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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)

CHANGE OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF NON-EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of TOT BIOPHARM International Company Limited (the “**Company**”) hereby announces that, with effect from 12 March 2022:

- (a) Dr. Kung, Frank Fang-Chien has resigned from his role as a non-executive director of the Company due to adjustments to his personal work responsibilities;
- (b) Mr. Kang, Pei has resigned from his roles as a non-executive director of the Company and a member of the Remuneration Committee due to his desire to devote more energy to his work in other fields; and
- (c) Dr. Sun, Lijun Richard has resigned from his roles as an independent non-executive director of the Company and a member of each of the Remuneration Committee, the Nomination Committee, and the Strategy and ESG Committee due to the expiration of his three-year term of appointment and his intention to not renew the appointment by reason of personal affairs arrangements,

(collectively, the “**Resigning Directors**”).

Each of the Resigning Directors has confirmed that, as at the date of this announcement, he has no disagreement with the Board and he is not aware of any matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”).

The Board would like to express its sincere gratitude to each of the Resigning Directors for their contribution to the Company during their respective terms of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Dr. Wang, De Qian (“**Dr. Wang**”) has been appointed as an independent non-executive director of the Company, with effect from 12 March 2022.

Dr. Wang, aged 71, possesses extensive experience in the area of biopharmacy. He obtained a bachelor’s degree in agricultural machinery from Liaoning Agricultural College (遼寧農學院) (now known as Shenyang Agricultural University (瀋陽農業大學)) in China in 1977, and obtained a master of science degree in bioresource engineering and a Ph.D. in mechanical engineering (bioengineering) from Oregon State University in the United States in 1987 and 1991, respectively. He served multiple positions under the Bayer AG (Frankfurt Stock Exchange: BAYN) group between 1994 and 2016, and served as vice president of a subsidiary of WuXi Biologics (Cayman) Inc. (Hong Kong Stock Exchange: 2269) between 2016 and 2021.

Dr. Wang’s directorship is subject to retirement by rotation and re-election in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Company’s articles of association. Dr. Wang has signed a letter of appointment with the Company for a term of three years commencing on 12 March 2022, under which he is entitled to a remuneration of USD40,000 annually, determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to his contributions, experience and relevant duties and responsibilities within the Company. As at the date of this announcement, Dr. Wang (i) does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) has not held any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) does not have, and is not deemed to have, any interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Dr. Wang has confirmed that, save as disclosed above, there is no other information required to be brought to the attention of the shareholders of the Company pursuant to Rule 13.51(2) of the Listing Rules in relation to his appointment as an independent non-executive director of the Company.

The Board would like to express its warm welcome to Dr. Wang for joining the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board hereby further announces that, in order to enable the Board and various Board committees to better discharge their functions, with effect from 12 March 2022:

- (a) Mr. Chang, Hong-Jen has been appointed as a member of the Remuneration Committee, and has ceased to be the chairman of the Remuneration Committee and a member of the Strategy and ESG Committee;

- (b) Mr. Qiu, Yu Min has been appointed as the chairman of the Remuneration Committee and a member of the Strategy and ESG Committee; and
- (c) Dr. Wang has been appointed as a member of each of the Remuneration Committee, the Nomination Committee, and the Strategy and ESG Committee.

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

Hong Kong, 12 March 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, Dr. Wang, De Qian and Mr. Chang, Hong-Jen.