

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)

FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting to be held with the combination of a physical meeting at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong and a virtual meeting online on Thursday, 22 December 2022 at 9:30 a.m. (or any adjournment thereof)

I/We ^(Note a) _____
of _____
being the registered holder(s) of _____ ^(Note b)
shares (the “Shares”) in the capital of TOT BIOPHARM International Company Limited (the “Company”) hereby appoint the chairman of the extraordinary general meeting (the “Meeting”) of the Company or _____
of email address ^(Note g) _____
and address _____
as my/our proxy ^(Note c) to attend and act for me/us at the Meeting to be held with the combination of a physical meeting at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong and a virtual meeting online on Thursday, 22 December 2022 at 9:30 a.m. (or at any adjournment thereof) and to vote on my/our behalf in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit. Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS		FOR ^(Note d)	AGAINST ^(Note d)
1.	To grant a specific mandate to the board of directors of the Company for the allotment and issue of 2,958,390 Shares to Teeroy Limited in connection with the Restricted Share Award Scheme (as defined in the circular of the Company dated 8 December 2022).		
2.	To approve the allotment and issue of 2,958,390 Shares to Teeroy Limited as a connected transaction of the Company.		

Dated this _____ day of _____ 2022. Signature(s) _____ ^(Notes e to n)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the extraordinary general meeting (the “Meeting”) of the Company or” and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he/she is the holder of two or more shares, more proxies to attend and vote on his/her behalf.
- If you wish to vote for the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against the resolutions, please tick (“✓”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of the resolutions; or (if applicable) in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) or via the designated URL (<https://spot-e-meeting.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 fixed for holding the Meeting (i.e. not later than 9:30 a.m. on Tuesday, 20 December 2022) or the adjourned meeting (as the case may be). 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 Meeting) for the proxy to receive the login access code to participate online in the e-Meeting System.
- The register of members of the Company will be closed from Monday, 19 December 2022 to Thursday, 22 December 2022 (both days inclusive), during which period no transfer of the shares will be effected. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of shares accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Friday, 16 December 2022.
- Completion and delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form should be initialed by the person(s) who sign(s) the form.
- References to time and dates in this form of proxy are to Hong Kong time and dates.
- The description of the proposed ordinary resolutions in the table above is by way of summary only. The full text appears in the notice of the Meeting.
- In light of the epidemic situation of COVID-19 and to safeguard shareholders’ health and safety, the Company encourages shareholders to consider joining the Meeting through the Internet and voting online, or appointing the chairman of the Meeting as their proxy to vote on the resolutions, instead of attending the Meeting in person.**
- The Company will take all practicable precautions to ensure the health and safety of shareholders attending the Meeting 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 Meeting arrangements at short notice. Shareholders are advised to check any future announcement(s) which may be published by the Company.**

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “Purposes”). The Company may transfer your and your proxy’s (or proxies’) name(s) and address(es) to its agent, contractor, or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong, or the share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.