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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 JOINT COMPANY SECRETARY AND FINANCE PERSONNEL

Mr. Yao, Jau-Chang (姚朝昶先生) has resigned from his positions as joint company secretary of the Company and vice general manager of the finance management division of the Group with effect from 1 February 2022.

Ms. Xiao, Ben (肖賁女士), senior director of the finance management division of the Group, has taken over Mr. Yao's finance-related functions, and has been appointed as senior finance director of the Group with effect from 1 February 2022.

Mr. Chen, Yifan (陳一帆先生), senior director of the legal division of the Group, has been appointed as a joint company secretary of the Company in replacement of Mr. Yao with effect from 1 February 2022, subject to certain conditions, including that Mr. Lui, Wing Yat Christopher (呂穎一先生) will be retained as the other joint company secretary of the Company for a period of three years from the effective date of Mr. Chen's appointment.

RESIGNATION OF JOINT COMPANY SECRETARY AND CHANGE OF FINANCE PERSONNEL

The board of directors (the “**Board**”) of TOT BIOPHARM International Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Yao, Jau-Chang (姚朝昶先生) (“**Mr. Yao**”) has resigned from his positions as joint company secretary of the Company and vice general manager of the finance management division of the Group due to his desire to pursue other career opportunities, with effect from 1 February 2022.

Mr. Yao has confirmed that, as at the date of this announcement, he has no disagreement with the Board, and there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board is pleased to announce that Ms. Xiao, Ben (肖賁女士) (“**Ms. Xiao**”), senior director of the finance management division of the Group, has taken over Mr. Yao's finance-related functions, and has been appointed as senior finance director of the Group with effect from 1 February 2022.

BIOGRAPHICAL DETAILS OF MS. XIAO

Ms. Xiao, aged 40, joined the Group in January 2022 as senior director of the finance management division, in charge of the financial management, investment and financing matters of the Group.

Prior to joining the Group, Ms. Xiao served as group chief financial officer of a multinational corporation specializing in the research and development and production of renewable energy solutions between June 2021 and October 2021. Between November 2016 and May 2021, she served as chief financial officer of Fuba Automotive Electronics GmbH in Germany, and also assumed the position of managing director of its production base in Suzhou, the People's Republic of China (the "PRC") since August 2019. Between October 2004 and September 2016, she successively served as student intern, accounting and finance consultant and accounting and finance specialist of Wincor Nixdorf International GmbH in Germany, an information technology solutions provider under Wincor Nixdorf AG (formerly Frankfurt Stock Exchange: WIN) which was merged into Diebold Nixdorf, Inc. (NYSE: DBD) in 2016.

From 1998 to 2005, Ms. Xiao successively attended Beijing Foreign Studies University (北京外國語大學) in the PRC with a focus on German, and Paderborn University (*Universität Paderborn*) in Germany with a focus on business, economics, accounting and taxation, and received a degree equivalent to a master's degree in business administration (*Diplom-Kauffrau*) from Paderborn University in 2005. Ms. Xiao is a Fellow of The Chartered Institute of Management Accountants of the United Kingdom (FCMA), and is also recognized as a Chartered Global Management Accountant (CGMA).

APPOINTMENT OF JOINT COMPANY SECRETARY AND WAIVER FROM THE STOCK EXCHANGE

The Board is pleased to announce that, following Mr. Yao's resignation, Mr. Chen, Yifan (陳一帆先生) ("**Mr. Chen**"), senior director of the legal division of the Group, has been appointed as a joint company secretary of the Company, with effect from 1 February 2022.

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**" or "**HKSE**") (the "**Listing Rules**"), a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules, whereas Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of The Stock Exchange of Hong Kong Limited, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Chen currently does not possess the necessary academic or professional qualifications and may not possess sufficient relevant experience, and hence may not be able to solely fulfill the requirements under Rule 3.28 of the Listing Rules. However, the Company considers Mr. Chen to be suitable to act as a joint company secretary of the Company primarily in view of his involvement in the Group's affairs, prior work experience and professional credentials.

In this regard, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Chen as a joint company secretary of the Company for a period of three years from the effective date of such appointment (the “**Waiver Period**”) on the following conditions:

- (a) during the Waiver Period, Mr. Chen will be assisted by Mr. Lui, Wing Yat Christopher (呂穎一先生) (“**Mr. Lui**”), the current other joint company secretary of the Company, who satisfies the requirements under Rule 3.28 of the Listing Rules and will be retained as the other joint company secretary of the Company; and
- (b) the waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company will demonstrate and seek the Stock Exchange’s confirmation that Mr. Chen, having had the benefit of Mr. Lui’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

BIOGRAPHICAL DETAILS OF MR. CHEN

Mr. Chen, aged 42, joined the Group in May 2020 as senior director of the legal division, in charge of the overall legal and intellectual property affairs of the Group.

Prior to joining the Group, Mr. Chen served as corporate counsel of Flextronics Electronics Technology (Suzhou) Co., Ltd. (偉創力電子技術(蘇州)有限公司), a subsidiary of Flex Ltd. (NASDAQ: FLEX), between January 2017 and May 2020, during which he was responsible for legal affairs in North Asia. Between July 2012 and December 2016, he served as senior legal manager of MFLEX Suzhou Co., Ltd. (蘇州維信電子有限公司), a subsidiary of Multi-Fineline Electronix, Inc. (formerly NASDAQ: MFLX), during which he was responsible for legal and compliance affairs in Greater China. Between March 2008 and May 2012, he served as legal manager of CSI Solar Power (China) Inc. (阿特斯(中國)投資有限公司), a subsidiary of Canadian Solar Inc. (NASDAQ: CSIQ), during which he was responsible for legal affairs in the PRC. Mr. Chen was an attorney-at-law in the Nanjing office and Shanghai office of Tianzhiquan Law Firm (天之權律師事務所) in 2002 and 2003, respectively.

Mr. Chen received a bachelor’s degree in law from Nanjing University in the PRC in 2002 and a master’s degree in professional accounting from the University of Canberra in Australia in 2005. Mr. Chen was admitted as a PRC lawyer.

BIOGRAPHICAL DETAILS OF MR. LUI

Mr. Lui, aged 32, is a Senior Manager of Corporate Services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. He was appointed as a joint company secretary of the Company on 16 April 2019.

Mr. Lui has over 10 years of experience in the corporate secretarial field. He has worked for Tricor Services Limited from October 2011 and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Apart from his role with the Company, he is currently the joint company secretary of HBM Holdings Limited (HKSE: 2142) and named company secretary of CARsgen Therapeutics Holdings Limited (HKSE: 2171). He was also the named company secretary of Brainhole Technology Limited (HKSE: 2203) from June 2018 to March 2020.

Mr. Lui became a Chartered Secretary and an Associate Member of both The Hong Kong Institute of Chartered Secretaries (now known as The Hong Kong Chartered Governance Institute) and The Institute of Chartered Secretaries and Administrators (now known as The Chartered Governance Institute) in the United Kingdom in 2017. Mr. Lui graduated from University College London in the United Kingdom in 2011.

ACKNOWLEDGEMENTS

The Board would like to express its sincere gratitude to Mr. Yao for his valuable contributions to the Group during his term of office, and congratulate Ms. Xiao and Mr. Chen on their new positions.

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

Hong Kong, 31 January 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, Dr. Kung, Frank Fang-Chien, Mr. Kang, Pei and Mr. Qiu, Yu Min; and the independent non-executive Directors of the Company are Ms. Hu, Lan, Dr. Sun, Lijun Richard and Mr. Chang, Hong-Jen.