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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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice dated 23 May 2024 (the “**Main Notice**”) in relation to the hybrid annual general meeting of TOT BIOPHARM International Company Limited (the “**Company**”) to be held on Friday, 14 June 2024 at 10:00 a.m. with the combination of a physical meeting at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong and a virtual meeting online. This supplemental notice should be read together with the Main Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that, in addition to the resolutions set out in the Main Notice, the aforesaid meeting will also be held for the following purposes:

ORDINARY RESOLUTIONS

As special business to consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

- 5A. “**THAT** conditional on the passing of resolutions numbered 5B and 5C set out in this notice and subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the shares in the share capital of the Company (the “**Shares**”) which may fall to be allotted and issued in respect of awards (the “**Awards**”) which may be granted under the new restricted share award scheme of the Company (the “**2024 Restricted Share Award Scheme**”), the rules of which have been produced to this meeting, the 2024 Restricted Share Award Scheme be and is hereby approved and adopted, and the board of directors of the Company (the “**Board**”) and/or its sub-committee be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Board and/or its sub-committee may consider necessary, desirable or expedient to give effect to and implement the 2024 Restricted Share Award Scheme, including without limitation:
- (i) administering the 2024 Restricted Share Award Scheme under which Awards may be granted to participants eligible under the 2024 Restricted Share Award Scheme;

- (ii) modifying and/or amending the 2024 Restricted Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules of the 2024 Restricted Share Award Scheme and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
 - (iii) granting Awards under the 2024 Restricted Share Award Scheme and allotting, issuing and otherwise dealing with from time to time such number of Shares as may be required to be issued in respect of the Awards that may be granted under the 2024 Restricted Share Award Scheme, subject to the Listing Rules;
 - (iv) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares on the Stock Exchange that may hereafter from time to time be allotted and issued in respect of the Awards that may be granted under the 2024 Restricted Share Award Scheme; and
 - (v) consenting, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant regulatory authorities (including the Stock Exchange) in relation to the 2024 Restricted Share Award Scheme.”
- 5B. “**THAT** conditional on the passing of resolutions numbered 5A and 5C set out in this notice, the Board and/or its sub-committee be and are hereby authorised to grant Awards to the Selected Participants (as defined in the rules of the 2024 Restricted Share Award Scheme) in accordance with the rules of the 2024 Restricted Share Award Scheme up to a maximum of 10% of the Shares in issue as at the date of passing of this resolution, to allot and issue Shares in respect of Awards so granted and to take all necessary actions incidental thereto as the Board and/or its sub-committee deem fit.”
- 5C. “**THAT** conditional on the passing of resolutions numbered 5A and 5B set out in this notice, the Board and/or its sub-committee be and are hereby authorised to grant Awards to the Service Provider Participants (as defined in the rules of the 2024 Restricted Share Award Scheme) in accordance with the rules of the 2024 Restricted Share Award Scheme up to a maximum of 0.5% of the Shares in issue as at the date of passing of this resolution, to allot and issue Shares in respect of Awards so granted and to take all necessary actions incidental thereto as the Board and/or its sub-committee deem fit.”

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

Hong Kong, 30 May 2024

Notes:

1. Please refer to Notes 1 to 3 set out in the Main Notice for details relating to attendance of, voting at, and appointment of proxy(ies) for, the above meeting or any adjournment thereof (the “AGM”).
2. To be valid, a second 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong 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 appointed for the holding of the AGM (i.e. not later than 10:00 a.m. on Wednesday, 12 June 2024) or the adjourned meeting (as the case may be). Completion and return of the second form of proxy will not preclude a member from attending the AGM and voting in person if he so wishes. In the event of a member who has lodged a second form of proxy attending the AGM, the second 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 AGM) for the proxy to receive the login access code to participate online in the e-Meeting System.

3. All the resolutions set out in this notice shall be decided by poll.
4. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, 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.