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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Tong Ren Tang Technologies Co. Ltd. (the “**Company**”) hereby announces that the relevant resolution has been passed at a meeting of the Board held on 4 November 2019 (the “**Board Meeting**”) to propose the amendments to the articles of association of the Company (the “**Articles of Association**”). The proposed amendments to the Articles of Association are subject to the shareholders’ approval at the general meeting of the Company (the “**EGM**”) by way of a special resolution.

Relevant proposal will be put forward at the EGM for shareholders' consideration and approval. A circular containing detailed information in relation to the above-mentioned proposal will be dispatched to the shareholders in due course.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board resolved at the Board Meeting to propose the amendments to the Articles of Association as follows:

1. Amendment of Article 1 in Chapter 1 of the existing Articles of Association:

Which originally reads as: “The Company was established as a joint stock limited company pursuant to the “Company Law of the People’s Republic of China (“Company Law”), the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”) and other related laws and administrative regulations of the PRC.

The Company was established by Beijing Tong Ren Tang Co., Ltd. (北京同仁堂股份有限公司) as the primary promoter.”

is to be amended as follows: “The Company was established as a joint stock limited company pursuant to the “Constitution of the Communist Party of China” (the “Party Constitution”), the “Company Law of the People’s Republic of China (“Company Law”), the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”) and other related laws and administrative regulations of the PRC.

The Company was established by Beijing Tong Ren Tang Co., Ltd. (北京同仁堂股份有限公司) as the primary promoter.”

2. Amendment of Article 9 in Chapter 1 of the existing Articles of Association:

Which originally reads as: “In accordance with the “Constitution of the Communist Party of China” (the “Party Constitution”), the Company shall establish a grassroots Party organization of the Communist Party of China (the “Party”); the Company shall adhere to the leadership of the Party, and fully exert the functions of leading core and political core of the Party organization; the Party organization of the Company shall earnestly implement the responsibility of comprehensive and strict Party management; innovate and advance the close combination of the construction of the Party with the reform and development of the Company; provide leadership for ideological and political work and mass organization work; support the shareholders’ general meeting, the Board of Directors, the Supervisory Committee and the management to exercise their rights and perform their duties in accordance with the laws; implement the principle of placing cadres and talents under Party’s supervision; commence the establishment of a clean and honest Party; strengthen the establishment of leading team, talent team and Party organization; transform the political advantages, organizational advantages, and mass work advantages of the Party into the Company’s innovative advantages, development advantages and competitive advantages.”

is to be amended as follows: “The Company shall establish a modern state-owned enterprise system with Chinese characteristics. In accordance with the Party Constitution, the Company shall establish a grassroots Party organization of the Communist Party of China (the “Party”); establish a working organization of the Party and Party affairs personnel. The organization and personnel of the Party shall be incorporated into the Company’s management system and staffing. The funding of the Party organization shall be included in the Company’s budget and recorded as administrative expenses. The Company shall adhere to the leadership of the Party, strengthen the development of the Party organization, and fully exert the functions of leading core and political core of the Party organization; and shall take the right direction, consider the overall situation and ensure effective implementation. The Party organization shall support the shareholders’ general meeting, the Board of Directors, the Supervisory Committee and the management to exercise their rights and perform their duties in accordance with the laws.”

3. Addition of a article after Article 88 of the existing Articles of Association:

“**Article 89** The Party committee of the Company generally consists of seven to nine members, including one secretary and two deputy secretaries (one of them is in charge of the Party development in the Company). Generally the Chairman shall also act as the Party Committee Secretary of the Company. Eligible Party committee members may take seats in the Board of Directors, the Board of Supervisors and the management through legal procedures. Eligible members of the Board of Directors, the Board of Supervisors and the management who are Party members may take seats in the Party committee in accordance with the relevant regulations and procedures. The Company’s discipline committee is generally composed of three members, including a secretary.”

4. Amendment of Article 89 in Chapter of the existing Articles of Association:

Which originally reads as: “The Party Committee of the Company shall play a leading role, assume the responsibility of comprehensive Party management and governance, undertake the main responsibilities for the construction of a clean and honest Party and perform the following duties in accordance with the “Party Constitution” and other provisions:

- (1) to guarantee and supervise the implementation in the Company of policies and guidelines of the Party and the state as well as the decisions and deployments of Party organizations of higher levels;
- (2) to adhere to the principle of placing cadres under Party's supervision while ensuring the lawful selection by the Board of Directors of the management and the lawful exercise of the power of the management in the employment of personnel;
- (3) to research and discuss the matters in relation to the reform, development and stability of the Company, major operational and management issues as well as the major issues in relation to the vital interests of employees and give opinions and suggestions thereon; support the shareholders’ general meeting, the Board of Directors, the Supervisory Committee and the management of the Company to exercise their rights and perform their duties in accordance with law; and support the Congress of Employees in carrying out its work;
- (4) to undertake responsibility of comprehensive and strict Party management. It shall take lead in the Company’s ideological and political work, united front work, spiritual civilization construction, corporate culture construction and group work such as labor union and the Communist Youth League. It shall also take lead in the establishment of a clean and honest Party and support the Disciplinary Committee of the Company to perform its supervision duties;
- (5) to strengthen the construction of the Company’s Grassroots Party organizations and development of Party members; give full play to the role of the Party Committee as stronghold and the role of Party members as pioneers and fine examples; and unite and lead cadres and employees to devote themselves into the Company's reform and development;
- (6) other duties that should be performed by the Party Committee of the Company.”

is to be amended as follows: “The Party Committee of the Company shall perform the following duties in accordance with the “Party Constitution” and other provisions:

- (1) to guarantee and supervise the implementation in the Company of policies and guidelines of the Party and the state as well as the decisions and deployments of Party organizations of higher levels;
- (2) to adhere to the principle of placing cadres under Party's supervision while ensuring the lawful selection by the Board of Directors of the management and the lawful exercise of the power of the management in the employment of personnel;
- (3) to research and discuss the matters in relation to the reform, development and stability of the Company, major operational and management issues as well as the major issues in relation to the vital interests of employees and give opinions and suggestions thereon; support the shareholders’ general meeting, the Board of Directors, the Supervisory Committee and the management of the Company to exercise their rights and perform their duties in accordance with law; and support the Congress of Employees in carrying out its work;
- (4) to undertake responsibility of comprehensive and strict Party management. It shall take lead in the Company’s ideological and political work, united front work, spiritual civilization construction, corporate culture construction and group work such as labor union and the Communist Youth League. It shall also take lead in the establishment of a clean and honest Party and support the Disciplinary Committee of the Company to perform its supervision duties;
- (5) to strengthen the construction of the Company’s Grassroots Party organizations and development of Party members; give full play to the role of the Party Committee as stronghold and the role of Party members as pioneers and fine examples; and unite and lead cadres and employees to devote themselves into the Company's reform and development;
- (6) other duties that should be performed by the Party Committee of the Company.”

5. Amendment of Article 92 in Chapter of the existing Articles of Association:

Which originally reads as: “The Board shall report to the shareholders’ general meeting and exercises the following powers:

- (1) to convene general meetings and report its work to the general meeting;
- (2) to implement the resolutions of general meetings;
- (3) to decide on the Company’s business plans and investment plans;
- (4) to formulate the Company’s plans on annual financial budgets and final accounts;
- (5) to formulate the Company’s profit distribution plans and plans on making up losses;
- (6) to formulate the proposals for increase or decrease of the registered capital of the Company and issue of bonds of the Company;
- (7) to formulate plans for merger, division and dissolution of the Company;

- (8) to determine the establishment of the Company's internal management structure;
- (9) to appoint or remove the manager of the Company and to appoint or remove the deputy manager and financial officer of the Company based on the nomination by the manager and to decide on their remunerations;
- (10) to formulate the basic management system of the Company;
- (11) to formulate proposals for amendment to the Articles of Association;
- (12) to determine the establishment of specific committees and to appoint and remove the relevant persons in charge.

Except for the Board resolutions in respect of the matters specified in subparagraphs (6), (7) and (11) of this Article which shall be passed by not less than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the Directors.”

is to be amended as follows: “The Board shall report to the shareholders’ general meeting and exercises the following powers:

- (1) to convene general meetings and report its work to the general meeting;
- (2) to implement the resolutions of general meetings;
- (3) to decide on the Company's business plans and investment plans;
- (4) to formulate the Company's plans on annual financial budgets and final accounts;
- (5) to formulate the Company's profit distribution plans and plans on making up losses;
- (6) to formulate the proposals for increase or decrease of the registered capital of the Company and issue of bonds of the Company;
- (7) to formulate plans for merger, division and dissolution of the Company;
- (8) to determine the establishment of the Company's internal management structure;
- (9) to appoint or remove the manager of the Company and to appoint or remove the deputy manager and financial officer of the Company based on the nomination by the manager and to decide on their remunerations;
- (10) to formulate the basic management system of the Company;
- (11) to formulate proposals for amendment to the Articles of Association;
- (12) to determine the establishment of specific committees and to appoint and remove the relevant persons in charge.

Except for the Board resolutions in respect of the matters specified in subparagraphs (6), (7) and (11) of this Article which shall be passed by not less than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the Directors. Any matter which belongs to major decision-makings, important personnel appointments and dismissals, or major project arrangements and large-sum capital operations is subject to the study and discussion by the Party organization before the Board and management make any decision.”

As a result of proposed adding of the above new provision (Article 89), the subsequent provisions of the Articles of Association will be renumbered hereafter.

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

A circular containing the details of the above-mentioned proposal will be sent to the shareholders of the Company in due course.

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

Beijing, the PRC
4 November 2019

As at the date of this announcement, the Board comprises Mr. Gu Hai Ou, Mr. Huang Ning, Mr. Wu Le Jun, Ms. Wu Qian, Mr. Wang Yu Wei and Ms. Fang Jia Zhi as executive Directors, Mr. Ting Leung Huel, Stephen, Ms. Chan Ching Har, Eliza and Mr. Zhan Yuan Jing as independent non-executive Directors.