

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)
(the “Company”)

Procedures for shareholders to propose a person for election as a director

Pursuant to article 98 of the articles of association of the Company, no person (other than a retiring director) shall, unless recommended by the board of directors for election, be appointed or re-appointed as a director at any general meeting, unless not earlier than the day after the despatch of the notice of the meeting and not later than seven (7) days prior to the date appointed for the meeting there has been left at the registered office of the Company a letter, signed by at least two (2) shareholders (other than the person to be proposed) entitled to vote at the meeting together holding not less than ten (10) per cent, of the entire issued share capital of the Company, notice of his intention to propose a resolution for the appointment or reappointment of that person and a notice executed by that person of his willingness to be appointed or re-appointed.

A shareholder may propose a person other than a retiring director or recommended by the board of directors for election as a director by validly lodging the following documents within the period hereinafter mentioned at the registered office of the Company at Room 1405-1409, Office Tower, Convention Plaza, 1 Harbour Road, Hong Kong:

1. a notice in writing of the intention to propose that person for appointment or re-appointment of a director, which must state the full name of the person, include the person's biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) and be signed by the shareholder; and
2. a notice in writing signed by that person of his willingness to be to be appointed or re-appointed as a director together with his written consent to the publication of his/her personal data.

Such documents shall be lodged with the registered office of the Company within the period of seven (7) days after the despatch of the notice of the general meeting. Upon receipt of such documents, the Company shall verify the documents and, if the proposal is found to be in order, publish an announcement and/or issue a supplemental circular in respect of the proposal in accordance with rule 13.70 of the Listing Rules.

In the case of any general meeting called by at least ten (10) clear business days' (as defined by the Listing Rules) or fourteen (14) days' (whichever is the longer) notice in writing, such documents lodged within the aforesaid period may be received less than ten (10) business days prior to the general meeting, the Company will consider the adjournment of the general meeting in order to give shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplemental circular.