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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)

POLL RESULTS OF THE ADJOURNED ANNUAL GENERAL MEETING HELD ON 26 JUNE 2024

At the adjourned annual general meeting (the “AGM”) of TOT BIOPHARM International Company Limited (the “**Company**”) held on 26 June 2024, all the proposed resolutions as set out in the notice, supplemental notice and further supplemental notice of the AGM dated 23 May 2024, 30 May 2024 and 12 June 2024 respectively were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors of the Company (the “ Directors ”, collectively known as the “ Board ”) and the report of the auditor of the Company (the “ Auditor ”) for the year ended 31 December 2023.	368,848,861 (98.65%)	5,045,600 (1.35%)
2A.	To re-elect Ms. Yeh-Huang, Chun-Ying as a non-executive Director.	368,848,861 (98.65%)	5,045,600 (1.35%)
2B.	To re-elect Ms. Hu, Lan as an independent non-executive Director.	368,848,861 (98.65%)	5,045,600 (1.35%)
2C.	To re-elect Dr. Liu, Weidong as a non-executive Director.	361,376,160 (96.65%)	12,518,301 (3.35%)
2D.	To authorise the Board to fix the remuneration of the Directors.	368,848,861 (98.65%)	5,045,600 (1.35%)
2E.	To re-elect Mr. Chang, Hong-Jen as an independent non-executive Director.	304,593,100 (96.05%)	12,518,301 (3.95%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Board to fix its remuneration.	368,848,861 (98.65%)	5,045,600 (1.35%)
4A.	To give a general mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing the relevant resolution.	361,376,160 (96.65%)	12,518,301 (3.35%)
4B.	To give a general mandate to the Directors to buy back shares in the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing the relevant resolution.	368,848,861 (98.65%)	5,045,600 (1.35%)
4C.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by the amount representing the total number of issued shares of the Company bought back by the Company.	361,376,160 (96.65%)	12,518,301 (3.35%)
5A.	To approve and adopt the new restricted share award scheme of the Company (the “ 2024 Restricted Share Award Scheme ”) and authorize the Board and/or its sub-committee to give effect to and implement the 2024 Restricted Share Award Scheme.	353,729,860 (96.58%)	12,518,301 (3.42%)
5B.	To authorize the Board and/or its sub-committee to grant awards to “Selected Participants” under the 2024 Restricted Share Award Scheme up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing the relevant resolution, and to allot and issue shares in respect of awards so granted.	353,729,860 (96.58%)	12,518,301 (3.42%)
5C.	To authorize the Board and/or its sub-committee to grant awards to “Service Provider Participants” under the 2024 Restricted Share Award Scheme up to a maximum of 0.5% of the total number of issued shares of the Company as at the date of passing the relevant resolution, and to allot and issue shares in respect of awards so granted.	353,729,860 (96.58%)	12,518,301 (3.42%)

Notes:

- (a) The total number of shares of the Company in issue as at the date of the AGM was 772,787,887 shares.
- (b) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 772,787,887 shares.
- (c) There were no shares entitling the holder to attend but where the holder was required to abstain from voting in favour of any of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (d) Pursuant to Rules 17.05A and 17.12(2) of the Listing Rules and the rules of the Company’s 2020 restricted share award scheme adopted on 29 May 2020, Teeroy Limited and Tricor Trust (Hong Kong) Limited, as trustees under the scheme holding a total of 47,590,948 shares of the Company as at the date of the AGM, shall not exercise any voting rights in respect of any award shares held by them as trustees, and accordingly did not exercise such voting rights at the AGM. Except as aforesaid, no shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (e) None of the shareholders of the Company have stated their intention in the Company’s circular, supplemental circular and further supplemental circular dated 23 May 2024, 30 May 2024 and 12 June 2024 respectively to vote against or to abstain from voting on any of the resolutions at the AGM.
- (f) The Company confirms that, as at the date of the AGM, (i) none of Mr. Lin, Jung-Chin or any of his associates and relatives as defined in Rules 14A.12 and 14A.21(1)(a) of the Listing Rules respectively (the “**Relevant Persons**”) had discussed or voted on any matters relating to the exercise of voting rights by Center Laboratories, Inc. (“**Centerlab**”) as a shareholder at the AGM (the “**Relevant Matters**”) at any relevant meeting of the board of directors of Centerlab; and (ii) where the Relevant Matters involved the approval or deliberation by the board of directors or the investment committee of Centerlab, none of Mr. Lin, Jung-Chin or any of the Relevant Persons was a member of the investment committee of Centerlab at the material time.
- (g) The Company’s share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (h) Dr. Liu, Jun, Mr. Fu, Shan, Ms. Yeh-Huang, Chun-Ying, Dr. Liu, Weidong, Ms. Hu, Lan, Mr. Chang, Hong-Jen and Dr. Wang, De Qian attended the AGM by electronic means.

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

Hong Kong, 26 June 2024

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