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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)**

## CHANGE OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

### RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board of directors (the “**Board**”) of TOT BIOPHARM International Company Limited (the “**Company**”) hereby announces that, with effect from 12 March 2025:

- (i) Ms. Hu, Lan has resigned from her roles as an independent non-executive director of the Company, the chairperson of the Audit and Connected Transactions Review Committee and a member of the Nomination Committee due to the expiration of her three-year term of appointment and her intention to not renew the appointment due to her desire to devote more time to her other commitments;
- (ii) Mr. Chang, Hong-Jen has resigned from his roles as an independent non-executive director of the Company, a member of the Audit and Connected Transactions Review Committee and a member of the Remuneration Committee due to the expiration of his three-year term of appointment and his intention to not renew the appointment due to his desire to devote more time to his other commitments; and
- (iii) Dr. Wang, De Qian has resigned from his roles as an independent non-executive director of the Company, a member of the Remuneration Committee, a member of the Nomination Committee and a member of the Strategy and ESG Committee due to the expiration of his three-year term of appointment and his intention to not renew the appointment due to his desire to devote more time to his other commitments,

(collectively, the “**Resigning Directors**”).

Each of the Resigning Directors has confirmed that, as at the date of this announcement, he/she has no disagreement with the Board and he/she is not aware of any matter relating to his/her resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to express its sincere gratitude to each of the Resigning Directors for his/her contribution to the Company during his/her respective terms of office.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board is pleased to announce that, with effect from 12 March 2025, each of (a) Ms. Sun, Hui, (b) Mr. Zhang, Qing and (c) Dr. Gu, Xuelin (collectively, the “**New INEDs**”) has been appointed as an independent non-executive director of the Company.

The biographical details of the New INEDs are as follows:

### **(i) Ms. Sun, Hui (孫暉, “Ms. Sun”)**

Ms. Sun, aged 53, has extensive experience in accounting and financial management. She served as the group chief financial officer of CTH Group and the chief financial officer of Atlas Technology Group LLC from January 2022 to June 2022. She served as a partner in the operating group at SoftBank Investment Advisers (US) Inc. from September 2019 to June 2020. She was a partner in the capital markets accounting advisory services practice at PricewaterhouseCoopers in the United States from June 2017 to December 2018. Prior to that, Ms. Sun spent close to 17 years from November 2000 to June 2017 with EY, firstly in the United States and then subsequently in the PRC, with her last position as an assurance partner, and head and founding partner of EY’s financial accounting advisory services practice in the China North region.

Ms. Sun was a member of the board of governors and the finance committee at the International School of Busan in South Korea from December 2021 to March 2024.

Ms. Sun received a Bachelor of Business Administration degree in public accounting from Baruch College of The City University of New York in the United States in September 1997. She is a certified public accountant in the State of New York (active) since January 2002 and in the State of California (inactive) since June 2017.

### **(ii) Mr. Zhang, Qing (張勍, “Mr. Zhang”)**

Mr. Zhang, aged 56, has extensive managerial experience in capital markets. Mr. Zhang is the founder and chairman of Kingwood Consulting (謹悟(海南)信息產業諮詢有限公司) since October 2022. Prior to that and since April 2009, he served multiple positions including the chief executive officer of C-Merchant Capital Co., Ltd (潮商東盟投資基金管理有限公司), director and chief executive officer of Macap Grupo (Macau) Companhia S.A. (澳門金控集團股份有限公司), and managing director and executive vice president in China Investment Corporation (中國投資有限責任公司).

He obtained a bachelor’s degree in English from Beihang University in the PRC in July 1991, a master’s degree in business administration from Renmin University of China in the PRC in July 2002, and a master’s degree in business administration from the State University of New York at Buffalo in the United States in February 2003.

(iii) **Dr. Gu, Xuelin (谷學林, “Dr. Gu”)**

Dr. Gu, aged 69, has extensive experience in biopharmaceutical industry. Dr. Gu has served as the president of Linbio Consulting LLC since October 2024. He served several senior positions in WuXi Biologics (Cayman) Inc. (無錫藥明生物技術股份有限公司, HKEX: 2269) from August 2014 to September 2024, with his last position as senior advisor. Prior to that, Dr. Gu had successively worked for several biopharmaceutical companies in the United States, including Johnson & Johnson (NYSE: JNJ) and PPD Inc. (which is now part of Thermo Fisher Scientific Inc. (NYSE: TMO)).

Dr. Gu received a bachelor’s degree in analytical chemistry from Heilongjiang University in the PRC in July 1982, a master’s degree in pharmaceutical chemistry from Norman Bethune University of Medical Sciences in the PRC in November 1989 and earned his Ph.D. in protein chemistry from the University of Nebraska in the United States in May 2001.

The directorship of each of the New INEDs is subject to (i) re-election at the next annual general meeting of the Company and (ii) retirement by rotation and re-election at least once every three years, in accordance with the Company’s amended and restated articles of association adopted on 30 September 2019. Each of the New INEDs has signed a letter of appointment with the Company for a term of three years commencing on 12 March 2025, under which he/she will be entitled to a fee of USD40,000 annually for serving on the Board as an independent non-executive director, which is determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to his/her contributions, experience, relevant duties and responsibilities within the Company and the Company’s remuneration policy. The aforementioned fee will be payable to each of the New INEDs on a pro-rata basis for his/her service in 2025.

Each of the New INEDs has confirmed that:

- (i) he/she meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”);
- (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries and has no connection with any core connected person (as defined in the Listing Rules) of the Company; and
- (iii) there are no other factors that may affect his/her independence at the time of his appointment.

Taking into account all of the circumstances described above, the Board considers that each of the New INEDs is independent.

As at the date of this announcement, each of the New INEDs:

- (i) does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company;
- (ii) has not held any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and
- (iii) does not have, and is not deemed to have, any interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Each of the New INEDs has confirmed that, save as disclosed above, there is no other information required to be brought to the attention of the shareholders of the Company pursuant to Rule 13.51(2) of the Listing Rules in relation to his/her appointment as an independent non-executive director of the Company.

The Board would like to express its warm welcome to Ms. Sun, Mr. Zhang, and Dr. Gu for joining the Board.

#### **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board hereby further announced that, in light of the above change of directors, with effect from 12 March 2025:

- (i) Ms. Sun has been appointed as the chairperson of the Audit and Connected Transactions Review Committee and a member of the Nomination Committee;
- (ii) Mr. Zhang has been appointed as a member of the Audit and Connected Transactions Review Committee and a member of the Remuneration Committee; and
- (iii) Dr. Gu has been appointed as a member of the Remuneration Committee, a member of the Nomination Committee and a member of the Strategy and ESG Committee.

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

Hong Kong, 12 March 2025

*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. Sun, Hui, Mr. Zhang, Qing and Dr. Gu, Xuelin.*