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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 RESULT OF THE EXTRAORDINARY GENERAL MEETING HELD ON 22 JULY 2022

Reference is made to the notice of the extraordinary general meeting (the “EGM”) of TOT BIOPHARM International Company Limited (the “Company”) dated 5 July 2022 (the “EGM Notice”) and the circular of the Company dated 5 July 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 July 2022, the proposed resolution as set out in the EGM Notice was duly passed by way of poll. The poll result is as follows:

Ordinary Resolution		Number of Votes (%)	
		For	Against
1.	A. The Centerlab Subscription Agreement dated 31 May 2022 and entered into by the Company as issuer and Centerlab as subscriber in relation to the subscription of the Centerlab Subscription Shares at the subscription price of HK\$3.15 per Share and the transactions contemplated therein be and are hereby approved.	186,955,710 (100.00%)	0 (0.00%)
	B. The Vivo Subscription Agreement dated 31 May 2022 and entered into by the Company as issuer and Vivo Suzhou Fund as subscriber in relation to the subscription of the Vivo Subscription Shares at the subscription price of HK\$3.15 per Share and the transactions contemplated therein be and are hereby approved.		

Ordinary Resolution		Number of Votes (%)	
		For	Against
C.	Conditional upon, among other things, the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares, the Directors be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares, subject to and in accordance with the terms and conditions set out in the Subscription Agreements.		
D.	Any one Director be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such acts, matters and things as are desirable or expedient to give effect to the Subscription Agreements, all the transactions contemplated thereunder and/or any matter ancillary or incidental thereto.		

Notes:

- (a) The total number of Shares in issue as at the date of the EGM was 615,229,497 Shares.
- (b) The total number of Shares entitling the holder to attend and vote on the resolution at the EGM was 326,415,297 Shares.
- (c) There were no Shares entitling the holder to attend but where the holder was required to abstain from voting in favour of the resolution at the EGM as set out in Rule 13.40 of the Listing Rules.
- (d) As disclosed in the Circular, Centerlab, BioEngine Technology and Vivo VIII Funds, holding a total of 288,814,200 Shares, have a material interest in the Subscriptions and the allotment and issue of the Subscription Shares, and hence are required to abstain and did abstain from voting on the resolution at the EGM.
- (e) As disclosed in the Circular, Teeroy Limited and 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 pursuant to the rules of the Restricted Share Award Scheme. Teeroy Limited and Tricor Trust (Hong Kong) Limited did not exercise their voting rights in respect of Shares held by them at the EGM.
- (f) Save as disclosed above, none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolution at the EGM.
- (g) 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.

- (h) The Company's share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.
- (i) Dr. Liu, Jun, Ms. Yeh-Huang, Chun-Ying, Mr. Fu, Shan, Mr. Qiu, Yu Min, Ms. Hu, Lan and Dr. Wang, De Qian attended the EGM by electronics means. Mr. Chang, Hong-Jen did not attend the EGM due to other business commitments.

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

Hong Kong, 22 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.