

*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated October 29, 2019 (the “**Prospectus**”) issued by TOT BIOPHARM International Company Limited (the “**Company**”).*

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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares thereby being offered.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories, its possessions and all areas subject to its jurisdiction). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws. There will be no public offer of securities in the United States.*

*In connection with the Global Offering, ICBC International Securities Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail in an open market for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be conducted at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering. Any market purchases of Shares will be effected in compliance with all applicable laws and regulatory requirement. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilizing actions cannot be taken to support the price of the Shares for longer than the stabilization period which will begin on the Listing Date and expire on the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares and the price of the Shares could fall.*

# 东曜药业

TOT BIOPHARM International Company Limited

東曜藥業股份有限公司

(Incorporated in Hong Kong with limited liability)

## GLOBAL OFFERING

- Total number of Offer Shares : 90,000,000 Shares (subject to the Over-Allotment Option)
- Number of Hong Kong Offer Shares : 9,000,000 Shares (subject to adjustment)
- Number of International Offer Shares : 81,000,000 Shares (subject to adjustment and the Over-Allotment Option)
- Offer Price : Not more than HK\$7.55 per Offer Share and expected to be not less than HK\$6.55 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application and subject to refund on final pricing)
- Stock code : 1875

*Sole Sponsor*

ICBC  工银国际

*Joint Global Coordinators*

ICBC  工银国际  元大證券(香港)有限公司  
Yuanta Securities (Hong Kong) Co., Ltd.

*Joint Bookrunners*

ICBC  工银国际  元大證券(香港)有限公司  
Yuanta Securities (Hong Kong) Co., Ltd.  China Renaissance  
华兴资本  光大新鴻基  
EVERBRIGHTSUN HUNG KAI

*Joint Lead Managers*

ICBC  工银国际  元大證券(香港)有限公司  
Yuanta Securities (Hong Kong) Co., Ltd.  China Renaissance  
华兴资本  光大新鴻基  
EVERBRIGHTSUN HUNG KAI  六福金融  
LUKFOOK FINANCIAL

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including (i) the Shares in issue; (ii) the Shares to be issued pursuant to the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (iii) the Shares to be issued pursuant to the Capitalization Issue). Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Friday, November 8, 2019, it is expected that dealings in the Shares on the Stock Exchange are to commence at 9:00 a.m. on Friday, November 8, 2019. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.totbiopharm.com.cn](http://www.totbiopharm.com.cn) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Hong Kong Public Offering of initially 9,000,000 Offer Shares representing 10.0% of the total number of Offer Shares made available under the Global Offering (subject to adjustment), and the International Offering of 81,000,000 Offer Shares, representing 90.0% of the total number of Offer Shares under the Global Offering (subject to adjustment and the Over-allotment Option). The allocation of Offer Shares between the Hong Kong Public Offering and the International Offering is subject to reallocation as stated in the section headed "Structure of the Global Offering" in the Prospectus. In particular, ICBC International Capital Limited ("**ICBCI Capital**") may reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering will be 18,000,000 Offer Shares, representing double of the initial allocation to the Hong Kong Public Offering and the final Offer Price shall be fixed at the bottom end of the Offer Price range (i.e. HK\$6.55 per Offer Share).

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to ICBCI Capital (for itself and on behalf of the Underwriters), exercisable at the discretion of ICBCI Capital (for itself and on behalf of the Underwriters), to require the Company to allot and issue up to 13,500,000 additional new Shares, representing 15.0% of the number of Offer Shares initially available under the Global Offering, at the Offer Price, to cover over-allocations in the International Offering and/or to satisfy the obligation of the Stabilizing Manager to return securities to be borrowed under the Stock Borrowing Agreement.

Potential investors should be aware that stabilizing actions cannot be taken to support the price of the Shares for longer than the stabilization period which will begin on the Listing Date and expire on the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares and the price of the Shares could fall.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$7.55 per Offer Share and is currently expected to be not less than HK\$6.55 per Offer Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$7.55 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$7.55 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the related Application Forms and the designated website ([www.hkeipo.hk](http://www.hkeipo.hk)) in relation to the HK eIPO White Form.**

Applicants who wish to be issued the Hong Kong Offer Shares in their own names should either (i) complete and sign the **WHITE** Application Form; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like the allotted Hong Kong Offer Shares to be registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant's stock accounts maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, October 29, 2019 until 12:00 noon on Friday, November 1, 2019 (or such later date as may apply as described in the section headed "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus) at:

(a) the following addresses of the Hong Kong Underwriters:

**ICBC International Securities Limited**  
37/F, ICBC Tower, 3 Garden Road, Hong Kong

**Yuanta Securities (Hong Kong) Company Limited**  
23/F, Tower 1, Admiralty Center, 18 Harcourt Road, Admiralty, Hong Kong

**China Renaissance Securities (Hong Kong) Limited**

Units 8107-08, Level 81, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong

**China Everbright Securities (HK) Limited**

24/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong

**Luk Fook Securities (HK) Limited**

Units 2201–2207 & 2213–2214 22nd Floor, Cosco Tower, 183 Queen’s Road Central, Hong Kong

**Head & Shoulders Securities Limited**

Room 2511, 25/F, Cosco Tower, 183 Queen’s Road Central, Hong Kong

- (b) any of the following branches of Bank of China (Hong Kong) Limited, the receiving bank for the Hong Kong Public Offering:

<b>District</b>	<b>Branch</b>	<b>Address</b>
Hong Kong Island	Central District (Wing On House) Branch	B/F-2/F, Wing On House, 71 Des Voeux Road Central, Hong Kong
	North Point (King’s Centre) Branch	193-209 King’s Road, North Point, Hong Kong
Kowloon	Telford Plaza Branch	Shop Unit P2-P7, Telford Plaza, No.33 Wai Yip Street, Kowloon Bay, Kowloon
	Olympian City Branch	Shop 133, 1/F, Olympian City 2, 18 Hoi Ting Road, Kowloon
New Territories	Fanling Centre Branch	Shop 2D-E & H, Fanling Centre, Fanling, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, October 29, 2019 until 12:00 noon on Friday, November 1, 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker, who may have such **YELLOW** Application Forms and the Prospectus available.

The application for the Hong Kong Offer Shares will commence on Tuesday, October 29, 2019 through Friday, November 1, 2019. The application monies (including brokerage, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving banks on behalf of the Company and the refund monies, if any, will be returned to the applicant(s) without interest on Thursday, November 7, 2019. Investors should be aware that the dealings in Shares on the Stock Exchange are expected to commence on Friday, November 8, 2019.



The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order attached and marked payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED – TOT BIOPHARM PUBLIC OFFER" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following dates and times:

**Tuesday, October 29, 2019 — 9:00 a.m. to 5:00 p.m.**  
**Wednesday, October 30, 2019 — 9:00 a.m. to 5:00 p.m.**  
**Thursday, October 31, 2019 — 9:00 a.m. to 5:00 p.m.**  
**Friday, November 1, 2019 — 9:00 a.m. to 12:00 noon**

The latest time for lodging your application is 12:00 noon on Friday, November 1, 2019. The application lists will be open from 11:45 a.m. to 12:00 noon on that day, subject only to the weather conditions, as described in the section headed "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Applicants may apply online through the **HK eIPO White Form** by submitting an application through the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last day for applications) from 9:00 a.m. on Tuesday, October 29, 2019 till 11:30 a.m. on Friday, November 1, 2019 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, November 1, 2019 or such later date as described in the section headed "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:<sup>(1)</sup>

**Tuesday, October 29, 2019 — 9:00 a.m. to 8:30 p.m.**  
**Wednesday, October 30, 2019 — 8:00 a.m. to 8:30 p.m.**  
**Thursday, October 31, 2019 — 8:00 a.m. to 8:30 p.m.**  
**Friday, November 1, 2019 — 8:00 a.m. to 12:00 noon**

(1) The times in this sub-section are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, October 29, 2019 until 12:00 noon on Friday, November 1, 2019 (24 hours daily, except on Friday, November 1, 2019, the last application day). The latest time for inputting your **electronic application instructions** will be 12:00 noon on Friday, November 1, 2019, the last application day or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, ICBCI Capital and the Share Registrar.

See the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, November 7, 2019 on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.totbiopharm.com.cn](http://www.totbiopharm.com.cn) and in a variety of channels in the manner described in the section headed “How to Apply for Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus.

Share certificates for the Offer Shares distributed pursuant to the Global Offering will only become valid documents of title when the Global Offering has become unconditional in all respects and none of the Underwriting Agreements has been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Friday, November 8, 2019. The Company will not issue any temporary document of title. No receipt will be issued for the subscription monies received in respect of the Offer Shares.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, November 8, 2019, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, November 8, 2019 (Hong Kong time). The Shares will be traded in board lots of 400 Shares each. The stock code of the Shares is 1875.

By order of the Board of Directors  
**TOT BIOPHARM International Company Limited**  
**Yeh-Huang, Chun-Ying**  
*Executive Director*

Hong Kong, October 29, 2019

*As at the date of this announcement, the executive Directors are Ms. Yeh-Huang, Chun-Ying and Dr. Liu, Jun, the non-executive Directors are Mr. Fu, Shan, Dr. Kung, Frank Fang-Chien, Mr. Kang, Pei and Mr. Qiu, Yu Min, and the independent non-executive Directors are Ms. Hu, Lan, Dr. Sun, Lijun Richard and Mr. Chang, Hong-Jen.*