

CENTURY  
BRAND

百年品牌

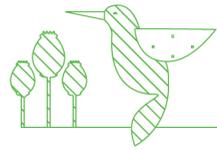


Beijing Tong Ren Tang  
Chinese Medicine Company Limited  
北京同仁堂國藥有限公司

(incorporated in Hong Kong with limited liability)  
(於香港註冊成立之有限公司)

Stock code 股份代號 : 8138

First Quarterly Report 2017  
第一季度業績報告



## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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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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*This report, for which the directors (the “Directors”) of Beijing Tong Ren Tang Chinese Medicine Company Limited (the “Company”, and its subsidiaries, together the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with The Rules Governing the Listing of Securities on the GEM (the “GEM Listing Rules”) of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*



## CORPORATE INFORMATION

### DIRECTORS

#### Non-executive Director

Mei Qun (*Chairman*)

#### Executive Directors

Ding Yong Ling  
Zhang Huan Ping  
Lin Man

#### Independent Non-executive Directors

Leung, Oi Sie Elsie  
Zhao Zhong Zhen  
Chan Ngai Chi

### AUDIT COMMITTEE

Chan Ngai Chi (*Chairman*)  
Leung, Oi Sie Elsie  
Zhao Zhong Zhen

### NOMINATION COMMITTEE

Leung, Oi Sie Elsie (*Chairman*)  
Chan Ngai Chi  
Ding Yong Ling

### REMUNERATION COMMITTEE

Zhao Zhong Zhen (*Chairman*)  
Chan Ngai Chi  
Ding Yong Ling

### COMPANY SECRETARY

Lin Man

### COMPLIANCE OFFICER

Ding Yong Ling

### AUTHORISED REPRESENTATIVES

Ding Yong Ling  
Lin Man

### HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor  
Services Limited  
Shops 1712–1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

### COMPANY'S WEBSITE

[www.tongrentangcm.com](http://www.tongrentangcm.com)

### REGISTERED ADDRESS

Room 1405–1409, Office Tower  
Convention Plaza, 1 Harbour Road  
Wanchai  
Hong Kong

### LEGAL ADVISER

DLA Piper Hong Kong  
17th Floor, Edinburgh Tower  
The Landmark, 15 Queen's Road Central  
Hong Kong

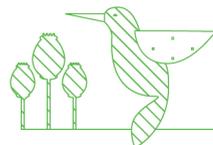
### AUDITOR

PricewaterhouseCoopers  
Certified Public Accountants  
22nd Floor, Prince's Building  
Central  
Hong Kong

### STOCK CODE

8138

# FINANCIAL HIGHLIGHTS



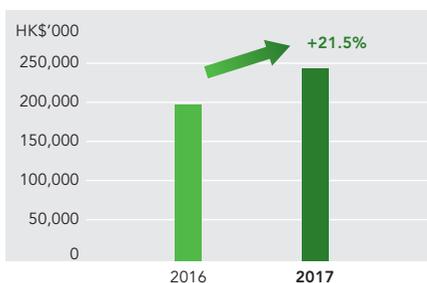
| (HK\$'000)                                   | Three months ended 31 March |          |         |
|--|-----------------------------|----------|---------|
|  | 2017                        | 2016     | Change  |
| Revenue                                      | <b>315,029</b>              | 265,322  | + 18.7% |
| Gross profit                                 | <b>237,771</b>              | 195,762  | + 21.5% |
| Profit attributable to owners of the Company | <b>132,554</b>              | 108,416  | + 22.3% |
| Earnings per share                           | <b>HK\$0.16</b>             | HK\$0.13 | + 23.1% |

For the three months ended 31 March 2017

## Revenue



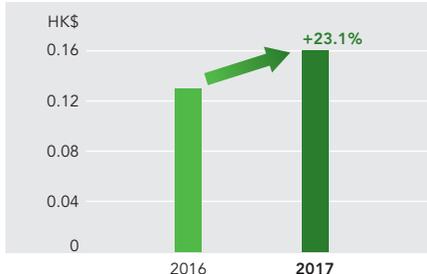
## Gross Profit



## Profit Attributable to Owners of the Company



## Earnings Per Share





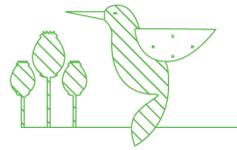
# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

For the three months ended 31 March 2017 (the “Period”), the global economy recovered moderately and the consumer confidence indices rose in Mainland China, Taiwan, Hong Kong and Macao. The Group continued to pursue a strategic approach of progress amidst stability. The revenue was HK\$315.0 million (2016: HK\$265.3 million), representing an increase of 18.7% over the same period of last year. The Company’s profit attributable to owners of the Company was HK\$132.6 million (2016: HK\$108.4 million), representing an increase of 22.3% over the same period of last year.

As a golden brand of traditional Chinese medicine, Beijing Tong Ren Tang has become an important window for the world to understand traditional Chinese medicine after more than 20 years of overseas development. Last year we officially commenced our business in the United States, achieving a breakthrough in the development of the mainstream markets. During the Period, we continued to reinforce the existing market base, opening three retail outlets in the United States, Singapore and Australia. The Group’s business coverage outside Mainland China has therefore extended to 19 countries and regions with 70 retail outlets, achieving the global development strategy layout of “Base in Asia and March to Overseas”.

In Hong Kong, which is the core market of the Group, we have always strengthened our marketing and promotion efforts to enhance the influence of Tong Ren Tang brand. During the Period, we organized a number of Chinese medicine and health seminars and offered free Chinese medical consultation services in an effort to let more people recognize the extensive and profound traditional Chinese medicine treatment, to acknowledge the brand culture of Tong Ren Tang and to promote the concept of Chinese medicine healthcare. Furthermore, we continued to strengthen the promotion of our key products by setting up large outdoor billboards in the prosperous and bustling Central, seeking to enhance the popularity of our brand and products.



## FUTURE PROSPECTS

As the white paper “Traditional Chinese medicine in China” has been published and the development of traditional Chinese medicine has been upgraded to a national strategy, traditional Chinese medicine has entered a new era. A new pattern of “six in one” (medical treatment, healthcare, scientific research, education, industry, and culture) comprehensive development of traditional Chinese medicine has therefore formed. Our overseas development strategy has evolved from an approach of “sale of medicine driven by medical treatments” into an approach of comprehensive healthcare with the whole industry chain, which has formed a closed loop of development, consisting of medicinal herbs planting, procurement, research and development, production, wholesale and retail, Chinese medical treatments and healthcare, cultural transmission, and personnel training. The internationalization of traditional Chinese medicine is a huge project. As a China time-honored brand, Tong Ren Tang adheres to the concept of “Innovating from the succession and developing from the innovation”, and is committed to our mission of “Healthy Life, Global Choice”, promoting medicine modernization by integrating traditional and modern medicine. Tong Ren Tang will effectively inherit, develop and utilize the traditional Chinese medicine and strive to achieve the innovative transformation and development of traditional Chinese medicine healthcare culture, linking it to the modern concept of health, so as to make larger contributions to the human health.



## CONDENSED CONSOLIDATED INCOME STATEMENT

The board of Directors (the "Board") is pleased to announce the unaudited results of the Group for the three months ended 31 March 2017 together with the comparative unaudited figures for the corresponding period in 2016 as follows:

|   | Note | Unaudited<br>Three months ended<br>31 March |                  |
|---|------|---|------------------|
|   |      | 2017<br>HK\$'000                            | 2016<br>HK\$'000 |
| Revenue   | 3    | 315,029                                     | 265,322          |
| Cost of sales   |      | (77,258)                                    | (69,560)         |
| <b>Gross profit</b>   |      | <b>237,771</b>                              | 195,762          |
| Distribution and selling expenses   |      | (47,616)                                    | (35,945)         |
| General and administrative expenses   |      | (23,275)                                    | (22,752)         |
| Other gains   |      | 648   | 408              |
| <b>Operating profit</b>   |      | <b>167,528</b>                              | 137,473          |
| Finance income  |      | 2,808                                       | 2,209            |
| Finance costs   |      | (43)  | (9)              |
| Finance income, net   |      | 2,765                                       | 2,200            |
| Share of losses of investments accounted for<br>using the equity method                           |      | (52)  | (945)            |
| <b>Profit before income tax</b>   |      | <b>170,241</b>                              | 138,728          |
| Income tax expense  | 4    | (32,740)                                    | (24,940)         |
| <b>Profit for the period</b>  |      | <b>137,501</b>                              | 113,788          |
| <b>Profit attributable to:</b>  |      |   |                  |
| Owners of the Company   |      | 132,554                                     | 108,416          |
| Non-controlling interests   |      | 4,947                                       | 5,372            |
|   |      | <b>137,501</b>                              | 113,788          |
| <b>Earnings per share attributable to owners of<br/>the Company (expressed in HK\$ per share)</b> |      |   |                  |
| Basic and diluted   | 5    | 0.16  | 0.13             |

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME



|  | Unaudited          |          |
|--|--------------------|----------|
|  | Three months ended |          |
|  | 31 March           |          |
|  | 2017               | 2016     |
|  | HK\$'000           | HK\$'000 |
| <b>Profit for the period</b>                           | <b>137,501</b>     | 113,788  |
| <b>Other comprehensive income:</b>                     |                    |          |
| <i>Item that may be reclassified to profit or loss</i> |                    |          |
| Change in value of available-for-sale financial asset  | 495                | –        |
| Currency translation differences                       | 6,029              | 6,646    |
| <b>Other comprehensive income for the period</b>       | <b>6,524</b>       | 6,646    |
| <b>Total comprehensive income for the period</b>       | <b>144,025</b>     | 120,434  |
| <b>Attributable to:</b>                                |                    |          |
| Owners of the Company                                  | 137,466            | 113,151  |
| Non-controlling interests                              | 6,559              | 7,283    |
| <b>Total comprehensive income for the period</b>       | <b>144,025</b>     | 120,434  |



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Unaudited

|   | Attributable to owners of the Company |                            |                           |                               |                              |                               |                   |                                       |                          |
|---|---------------------------------------|----------------------------|---------------------------|-------------------------------|------------------------------|-------------------------------|-------------------|---------------------------------------|--------------------------|
|   | Share capital<br>HK\$'000             | Merger reserve<br>HK\$'000 | Other reserve<br>HK\$'000 | Statutory reserve<br>HK\$'000 | Exchange reserve<br>HK\$'000 | Retained earnings<br>HK\$'000 | Total<br>HK\$'000 | Non-controlling interests<br>HK\$'000 | Total equity<br>HK\$'000 |
| <b>At 1 January 2016</b>  | 938,789                               | (13,124)                   | 830                       | 4,130                         | (14,643)                     | 899,726                       | 1,815,708         | 93,207                                | 1,908,915                |
| <b>Comprehensive income</b>                                       |                                       |                            |                           |                               |                              |                               |                   |                                       |                          |
| Profit for the period   | -                                     | -                          | -                         | -                             | -                            | 108,416                       | 108,416           | 5,372                                 | 113,788                  |
| <b>Other comprehensive income</b>                                 |                                       |                            |                           |                               |                              |                               |                   |                                       |                          |
| Currency translation differences                                  |                                       |                            |                           |                               |                              |                               |                   |                                       |                          |
| — Group   | -                                     | -                          | -                         | -                             | 4,017                        | -                             | 4,017             | 1,911                                 | 5,928                    |
| — Joint ventures and an associate                                 | -                                     | -                          | -                         | -                             | 718                          | -                             | 718               | -                                     | 718                      |
| <b>Total comprehensive income</b>                                 | -                                     | -                          | -                         | -                             | 4,735                        | 108,416                       | 113,151           | 7,283                                 | 120,434                  |
| <b>Transactions with owners in their capacity as owners</b>       |                                       |                            |                           |                               |                              |                               |                   |                                       |                          |
| Transfer of retained earnings to statutory reserve                | -                                     | -                          | -                         | 756                           | -                            | (756)                         | -                 | -                                     | -                        |
| Capital injection into subsidiaries                               | -                                     | -                          | -                         | -                             | -                            | -                             | -                 | 4,047                                 | 4,047                    |
| <b>Total transactions with owners in their capacity as owners</b> | -                                     | -                          | -                         | 756                           | -                            | (756)                         | -                 | 4,047                                 | 4,047                    |
| <b>At 31 March 2016</b>   | 938,789                               | (13,124)                   | 830                       | 4,886                         | (9,908)                      | 1,007,386                     | 1,928,859         | 104,537                               | 2,033,396                |
| <b>At 1 January 2017</b>  | <b>938,789</b>                        | <b>(13,124)</b>            | <b>355</b>                | <b>5,295</b>                  | <b>(18,827)</b>              | <b>1,210,053</b>              | <b>2,122,541</b>  | <b>104,696</b>                        | <b>2,227,237</b>         |
| <b>Comprehensive income</b>                                       |                                       |                            |                           |                               |                              |                               |                   |                                       |                          |
| Profit for the period   | -                                     | -                          | -                         | -                             | -                            | 132,554                       | 132,554           | 4,947                                 | 137,501                  |
| <b>Other comprehensive income</b>                                 |                                       |                            |                           |                               |                              |                               |                   |                                       |                          |
| Change in value of available-for-sale financial asset             | -                                     | -                          | 495                       | -                             | -                            | -                             | 495               | -                                     | 495                      |
| Currency translation differences                                  |                                       |                            |                           |                               |                              |                               |                   |                                       |                          |
| — Group   | -                                     | -                          | -                         | -                             | 4,178                        | -                             | 4,178             | 1,612                                 | 5,790                    |
| — Joint ventures and an associate                                 | -                                     | -                          | -                         | -                             | 239                          | -                             | 239               | -                                     | 239                      |
| <b>Total comprehensive income</b>                                 | -                                     | -                          | 495                       | -                             | 4,417                        | 132,554                       | 137,466           | 6,559                                 | 144,025                  |
| <b>Transactions with owners in their capacity as owners</b>       |                                       |                            |                           |                               |                              |                               |                   |                                       |                          |
| Transfer of retained earnings to statutory reserve                | -                                     | -                          | -                         | 1,032                         | -                            | (1,032)                       | -                 | -                                     | -                        |
| Capital injection into subsidiaries                               | -                                     | -                          | -                         | -                             | -                            | -                             | -                 | 3,758                                 | 3,758                    |
| <b>Total transactions with owners in their capacity as owners</b> | -                                     | -                          | -                         | 1,032                         | -                            | (1,032)                       | -                 | 3,758                                 | 3,758                    |
| <b>At 31 March 2017</b>   | <b>938,789</b>                        | <b>(13,124)</b>            | <b>850</b>                | <b>6,327</b>                  | <b>(14,410)</b>              | <b>1,341,575</b>              | <b>2,260,007</b>  | <b>115,013</b>                        | <b>2,375,020</b>         |



## 1 GENERAL INFORMATION

The Group is engaged in manufacturing, retail and wholesale of Chinese medicine products and healthcare products and provision of Chinese medical consultation and treatments. The immediate holding company of the Company is Tong Ren Tang Technologies Co., Ltd. (“Tong Ren Tang Technologies”) which is a joint stock limited company established in the People’s Republic of China (the “PRC”) and is listed on the Main Board of the Stock Exchange. The intermediate holding company of the Company is Beijing Tong Ren Tang Co., Ltd. (“Tong Ren Tang Ltd.”) which is a joint stock limited company incorporated in the PRC and is listed on the Shanghai Stock Exchange. The ultimate holding company of the Company is China Beijing Tong Ren Tang (Holdings) Corporation (“Tong Ren Tang Holdings”) which is a company incorporated in the PRC.

The Company is a limited liability company incorporated in Hong Kong. The address of its registered office is Room 1405–1409, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong.

These condensed consolidated results are presented in Hong Kong dollars (“HK\$”), unless otherwise stated. These condensed consolidated results have been approved for issue by the Board on 27 April 2017.

These condensed consolidated results have not been audited.

## 2 BASIS OF PREPARATION

These condensed consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the GEM Listing Rules.

These condensed consolidated results have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial asset, which is carried at fair value. The accounting policies used in the preparation of these condensed consolidated results are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2016.

The HKICPA has issued a number of new and revised standards and amendments to standards. The Group has adopted the new and revised standards and amendments to standards which are relevant to the Group’s operations and are mandatory for the financial year beginning on 1 January 2017. The adoption of these new and revised standards and amendments to standards does not have any significant financial effect on Group’s results and financial position.

The Group has not early adopted the new and revised standards and amendments to standards that have been issued but are not yet effective for the three months ended 31 March 2017.



# NOTES TO FIRST QUARTERLY FINANCIAL INFORMATION

## 3 REVENUE

|                    | Unaudited<br>Three months ended<br>31 March |          |
|--------------------|---|----------|
|                    | 2017  | 2016     |
|                    | HK\$'000                                    | HK\$'000 |
| Sales of products  | 305,022                                     | 256,521  |
| Service income     | 9,824                                       | 8,594    |
| Royalty fee income | 183   | 207      |
|                    | <b>315,029</b>                              | 265,322  |

## 4 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2016: 16.5%) on the estimated assessable profits for the period. PRC corporate income tax has been provided at the rate of 25% (2016: 25%) on the estimated assessable profits for the period of the subsidiaries operating in Mainland China. Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the countries in which the entities operate.

|                     | Unaudited<br>Three months ended<br>31 March |          |
|---------------------|---|----------|
|                     | 2017  | 2016     |
|                     | HK\$'000                                    | HK\$'000 |
| Current income tax  |   |          |
| Hong Kong           | 28,580                                      | 21,453   |
| Mainland China      | 3,441                                       | 2,519    |
| Overseas            | 2,051                                       | 1,575    |
|                     | <b>34,072</b>                               | 25,547   |
| Deferred income tax | (1,332)                                     | (607)    |
|                     | <b>32,740</b>                               | 24,940   |



## 5 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

|  | <b>Unaudited<br/>Three months ended<br/>31 March</b> |                          |
|--|--|--------------------------|
|  | <b>2017<br/>HK\$'000</b>                             | <b>2016<br/>HK\$'000</b> |
| Profit attributable to owners of the Company                             | <b>132,554</b>                                       | 108,416                  |
| Weighted average number of ordinary shares in issue<br>(thousand shares) | <b>837,100</b>                                       | 837,100                  |
| Earnings per share (HK\$)  | <b>0.16</b>  | 0.13                     |

For the three months ended 31 March 2017 and 2016, diluted earnings per share is the same as basic earnings per share as there were no potential dilutive shares.

## 6 DIVIDEND

The Board did not recommend the payment of any dividend for the three months ended 31 March 2017 (2016: Nil).



## OTHER INFORMATION

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

As at 31 March 2017, the interest and short positions in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) of the Directors and chief executive of the Company which would have to be notified to the Company pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests which they are taken or deemed to have under such provisions of the SFO) and required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were required, pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### Long position in shares

|                                   | Types of interests | Capacity         | Number of shares         | Approximate percentage of issued share capital |
|-----------------------------------|--------------------|------------------|--------------------------|--|
| <b>The Company</b>                |                    |                  |                          |  |
| Ding Yong Ling                    | Personal           | Beneficial owner | 250,000                  | 0.029%   |
| Lin Man                           | Personal           | Beneficial owner | 220,000                  | 0.026%   |
| <b>Tong Ren Tang Technologies</b> |                    |                  |                          |  |
| Mei Qun                           | Personal           | Beneficial owner | 3,000,000 <sup>(1)</sup> | 0.234%   |
| <b>Tong Ren Tang Ltd.</b>         |                    |                  |                          |  |
| Mei Qun                           | Personal           | Beneficial owner | 93,242 <sup>(2)</sup>    | 0.007%   |

Notes:

- (1) The shares represent 0.46% of domestic shares of Tong Ren Tang Technologies.
- (2) All represent A shares of Tong Ren Tang Ltd.

Save as disclosed above, none of the Directors and chief executives of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the standards of dealing by Directors as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules.



### SUBSTANTIAL SHAREHOLDERS

As at 31 March 2017, the interest of the persons, other than Directors or chief executive of the Company, in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and entered in the register maintained by the Company pursuant to Section 336 of the SFO, or otherwise notified to the Company were as follows:

#### Long position in shares

| Name of shareholder   | Capacity                             | Number of shares | Approximate percentage of issued share capital |
|---|--------------------------------------|------------------|--|
| Tong Ren Tang Technologies                                  | Beneficial owner                     | 318,540,000      | 38.05%   |
| Tong Ren Tang Ltd. <sup>(1)</sup>                           | Beneficial owner                     | 281,460,000      | 33.62%   |
|   | Interest of a controlled corporation | 318,540,000      | 38.05%   |
| Tong Ren Tang Holdings <sup>(2)</sup>                       | Interest of a controlled corporation | 600,000,000      | 71.67%   |
| Greenwoods Asset Management Holdings Limited <sup>(3)</sup> | Interest of a controlled corporation | 45,936,000       | 5.49%  |
| Greenwoods Asset Management Limited <sup>(3)</sup>          | Interest of a controlled corporation | 45,936,000       | 5.49%  |
| Jiang Jinzhi <sup>(3)</sup>                                 | Interest of a controlled corporation | 45,936,000       | 5.49%  |
| Unique Element Corp. <sup>(3)</sup>                         | Interest of a controlled corporation | 45,936,000       | 5.49%  |

Notes:

- (1) Tong Ren Tang Ltd. directly holds 46.85% of the issued share capital of Tong Ren Tang Technologies. Accordingly, Tong Ren Tang Ltd. is deemed to be interested in 318,540,000 shares of the Company held by Tong Ren Tang Technologies.



## OTHER INFORMATION

- (2) Tong Ren Tang Holdings directly holds 52.45% of the issued share capital of Tong Ren Tang Ltd. which in turn directly holds 46.85% of the issued share capital of Tong Ren Tang Technologies. Tong Ren Tang Holdings also directly holds 0.74% of the issued share capital of Tong Ren Tang Technologies. Accordingly, Tong Ren Tang Holdings is deemed to be interested in 318,540,000 shares of the Company and 281,460,000 shares of the Company held by Tong Ren Tang Technologies and Tong Ren Tang Ltd., respectively.
- (3) According to the disclosure forms filed by Greenwoods Asset Management Holdings Limited, Greenwoods Asset Management Limited, Jiang Jinzhi and Unique Element Corp. on 8 December 2016, the following interests in shares of the Company were held by Greenwoods Asset Management Holdings Limited, Greenwoods Asset Management Limited, Jiang Jinzhi and Unique Element Corp. as follows:

| Name of controlled corporation               | Name of controlling shareholder              | % control | Direct interest (Y/N) |               | Number of shares |
|--|--|-----------|-----------------------|---------------|------------------|
| Unique Element Corp.                         | Jiang Jinzhi                                 | 100.00    | N                     | Long position | 45,936,000       |
| Greenwoods Asset Management Holdings Limited | Unique Element Corp.                         | 81.00     | N                     | Long position | 45,936,000       |
| Greenwoods Asset Management Limited          | Greenwoods Asset Management Holdings Limited | 100.00    | N                     | Long position | 45,936,000       |
| Golden China Master Fund                     | Jiang Jinzhi                                 | 100.00    | Y                     | Long position | 7,685,000        |
| Greenwoods Asset Management Limited          | Greenwoods Asset Management Holdings Limited | 100.00    | N                     | Long position | 14,004,000       |
| Greenwoods China Alpha Master Fund           | Greenwoods Asset Management Limited          | 100.00    | Y                     | Long position | 19,545,000       |
| Golden China Plus Master Fund                | Jiang Jinzhi                                 | 100.00    | Y                     | Long position | 1,700,000        |
| Greenwoods China Healthcare Master Fund      | Greenwoods Asset Management Limited          | 100.00    | Y                     | Long position | 3,002,000        |

Save as disclosed above, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.



### RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than as disclosed under the section “Directors’ and Chief Executives’ Interests in Shares” above, at no time during the Period was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executives of the Company or their respective associates (as defined in the GEM Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

### INTERESTS IN COMPETING BUSINESSES

To ensure that the business classification between the Company, Tong Ren Tang Technologies, Tong Ren Tang Ltd. and Tong Ren Tang Holdings (collectively the “Controlling Shareholders”) are properly documented and established, each of the Controlling Shareholders entered into a deed of non-competition in favour of the Company on 18 April 2013 (“Deed of Non-competition”), details of which are set out in the prospectus of the Company dated 25 April 2013 (the “Prospectus”), mainly to the effect that at any time until their collective beneficial interest in the equity interest in the Company is less than 30%, each of them shall not, and shall procure their respective subsidiaries (except through its interests in the Group) not to, without prior written consent of the Company, directly or indirectly:

- (i) engage in the research, development, manufacture and sales of any products containing ganoderma lucidum or ganoderma lucidum spores as raw materials in Hong Kong, Macao and markets outside of the PRC (the “Non-PRC Markets”);
- (ii) engage in the research, development, manufacture and sale of any products with Tong Ren Tang brands in Non-PRC Markets, except for the manufacture of the Chinese medicine products for the two independent third parties in Japan; for the avoidance of doubt and without prejudice to the generality of the Deed of Non-competition, except for the current excluded business in Japan, engage in arrangement with any other parties in the Non-PRC Markets similar to the excluded business in Japan;
- (iii) carry out any sales or registration (new or renewal) for Angong Niu Huang Wan in Non-PRC Markets;
- (iv) engage in the distribution of any Chinese medicine products in Non-PRC Markets, except for certain existing arrangements as disclosed in the Prospectus; and
- (v) carry out any new overseas registration of Tong Ren Tang branded products, ((i) to (v) are collectively known as “Restricted Business”).



## OTHER INFORMATION

In addition, under the Deed of Non-competition, each of the Controlling Shareholders has also undertaken that if each of them and/or any of its associates is offered or becomes aware of any project or new business opportunity ("New Business Opportunity") that relates to the Restricted Business, whether directly or indirectly, it shall (i) promptly and in any event not later than seven days notify the Company in writing of such opportunity and provide such information as is reasonably required by the Company in order to enable the Company to come to an informed assessment of such opportunity; and (ii) use its best endeavours to procure that such opportunity is offered to the Company on terms no less favourable than the terms on which such opportunity is offered to it and/or its associates.

The Directors (including the independent non-executive Directors) will review the New Business Opportunity and decide whether to invest in the New Business Opportunity within thirty (30) business days of receipt of notice from Controlling Shareholders.

Tong Ren Tang Holdings has also granted the Company rights of first refusal to acquire its interest in Beijing Tong Ren Tang Hong Kong Medicine Management Limited, Beijing Tong Ren Tang (UK) Limited and Beijing Tong Ren Tang Tai Fong Co., Ltd. on terms which are not less favorable than the terms it wishes to sell to other parties.

In this connection, the Group adopted the following corporate governance measures to manage any potential conflicts of interest arising from any future potential competing business and to safeguard the interests of the shareholders of the Company:

- (i) the independent non-executive Directors shall review, at least on an annual basis, the compliance with and enforcement of the terms of the Deed of Non-competition by the Controlling Shareholders; and
- (ii) the Company will disclose the review by the independent non-executive Directors with basis on the compliance with and enforcement of the terms of the Deed of Non-competition in its annual report.

## OTHER INFORMATION



In monitoring the competing business of the Parent Group (refer to Tong Ren Tang Holdings, Tong Ren Tang Ltd., Tong Ren Tang Technologies and their respective subsidiaries, other than the Group and their respective predecessors), an executive committee (the “Competition Executive Committee”) comprising two disinterested Directors, namely Mr. Zhang Huan Ping and Ms. Lin Man, has been established with the following major responsibilities:

- (a) conduct quarterly inspection of the distribution channels of the Parent Group, including retail stores and wholesale customers, to check whether any products containing ganoderma lucidum or ganoderma lucidum spores as raw materials (other than ganoderma lucidum spores powder capsule manufactured by the Group) is sold in Non-PRC Markets; and
- (b) conduct quarterly communications with representatives of the Parent Group to confirm whether their research and development portfolio has any products which contain ganoderma lucidum or ganoderma lucidum spores as raw materials.

A supervisory committee (the “Competition Supervisory Committee”), comprising three independent non-executive Directors, namely, Ms. Leung, Oi Sie Elsie, Mr. Zhao Zhong Zhen and Mr. Chan Ngai Chi, has been established with the following major responsibilities:

- (a) meet quarterly and review the quarterly inspection record and daily communication records by the Competition Executive Committee (if applicable); and
- (b) report findings during its review of the records provided by the Competition Executive Committee to the Board which will be published in the Company’s annual report.



## OTHER INFORMATION

### **PURCHASE, SALE OR REDEMPTION OF SECURITIES**

During the Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed shares.

### **COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS**

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquires to all the Directors, all the Directors have confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company during the Period.

### **CORPORATE GOVERNANCE CODE**

The Company has complied with the provisions set out in Appendix 15 of the Corporate Governance Code of the GEM Listing Rules for the Period.

### **AUDIT COMMITTEE**

The audit committee of the Company has reviewed the 2017 first quarterly report.

On behalf of the Board  
**Beijing Tong Ren Tang Chinese Medicine Company Limited**  
**Mei Qun**  
*Chairman*

Hong Kong, 27 April 2017



Beijing Tong Ren Tang  
Chinese Medicine Company Limited  
北京同仁堂國藥有限公司

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