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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)

**COMPLETION OF CONNECTED TRANSACTIONS
INVOLVING SUBSCRIPTION BY TWO INVESTORS
FOR NEW SHARES TO BE ISSUED UNDER SPECIFIC MANDATE**

Reference is made to the announcement dated 31 May 2022 (the “**Announcement**”) and circular dated 5 July 2022 (the “**Circular**”) of TOT BIOPHARM International Company Limited (the “**Company**”) in relation to the connected transactions involving the allotment and issue of the Subscription Shares to Centerlab and Vivo Suzhou Fund. Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement and the Circular.

The Board is pleased to announce that, on 29 July 2022, all conditions precedent under each of the Subscription Agreements have been satisfied and completion of the Subscriptions has taken place in full, pursuant to which (i) Centerlab has been allotted and issued 33,750,000 Subscription Shares; and (ii) Vivo Suzhou Fund has been allotted and issued 116,250,000 Subscription Shares.

The following table sets forth, to the Company’s knowledge, the shareholding structure of the Company (i) immediately before completion of the Subscriptions; and (ii) immediately after completion of the Subscriptions:

Shareholder	(i) Immediately before completion of the Subscriptions		(ii) Immediately after completion of the Subscriptions	
	<i>Number of Shares</i>	<i>Approx. % shareholding</i>	<i>Number of Shares</i>	<i>Approx. % shareholding</i>
Shares not held in public hands:				
Centerlab and BioEngine Technology	185,569,200	30.16%	219,319,200	28.66%
Vivo VIII Funds and Vivo Suzhou Fund	103,245,000	16.78%	219,495,000	28.68%
Teeroy Limited ⁽¹⁾	5,638,992	0.92%	5,638,992	0.74%
Ms. Yeh-Huang, Chun-Ying	7,115,700	1.16%	7,115,700	0.93%

Shareholder	(i) Immediately before completion of the Subscriptions		(ii) Immediately after completion of the Subscriptions	
	Number of Shares	Approx. % shareholding	Number of Shares	Approx. % shareholding
<i>Shares held in public hands:</i>				
Prime Success International Limited ⁽²⁾	56,573,500	9.20%	56,573,500	7.39%
Advantech Capital Investment V Limited ⁽³⁾	49,136,800	7.99%	49,136,800	6.42%
Tricor Trust (Hong Kong) Limited ⁽⁴⁾	34,393,566	5.59%	34,393,566	4.50%
Other Shareholders	173,556,739	28.20%	173,556,739	22.68%
Total	615,229,497	100%	765,229,497	100%

Notes:

- (1) Teeroy Limited holds award Shares for the benefit of grantees under the Restricted Share Award Scheme who are the Company's connected persons (currently comprising the two executive Directors, namely Ms. Yeh-Huang, Chun-Ying and Dr. Liu, Jun).
- (2) Prime Success International Limited is wholly-owned by Chengwei Evergreen Capital, L.P., a fund under venture capital firm Chengwei Ventures LLC. Mr. Kang, Pei, a former non-executive Director of the Company who resigned on 12 March 2022, has been an executive director of Chengwei Investment Management Advisory (Shanghai) Co., Ltd. (an entity under Chengwei Ventures LLC) since March 2003, and represents Chengwei Ventures LLC on the Board of the Company. Notwithstanding this, to the best of the Company's knowledge, Prime Success International Limited is not a close associate of Mr. Kang, Pei and hence is not a core connected person of the Company. Therefore, the Shares held by Prime Success International Limited are considered to be held in public hands.
- (3) Advantech Capital Investment V Limited is wholly-owned by Advantech Capital II L.P., a fund under private equity firm Advantech Capital. Mr. Qiu, Yu Min, a current non-executive Director of the Company, has been a partner of Advantech Capital since October 2017, and represents Advantech Capital on the Board of the Company. Notwithstanding this, to the best of the Company's knowledge, Advantech Capital Investment V Limited is not a close associate of Mr. Qiu, Yu Min and hence is not a core connected person of the Company. Therefore, the Shares held by Advantech Capital Investment V Limited are considered to be held in public hands.
- (4) Tricor Trust (Hong Kong) Limited holds award Shares for the benefit of grantees under the Restricted Share Award Scheme who are not the Company's connected persons (i.e. non-Director employees and consultants).

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

Hong Kong, 29 July 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.