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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 EXTRAORDINARY GENERAL MEETING HELD ON 22 DECEMBER 2022

Reference is made to the notice of the extraordinary general meeting (the “**EGM**”) of TOT BIOPHARM International Company Limited (the “**Company**”) dated 8 December 2022 (the “**EGM Notice**”) and the circular of the Company dated 8 December 2022 (the “**Circular**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as defined in the Circular.

At the EGM held on 22 December 2022, all the proposed resolutions as set out in the EGM Notice were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To grant a specific mandate to the board of directors of the Company for the allotment and issue of 2,958,390 Shares to Teeroy Limited in connection with the Restricted Share Award Scheme.	270,736,110 (96.58%)	9,580,901 (3.42%)
2.	To approve the allotment and issue of 2,958,390 Shares to Teeroy Limited as a connected transaction of the Company.	270,736,110 (96.58%)	9,580,901 (3.42%)

Notes:

- (a) The total number of Shares in issue as at the date of the EGM was 765,229,497 Shares.
- (b) The total number of Shares entitling the holder to attend and vote on the resolutions at the EGM was 725,196,939 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 EGM as set out in Rule 13.40 of the Listing Rules.
- (d) As disclosed in the Circular, pursuant to the rules of the Restricted Share Award Scheme, Trustee A (i.e. Teeroy Limited) and Trustee B (i.e. Tricor Trust (Hong Kong) Limited) shall not exercise any voting rights in respect of any Award Shares held by them as trustees, and there is no mechanism whereby the grantees may exercise, or may instruct the Trustees to exercise, any voting rights attached to any Award Shares held by the Trustees. This arrangement is consistent with the requirement under Rule 17.05A of the Listing Rules which will take effect from 1 January 2023. As such, Trustee A and Trustee B, holding a total of 40,032,558 Shares as at the date of the EGM, did not exercise their voting rights in respect of Shares held by them at the EGM.
- (e) Except as stated in (d) above, none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the EGM.
- (f) The Company confirms that, as at the date of the EGM, (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 Centerlab as a Shareholder at the EGM (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 EGM.
- (h) Dr. Liu, Jun, Ms. Yeh-Huang, Chun-Ying, Mr. Fu, Shan, Mr. Qiu, Yu Min, Ms. Hu, Lan, Mr. Chang, Hong-Jen and Dr. Wang, De Qian attended the EGM by electronics means.

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

Hong Kong, 22 December 2022

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