on 20 March 2015 (the "**Board Meeting**") to propose to re-elect Mr. Gong Qin, Mr. Wang Yu Wei and Ms. Fang Jia Zhi as executive directors of the Sixth Session of the Board; and to re-elect Ms. Tam Wai Chu, Maria, Mr. Ting Leung Huel, Stephen and Mr. Jin Shi Yuan as independent non-executive directors of the Sixth Session of the Board. In addition, the Board also proposed at the Board Meeting to appoint Mr. Gao Zhen Kun ("**Mr. Gao**"), Mr. Gu Hai Ou ("**Mr. Gu**") and Mr. Li Bin ("**Mr. Li**") as executive directors of the Sixth Session of the Board.

Each of Ms. Tam Wai Chu, Maria, Mr. Ting Leung Huel, Stephen and Mr. Jin Shi Yuan has served as an independent non-executive director of the Company for more than nine years. The Board considered that each of them has been independent since his/her appointment as an independent non-executive director of the Company according to the requirements as set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"); and none of them has any interest or transaction in the business of the Company, or any of its subsidiaries or holding company. Saved as serving as an independent non-executive director of the Company, none of them has taken any other position in the Company, or any of its subsidiaries or holding company. Therefore, the Board considered that each of them is still an independent person and recommended the shareholders of the Company (the "**Shareholders**") to re-elect them as independent non-executive directors of the Sixth Session of the Board.

In accordance with the articles of association of the Company (the "**Articles of Association**"), the above proposed re-election and appointments of directors are subject to the approval by the Shareholders at the general meeting of the Company. Relevant proposals in relation to the proposed re-election and appointments of directors of the Sixth Session of the Board will be put forward at the AGM for Shareholders' consideration and approval by way of ordinary resolutions.

Mr. Mei Qun and Mr. Wang Quan, each as an executive director of the Fifth Session of the Board, will retire upon expiration of the term of office of the Fifth Session of the Board as mentioned above.

Both Mr. Mei Qun and Mr. Wang Quan have confirmed that they had no disagreement with the Board, and there were no other matters in relation to their resignation that need to be brought to the attention of the Shareholders.

During their tenure of service, Mr. Mei Qun and Mr. Wang Quan have always been diligent and committed to their work, and have made remarkable contributions to the development of the Company. The Board would like to express its sincere gratitude to Mr. Mei Qun and Mr. Wang Quan for their contributions to the Company.

### **The Biographical Details of the Proposed Directors of the Sixth Session of the Board**

Mr. Gao, aged 51, is a senior accountant with a postgraduate qualification. He previously served in Beijing Tong Ren Tang Medicinal Materials as the general manager, the manager of Beijing Tong Ren Tang Drug Store and the Party Branch secretary, and in Beijing Tong Ren Tang Company Limited as the chief accountant, the deputy general manager, the Party Committee secretary and the general manager. Mr. Gao is currently a director, the general manager and the vice secretary of the Party Committee of China Beijing Tong Ren Tang Group Co., Ltd., the director of Beijing Tong Ren Tang Company Limited and the director of Beijing Tong Ren Tang Chinese Medicine (Hong Kong) Group Co., Ltd..

Mr. Gu, aged 49, is a licensed pharmacist and a senior engineer with a master's degree in medical science. He was formerly the vice general manager, the chief engineer and the chairman of Beijing Tong Ren Tang Company Limited. Mr. Gu is currently the vice general manager of China Beijing Tong Ren Tang Group Co., Ltd. and a director of Beijing Tong Ren Tang Company.

Mr. Li, aged 41, is an engineer with a university qualification. He formerly served as the head of the general manager office of the Company and the deputy head of the manager office of China Beijing Tong Ren Tang Group Co., Ltd.. Mr. Li is currently the assistant to the chairman and the secretary to the Company's board of directors of China Beijing Tong Ren Tang Group Co., Ltd..

Save as disclosed above, none of Mr. Gao, Mr. Gu or Mr. Li has any relationship with any director, senior management or substantial or controlling Shareholder, or has any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong, the "SFO").

Save as disclosed above, none of Mr. Gao, Mr. Gu or Mr. Li held any other positions in the Company or any of its subsidiaries or any directorships in other listed companies in the last three years.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the proposed appointment of each of Mr. Gao, Mr. Gu and Mr. Li that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

Upon the above-mentioned proposed re-election and appointments of directors of the Sixth Session of the Board being approved by the Shareholders at the AGM, the Company will enter into a service contract with each of them. The term of office of each of them as a director of the Sixth Session of the Board is for a period commencing from the date of approval by the Shareholders at the AGM to the date of the annual general meeting to be convened in 2018. The remuneration of each of them for serving as an executive director or independent non-executive director of the Sixth Session of the Board will be determined by Board according to the authorization to be granted by the Shareholders at the AGM.

## **II. Proposed Re-election and Appointment of Supervisors**

The Board further announces that as the term of office of the Fifth Session of the supervisory committee of the Company (the “**Supervisory Committee**”) will also expire at the conclusion of AGM, the Supervisory Committee resolved at a meeting held on 20 March 2015 (the “**Supervisory Committee Meeting**”) to propose to re-elect Ms. Ma Bao Jian and Mr. Wu Yi Gang as shareholder representative supervisors of the Sixth Session of the Supervisory Committee. In addition, Ms. Ding Guo Ping (“**Ms. Ding**”) was elected as an employee representative supervisor of the Sixth Session of the Supervisory Committee at the employee representatives' general meeting of the Company held on 20 March 2015.

In accordance with the Articles of Association, the above proposed re-election of shareholder representative supervisors is subject to the approval by the Shareholders at the general meeting of the Company. Relevant proposals will be put forward at the AGM for Shareholders’ consideration and approval by way of ordinary resolutions.

According to the Articles of Association, the employee representative supervisor of the Sixth Session of the Supervisory Committee shall be elected democratically by the meeting of the employee representatives of the Company and is not subject to Shareholders’ approval. However, the appointment of the employee representative supervisor of the Sixth Session of the Supervisory Committee shall be effective from the date of the AGM.

Mr. Bai Jian, as an employee representative supervisor of the Fifth Session of the Supervisory Committee, will retire upon expiration of the term of office of the Fifth Session of the Supervisory Committee as mentioned above.

Mr. Bai Jian has confirmed that he had no disagreement with the Board and the Supervisory Committee and there were no other matters relating to his resignation that need to be brought to the attention of the Shareholders.

During his tenure of service, Mr. Bai Jian has always been diligent and committed to his work, and has made remarkable contributions to the development of the Company. The Board would like to express its sincere gratitude to Mr. Bai Jian for his contributions to the Company.

## **The Biographical Details of the Proposed New Employee Representative Supervisor of the Sixth Session of the Supervisory Committee**

Ms. Ding, aged 51, is an assistant accountant with a university qualification. She previously served as deputy head of the investment and audit department as well as the subsidiary management department of the Company. Ms. Ding is currently the vice chairman of the labor union of the Company.

Save as disclosed above, Ms. Ding does not have any relationship with any director, senior management or substantial or controlling Shareholder, nor does she have any interest in the shares of the Company within the meaning of the SFO.

Save as disclosed above, Ms. Ding did not hold any other positions in the Company or any of its subsidiaries or any directorships in other listed companies in the last three years.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the proposed appointment of Ms. Ding that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

Upon the above-mentioned proposed re-election of shareholder representative supervisors of the Sixth Session of the Supervisory Committee being approved by the Shareholders at the AGM, the Company will enter into a service contract with each of them. In addition, the Company will also enter into a service contract with Ms. Ding as an employee representative supervisor of the Sixth Session of the Supervisory Committee. The term of office of each of Ms. Ma Bao Jian, Mr. Wu Yi Gang and Ms. Ding as a supervisor of the Sixth Session of the Supervisory Committee is for a period commencing from the date of approval by the Shareholders at the AGM to the date of the annual general meeting to be convened in 2018. The remuneration of each of them for serving as a shareholder representative supervisor or employee representative supervisor of the Sixth Session of the Supervisory Committee will be determined by Board according to the authorization to be granted by the Shareholders at the AGM.

### **III. Proposed Amendment to the Articles of Association**

In order to further meet the market demand, bring into play the potential of the existing products and resources, expand the business areas and improve the profitability of the Company, the Board resolved at the Board Meeting to propose the amendment to the Articles of Association in relation to the business scope of the Company as follows:

## Article 10

**Which originally reads as:** "The business scope of the Company shall be consistent with and subject to that as approved by the company registration authorities.

The business scope of the Company covers development of medical technology, technology consultancy and services; manufacturing and sale of Chinese medicine, biological preparations, Chinese herbs, pharmaceutical chemicals reagents, antibiotics, biochemical drugs, medical devices, food, healthcare food and commodity; 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 required by production; property lease business; general transportation of goods; business of joint venture, production cooperation, product processing with supplied materials and compensation trade; import and export of other commodities approved by the Ministry of Foreign Trade and Economic Cooperation (save for the projects without specific license); operating and acting as an agent in the import and export business of various commodities and technology(excluding the commodities and technology, the operation of which is restricted or the import or export of which is prohibited (merchandise catalog for import and export is not enclosed)) by the State; product processing with imported materials and "three categories of processing and one category of compensation businesses"; re-export and counter trade."

**is proposed to be amended as follows:** "The business scope of the Company shall be consistent with and subject to that as approved by the company registration authorities.

The business scope of the Company covers development of medical technology, technology consultancy and services; manufacturing and sale of Chinese medicine, biological preparations, Chinese herbs, pharmaceutical chemicals reagents, chemical raw medicine, antibiotics, biochemical drugs, medical devices, food, dairy products, liquor (rice wine), healthcare food and commodity wholesale pre-packaged food; retail pre-packaged 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 required by production; property lease business; general transportation of goods; business of joint venture, production cooperation, product processing with supplied materials and compensation trade; import and export of other commodities approved by the Ministry of Foreign Trade and Economic Cooperation (save for the projects without specific license); operating and acting as an agent in the import and export business of various commodities and technology (excluding the commodities and technology, the operation of which is restricted or the import or export of which is prohibited (merchandise catalog for import and export is not enclosed)) by the State; product processing with imported materials and "three categories of processing and one category of compensation businesses"; re-export and counter trade."

The proposed amendment to the Articles of Association are subject to the approval of the Shareholders at the general meeting of the Company by way of a special resolution. Relevant proposal will be put forward at the AGM for Shareholders' consideration and approval.

A circular of the Company containing detailed information in relation to the above-mentioned proposals will be dispatched to the Shareholders in due course.

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

Beijing, the PRC  
20 March 2015

*As at the date of this announcement, the Board comprises Mr. Mei Qun, Mr. Wang Quan, Mr. Gong Qin, Mr. Wang Yu Wei and Ms. Fang Jia Zhi as executive Directors; Miss. Tam Wai Chu, Maria, Mr. Ting Leung Huel, Stephen and Mr. Jin Shi Yuan as independent non-executive Directors.*