



Tong Ren Tang Technologies Co. Ltd.
北京同仁堂科技发展股份有限公司
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1666)

**FORM OF PROXY FOR THE H SHARE CLASS MEETING
ON THURSDAY, 12 JUNE 2014**

I/We¹ _____
of (address) _____
being the registered holder(s) of² _____
H shares of RMB1.00 each in the share capital of Tong Ren Tang Technologies Co. Ltd. (the "**Company**"), hereby appoint THE CHAIRMAN OF THE H SHARE CLASS MEETING³, or _____
of (address) _____
as my/our proxy to attend and act for and on behalf of me/us at the class meeting of the holders of H shares of the Company to be held at No. 52 Dong Xing Long Street, Dong Cheng District, Beijing, the People's Republic of China (the "**PRC**") at 10:00 a.m. on Thursday, 12 June 2014 (the "**H Share Class Meeting**") (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution (with or without amendments) as set out in the notice convening the H Share Class Meeting (the "**Notice**") and at the H Share Class Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as hereunder indicated⁴, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the H Share Class Meeting other than that referred to in the Notice in such manner as he/she thinks fit.

AS SPECIAL RESOLUTION	For	Against
1. To consider and, if thought fit, to approve the Capitalization Issue: "THAT: Subject to and conditional upon the listing committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of, and permission to deal in, the Capitalization H Shares, (a) the capitalization of the capital reserve of the Company into ordinary Shares of the Company to be allotted and issued to the Shareholders on the basis of one (1) Capitalization Share for every Share held by the Shareholders whose names appear on the register of members of the Company on the Record Date, being 23 June 2014, be and is hereby approved; and (b) any one executive Director be and is hereby authorized to deal with all the matters in relation to the Capitalization Issue in his/her sole discretion, execute all relevant documents and make such arrangements as he/she thinks appropriate and fit to give effect to, or to implement the Capitalization Issue, including but not limited to: (i) to determine, on the Record Date, the exact amount to be capitalized out of the capital reserve account of the Company and the exact number of the Capitalization H Shares and the Capitalization Domestic Shares to be issued and allotted on the basis as referred to in paragraph (a) of this resolution; (ii) to make relevant application and submit relevant documents to the Stock Exchange for the listing of, and deal in, the Capitalization H Shares; (iii) to make appropriate arrangements (if needed) with the Company's H share registrar and transfer office and Hong Kong Securities Clearing Company Limited in respect of the registration and dealings of the Capitalization H Shares; (iv) to make certain amendments to the articles of association of the Company (the "Articles of Association") as appropriate and necessary to reflect the latest shareholding structure of the Company upon completion of the Capitalization Issue; and (v) to execute relevant documents and authorize specific personnel of the Company to go through the registration and filing procedures with the industrial and commercial registration authority in respect of the changes in the registered capital of the Company and the Articles of Association upon completion of the Capitalization Issue, and to take any other actions if necessary."		

Signature(s)⁵: _____

Date: _____ 2014

Notes:

- * *Unless otherwise stated, the capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 25 April 2014.*
1. Please insert full name(s) and address(es) in BLOCK LETTERS.
 2. Please insert the number of H shares to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
 3. If any proxy other than the Chairman of the H Share Class Meeting is preferred, strike out the words "THE CHAIRMAN OF THE H SHARE CLASS MEETING" and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the H Share Class Meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
 4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST". If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the H Share Class Meeting other than those referred to in the Notice.
 5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same. If the form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other document(s) of authorisation must be notarized.
 6. In order to be valid, for holders of H shares, the form of proxy together with the power of attorney or other document(s) of authorisation (if any) must be deposited with, Hong Kong Registrars Limited, the H share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queens Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the H Share Class Meeting or any adjournment thereof, as the case may be. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the H Share Class Meeting if he so wishes.
 7. In case of joint holders of any share, any one of such joint holders may vote at the H Share Class Meeting, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the H Share Class Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
 8. Shareholders or their proxies attending the H Share Class Meeting shall produce their identity documents.