

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)

SECOND FORM OF PROXY

Second form of proxy for use by shareholders at the annual 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 Friday, 14 June 2024 at 10:00 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 annual general meeting (the “Meeting”) of the Company or _____ of email address ^(Note g) _____ and address _____ to act as my/our proxy ^(Note c) 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 Friday, 14 June 2024 at 10:00 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)
5.	A.	To approve and adopt the new restricted share award scheme of the Company (the “2024 Restricted Share Award Scheme”) and authorize the board of directors of the Company (the “Board”) and/or its sub-committee to give effect to and implement the 2024 Restricted Share Award Scheme.		
	B.	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.		
	C.	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.		

Dated this _____ day of _____ 2024. 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 second form of proxy relates. If no number is inserted, this second 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 annual 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 any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if 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.
- 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 second 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 website (<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 fixed for holding the Meeting (i.e. not later than 10:00 a.m. on Wednesday, 12 June 2024) 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 Tuesday, 11 June 2024 to Friday, 14 June 2024 (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, 7 June 2024.
- 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 second 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 supplemental notice of the Meeting dated 30 May 2024.
- This second form of proxy only serves as a supplement to the first form of proxy in respect of the resolutions set out above and in the supplemental notice of the Meeting dated 30 May 2024. This second form of proxy will not replace, revoke or otherwise affect the validity of the first form of proxy duly completed and returned by you in respect of the resolutions set out in the first form of proxy and in the main notice of the Meeting dated 23 May 2024.

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 at the above address.