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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)

PROPOSED ADOPTION OF THE 2024 RESTRICTED SHARE AWARD SCHEME

ADOPTION OF THE 2024 RESTRICTED SHARE AWARD SCHEME

On 29 May 2020, the Company adopted the 2020 Restricted Share Award Scheme, which is funded by new Shares. Given that (i) the Share allotment and issue limit under the 2020 Restricted Share Award Scheme has been substantially used up; and (ii) the transitional arrangements set out in the “*Consultation Conclusions on Proposed Amendments to Listing Rules relating to Share Schemes of Listed Issuers and Housekeeping Rule Amendment*” published by the Stock Exchange on 29 July 2022, which would allow grants involving new Shares to be made under the 2020 Restricted Share Award Scheme, will soon come to an end on the date of the Annual General Meeting, the Company intends to adopt a new restricted share award scheme for granting Share-based incentives going forward.

For the above reason, the Board proposes to adopt the 2024 Restricted Share Award Scheme, to be valid for a period of ten (10) years from the adoption date, which would allow the Company to attract and retain necessary talent, to incentivize the Group’s employees, and to provide the Company with the flexibility of granting Share-based incentives with existing Shares in addition to new Shares.

The 2024 Restricted Share Award Scheme will constitute a share scheme under Chapter 17 of the Listing Rules that is capable of being funded by both new Shares and existing Shares. Pursuant to Rules 17.02 and 17.03B of the Listing Rules, the rules of the 2024 Restricted Share Award Scheme and certain limits thereunder are subject to approval by the Shareholders in general meeting.

The 2024 Restricted Share Award Scheme shall take effect upon the satisfaction of the following conditions:

- (i) the passing of the necessary resolutions by the Board and the Shareholders to approve and adopt the rules of the 2024 Restricted Share Award Scheme and certain limits thereunder; and

- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, any Shares to be allotted and issued pursuant to the awards that may be granted under the 2024 Restricted Share Award Scheme.

SUPPLEMENTAL CIRCULAR AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

The notice of the Annual General Meeting set out in the circular of the Company dated 23 May 2024 did not contain the resolutions in relation to the proposed adoption of the 2024 Restricted Share Award Scheme. Therefore, for the purpose of proposing such resolutions at the Annual General Meeting, a supplemental circular in relation to the proposed adoption of the 2024 Restricted Share Award Scheme and a supplemental notice of the Annual General Meeting, both to be dated 30 May 2024, will be published on the websites of the Company (www.totbiopharm.com.cn) and the Stock Exchange (www.hkexnews.hk) on 29 May 2024.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“2020 Restricted Share Award Scheme”	the restricted share award scheme adopted by the Company on 29 May 2020 and subsequently amended on 29 July 2020, 23 December 2021, 1 November 2022 and 31 December 2022
“2024 Restricted Share Award Scheme”	the restricted share award scheme of the Company proposed to be considered and, if thought fit, adopted at the Annual General Meeting
“Annual General Meeting”	a hybrid annual general meeting of 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 or any adjournment thereof
“Board”	the board of directors of the Company
“Company”	TOT BIOPHARM International Company Limited (東曜藥業股份有限公司) (formerly known as TOT BIOPHARM International Company Limited (東源國際醫藥股份有限公司)), a company incorporated in Hong Kong with limited liability on 4 December 2009 whose Shares are listed on the Stock Exchange (stock code: 1875)
“Group”	the Company and its subsidiaries

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 29 May 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.