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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)

(Stock code: 1875)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a hybrid extraordinary general meeting of TOT BIOPHARM International Company Limited (the “**Company**”) will be held on Friday, 22 July 2022 at 11:00 a.m. with the combination of a physical meeting at Unit 1603–1604, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong and a virtual meeting online for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution with or without amendments:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the subscription agreement (the “**Centerlab Subscription Agreement**”) dated 31 May 2022 (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into by the Company as issuer and Center Laboratories, Inc. as subscriber in relation to the subscription of 33,750,000 new Shares (the “**Centerlab Subscription Shares**”) at the subscription price of HK\$3.15 per Share and the transactions contemplated therein be and are hereby approved;
- (b) the subscription agreement (the “**Vivo Subscription Agreement**”, together with the Centerlab Subscription Agreement, the “**Subscription Agreements**”) dated 31 May 2022 (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and entered into by the Company as issuer and Vivo (Suzhou) Health Industry Investment Fund (Limited Partnership) as subscriber in relation to the subscription of 116,250,000 new Shares (the “**Vivo Subscription Shares**”, together with the Centerlab Subscription Shares the “**Subscription Shares**”) at the subscription price of HK\$3.15 per Share and the transactions contemplated therein be and are hereby approved;

- (c) conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares, subject to and in accordance with the terms and conditions set out in the Subscription Agreements. This specific mandate so granted is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the directors by the shareholders of the Company at, before or after the passing of this resolution; and
- (d) any one director of the Company be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such director of the Company, desirable or expedient to give effect to the Subscription Agreements, all the transactions contemplated thereunder and/or any matter ancillary or incidental thereto (including without limitation the allotment and issue of the Subscription Shares pursuant thereto), to agree to such variations, amendments or waivers to or of any of the provisions of the Subscription Agreements and all documents ancillary or incidental thereto as are, in the opinion of such director of the Company, not of a material nature and in the interest of the Company, and to effect or implement any other matter referred to in this resolution.”

By order of the Board
TOT BIOPHARM International Company Limited
Dr. Liu, Jun
Chief Executive Officer and Executive Director

Hong Kong, 5 July 2022

Notes:

1. In light of the recent COVID-19 pandemic, the above meeting or any adjournment thereof (the “EGM”) will be conducted in a hybrid manner with the combination of a physical meeting and a virtual meeting online. Shareholders will have the option of joining the EGM either (a) through the physical meeting at Unit 1603–1604, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong; or (b) through the Internet by using their computer, tablet device or smartphone.

Registered Shareholders will be able to attend the EGM, vote and submit questions online via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

Non-registered holders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the EGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

2. Every member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy. Any member who holds two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.

3. Where there are joint holders of any Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares will alone be entitled to vote in respect thereof.
4. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the Company's share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 11:00 a.m. on Wednesday, 20 July 2022) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person if he so wishes. In the event of a member who has lodged a form of proxy attending the EGM, the form of proxy will be deemed to have been revoked.

Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the EGM) for the proxy to receive the login access code to participate online in the e-Meeting System.

5. The register of members of the Company will be closed from Tuesday, 19 July 2022 to Friday, 22 July 2022 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the right to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 18 July 2022 for registration of transfer.
6. The resolution set out in this notice shall be decided by poll.
7. References to time and dates in this notice are to Hong Kong time and dates.
8. In light of the epidemic situation of COVID-19 and to safeguard Shareholders' health and safety, the Company encourages Shareholders to consider joining the EGM through the Internet and voting online, or appointing the chairman of the EGM as their proxy to vote on the resolution, instead of attending the meeting in person. The Directors may attend the meeting remotely through video or telephone conference facilities.
9. The Company will take all practicable precautions to ensure the health and safety of Shareholders attending the EGM in person, including but not limited to mandatory screening of body temperatures, requiring attendees to bring and wear their own surgical masks, physical distancing, setting up separate rooms or partitioned areas, no food or beverage service, no handing out of gifts, restricting the number of non-Shareholder attendees, and prohibiting persons under quarantine or in contravention of the above precautions from entering the venue. The Company will continue to monitor the epidemic situation of COVID-19 and may alter the EGM arrangements at short notice. Shareholders are advised to check any future announcement(s) which may be published by the Company.

As at the date of this notice, the executive directors of the Company are Dr. Liu, Jun and Ms. Yeh-Huang, Chun-Ying; the non-executive directors of the Company are Mr. Fu, Shan and Mr. Qiu, Yu Min; and the independent non-executive directors of the Company are Ms. Hu, Lan, Mr. Chang, Hong-Jen and Dr. Wang, De Qian.