

If you are in any doubt as to any aspect of this further supplemental circular or as to the action to be taken, you should consult a licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in TOT BIOPHARM International Company Limited, you should at once hand this further supplemental circular and the enclosed Third Form of Proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**ADDITIONAL PROPOSAL FOR
RE-ELECTION OF RETIRING DIRECTOR
AND
FURTHER SUPPLEMENTAL
NOTICE OF ADJOURNED ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 4 to 8 of this further supplemental circular.

This further supplemental circular should be read together with (i) the Main Circular dated 23 May 2024 in relation to proposals for general mandates to issue and buy back Shares, re-election of retiring Directors, and notice of the Annual General Meeting; and (ii) the Supplemental Circular dated 30 May 2024 in relation to the proposed adoption of the 2024 restricted share award scheme, and supplemental notice of the Annual General Meeting. The Annual General Meeting of the Company, as adjourned, will be held on Wednesday, 26 June 2024 at 10:30 a.m. with the combination of a physical meeting at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong and a virtual meeting online.

The further supplemental notice convening the Annual General Meeting together with the Third Form of Proxy for use at the meeting are enclosed with this further supplemental circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the Third Form of Proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's share registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 10:30 a.m. on Monday, 24 June 2024) or the further adjourned meeting (as the case may be). Completion and return of the Third Form of Proxy shall not preclude you from attending and voting in person at the meeting or any further adjourned meeting should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

12 June 2024

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DEFINITIONS

In this further supplemental circular, the following expressions have the following meanings unless the context otherwise requires:

“Annual General Meeting”	a hybrid annual general meeting of the Company, as adjourned, to be held on Wednesday, 26 June 2024 at 10:30 a.m. with the combination of a physical meeting at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong and a virtual meeting online or any further adjournment thereof, the notice of which was set out on pages 16 to 20 of the Main Circular, the supplemental notice of which was set out on pages 26 to 28 of the Supplemental Circular, and the further supplemental notice of which is set out on pages 11 to 12 of this further supplemental circular
“Articles of Association”	the amended and restated articles of association of the Company which were adopted on 30 September 2019 and became effective on 28 October 2019
“Audit and Connected Transactions Review Committee”	the Audit and Connected Transactions Review Committee of the Board
“Board”	the board of Directors of the Company
“Centerlab”	Center Laboratories, Inc. (晟德大藥廠股份有限公司), a company incorporated in Taiwan with limited liability on 4 November 1959 whose shares are listed on the Taipei Exchange (stock code: 4123)
“Company”	TOT BIOPHARM International Company Limited (東曜藥業股份有限公司) (formerly known as TOT BIOPHARM International Company Limited (東源國際醫藥股份有限公司)), a company incorporated in Hong Kong with limited liability on 4 December 2009 whose Shares are listed on the Stock Exchange (stock code: 1875)
“Director(s)”	the director(s) of the Company
“First Form of Proxy”	the form of proxy enclosed with the Main Circular
“Global Offering”	the initial public offering of the Company which was completed on the Listing Date
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	5 June 2024, being the latest practicable date for ascertaining certain information referred to in this further supplemental circular
“Listing Date”	8 November 2019, the date on which the Shares were listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Main Circular”	the circular of the Company dated 23 May 2024 in relation to proposals for general mandates to issue and buy back Shares, re-election of retiring Directors, and notice of the Annual General Meeting
“Nomination Committee”	the Nomination Committee of the Board
“PRC”	the People’s Republic of China, excluding, for the purpose of this further supplemental circular, Hong Kong, Macau Special Administrative Region and Taiwan
“Prospectus”	the prospectus dated 29 October 2019 published by the Company
“Remuneration Committee”	the Remuneration Committee of the Board
“Second Form of Proxy”	the second form of proxy enclosed with the Supplemental Circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Circular”	the supplemental circular of the Company dated 30 May 2024 in relation to the proposed adoption of the 2024 restricted share award scheme, and supplemental notice of the Annual General Meeting
“Taipei Exchange”	Taipei Exchange (證券櫃檯買賣中心) in Taiwan

DEFINITIONS

“Third Form of Proxy”	the third form of proxy enclosed with this further supplemental circular
“United States”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States

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)

Executive Director:

Dr. Liu, Jun

(Chief Executive Officer)

Non-Executive Directors:

Mr. Fu, Shan *(Chairperson of the Board)*

Ms. Yeh-Huang, Chun-Ying

(Vice Chairperson of the Board)

Dr. Liu, Weidong

Independent Non-Executive Directors:

Ms. Hu, Lan

Mr. Chang, Hong-Jen

Dr. Wang, De Qian

Registered Office:

5/F, Manulife Place,

348 Kwun Tong Road,

Kowloon,

Hong Kong

*Headquarters and Principal Place of
Business in the PRC:*

120 Changyang Street,

Suzhou Industrial Park, Suzhou,

PRC

Share Registrar:

Tricor Investor Services Limited

17/F, Far East Finance Centre,

16 Harcourt Road,

Hong Kong

12 June 2024

To the Shareholders

Dear Sir or Madam,

**ADDITIONAL PROPOSAL FOR
RE-ELECTION OF RETIRING DIRECTOR
AND
FURTHER SUPPLEMENTAL
NOTICE OF ADJOURNED ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Main Circular dated 23 May 2024 in relation to proposals for general mandates to issue and buy back Shares, re-election of retiring Directors, and notice of the Annual General Meeting.

LETTER FROM THE BOARD

As disclosed in the Main Circular, (i) in accordance with Article 111 of the Articles of Association, Ms. Yeh-Huang, Chun-Ying, Ms. Hu, Lan and Mr. Chang, Hong-Jen will retire from office by rotation at the Annual General Meeting; and (ii) as Mr. Chang, Hong-Jen would like to devote more time to other businesses, he would not offer himself for re-election and accordingly would resign from his position as an independent non-executive Director with effect from 14 June 2024 at the conclusion of the Annual General Meeting.

Subsequent to the publication of the Main Circular, the Company has recently been notified by Mr. Chang, Hong-Jen that he intends to continue to serve as an independent non-executive Director after the Annual General Meeting, and accordingly he will also offer himself for re-election at the Annual General Meeting.

The purpose of this further supplemental circular is to provide you with information relating to the re-election of Mr. Chang, Hong-Jen, and to give you the further supplemental notice of the Annual General Meeting and the Third Form of Proxy.

2. RE-ELECTION OF MR. CHANG, HONG-JEN

As explained above, in addition to the other Directors who will offer themselves for re-election as disclosed in the Main Circular, Mr. Chang, Hong-Jen, being eligible, will also offer himself for re-election as an independent non-executive Director at the Annual General Meeting. Mr. Chang, Hong-Jen has demonstrated his ability to provide an independent view to the Company's matters and valuable contributions to the Company during his term of office. The Company has received a written confirmation from Mr. Chang, Hong-Jen confirming his independence in accordance with Rule 3.13 of the Listing Rules.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of Mr. Chang, Hong-Jen with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of Mr. Chang, Hong-Jen. The Nomination Committee has recommended to the Board on the re-election of Mr. Chang, Hong-Jen. The Company considers that Mr. Chang, Hong-Jen will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity, especially taking into account (i) his academic background in medicine and public health; (ii) his public health-related work experience in public service and the academia; and (iii) his experience in biotech investment and directorships. In addition, the Company considers that Mr. Chang, Hong-Jen is independent in accordance with the independence guidelines set out in the Listing Rules. Furthermore, although Mr. Chang, Hong-Jen currently holds directorships at seven companies listed on the Taipei Exchange, the Company believes that he will be able to devote sufficient time to the Board given that most of his directorships and other professional engagements generally do not require his full-time commitment.

Details of Mr. Chang, Hong-Jen are set out in the Appendix on pages 9 to 10 of this further supplemental circular.

LETTER FROM THE BOARD

3. VOTING BY POLL

The resolution set out in the further supplemental notice of the Annual General Meeting will be decided by poll in accordance with the Listing Rules. The poll results will be published on the Company's website at www.totbiopharm.com.cn and the Stock Exchange's website at www.hkexnews.hk after the conclusion of the Annual General Meeting.

4. FURTHER SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND THIRD FORM OF PROXY

The notice and supplemental notice of the Annual General Meeting respectively set out in the Main Circular and the Supplemental Circular as well as the First Form of Proxy and the Second Form of Proxy respectively enclosed with the Main Circular and the Supplemental Circular all did not contain the resolution in relation to the re-election of Mr. Chang, Hong-Jen. Therefore, for the purpose of proposing such resolution at the Annual General Meeting, the further supplemental notice of the Annual General Meeting is set out on pages 11 to 12 of this further supplemental circular, and the Third Form of Proxy for use at the Annual General Meeting is enclosed with this further supplemental circular. The Third Form of Proxy only serves as a further supplement to the First Form of Proxy and the Second Form of Proxy in respect of such resolution. The Third Form of Proxy will not replace, revoke or otherwise affect the validity of the First Form of Proxy and the Second Form of Proxy duly completed and returned by you in respect of the resolutions respectively referred to in the Main Circular and the Supplemental Circular.

In order to allow Shareholders more time to consider the resolution in relation to the re-election of Mr. Chang, Hong-Jen, the Annual General Meeting originally scheduled to be held on Friday, 14 June 2024 at 10:00 a.m. will be adjourned to Wednesday, 26 June 2024 at 10:30 a.m. to be held at the same physical venue and in the same hybrid format. In terms of procedure, it is expected that at the originally scheduled time and date of the Annual General Meeting, the chairman of the Annual General Meeting will announce the adjournment of the Annual General Meeting to the new time and date in accordance with the Articles of Association, and no other business will be transacted. Therefore, Shareholders need not and should not attend the Annual General Meeting at the originally scheduled time and date.

Whether or not you are able to attend the Annual General Meeting at the new time and date, you are requested to complete the Third Form of Proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's share registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 10:30 a.m. on Monday, 24 June 2024) or the further adjourned meeting (as the case may be). The aforesaid return deadline also applies to the First Form of Proxy and the Second Form of Proxy. Completion and return of the First Form of Proxy, the Second Form of Proxy and/or the Third Form of Proxy will not prevent you from attending and voting in person at the Annual General Meeting or any further adjourned meeting if you so wish. If you attend and vote at the Annual General Meeting, the authority of the proxy will be revoked.

LETTER FROM THE BOARD

Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the Annual General Meeting) for the proxy to receive the login access code to participate online in the e-Meeting System.

The Annual General Meeting will be conducted in a hybrid manner with the combination of a physical meeting and a virtual meeting online. Shareholders will have the option of joining the Annual General Meeting either (a) through the physical meeting at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong; or (b) through the Internet by using their computer, tablet device or smartphone.

Registered Shareholders will be able to attend the Annual General Meeting, vote and submit questions online via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the Annual General Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

If any Shareholder has any question on the arrangements of the Annual General Meeting, please contact Tricor Investor Services Limited, the Company's share registrar, during business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong public holidays) at the following:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Email: is-enquiries@hk.tricorglobal.com

Telephone: (852) 2980-1333.

5. CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

As disclosed in the Main Circular, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 (both days inclusive), during which period no transfer of Shares will be effected, and accordingly, in order to qualify for the right to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged no later than 4:30 p.m. on Friday, 7 June 2024 for registration of transfer.

Notwithstanding the adjournment of the Annual General Meeting, the aforesaid period of closure of register of members remains unchanged, and the record date for determining Shareholders' right to attend and vote at the Annual General Meeting also remains unchanged at Friday, 14 June 2024. Accordingly, any person who becomes a Shareholder from Friday, 14 June 2024 to Wednesday, 26 June 2024 (both days inclusive) will not be entitled to attend and vote at the Annual General Meeting.

LETTER FROM THE BOARD

6. RESPONSIBILITY STATEMENT

This further supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this further supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this further supplemental circular misleading.

7. CONFIRMATION IN RELATION TO CENTERLAB AND MR. LIN, JUNG-CHIN

As disclosed on pages 282 to 283 of the Prospectus, as part of the measures adopted by the Company to address any potential competition and conflict of interest between the Company on one hand and Centerlab and its then chairman Mr. Lin, Jung-Chin on the other hand, the Company has undertaken to the Stock Exchange to include the following statement in this further supplemental circular.

The Company confirms that, as at the Latest Practicable Date, (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 Annual General Meeting (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.

8. RECOMMENDATION

The Board considers that the re-election of Mr. Chang, Hong-Jen is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
TOT BIOPHARM International Company Limited
Dr. Liu, Jun
Chief Executive Officer and Executive Director

The following are the details of Mr. Chang, Hong-Jen, one of the retiring Directors proposed to be re-elected at the Annual General Meeting.

MR. CHANG, HONG-JEN

Mr. Chang, Hong-Jen (張鴻仁先生), aged 68, joined the Group on 12 March 2019 as an independent non-executive Director. He is also a member of the Audit and Connected Transactions Review Committee and the Remuneration Committee. He has over 18 years of experience in biotech investment.

Mr. Chang has served as an adjunct professor of Institute of Public Health, National Yang Ming Chiao Tung University (formerly known as National Yang-Ming University) from August 2005, the Chairman of YFY Biotech Management Co., Ltd. from July 2005, the Chairman of MiCareo Taiwan Co., Ltd. from July 2011, and the Chairman of EUSOL Biotech Co., Ltd. (Taipei Exchange: 6652) from October 2009. He has been a director of Excelsior Biopharma Inc. (Taipei Exchange: 6496) from June 2015, a director of TaiGen Biopharmaceuticals Holdings Limited (Taipei Exchange: 4157) from April 2013, a director of Medeon Biodesign, Inc. (Taipei Exchange: 6499) from July 2018, a director of Formosa Pharmaceuticals Inc. (Taipei Exchange: 6838) from June 2020, a director of Acepodia, Inc. (Taipei Exchange: 6976) from January 2018, and an independent director of Maywufa Company Ltd. (Taipei Exchange: 1731) from May 2023.

Mr. Chang worked in the Department of Health of Taiwan's Executive Yuan from February 2001 to November 2004, where his last position held was as the Deputy Minister.

Mr. Chang obtained his bachelor's degree in medicine from National Yang-Ming Medical College in Taiwan in June 1982, master's degree in public health from National Taiwan University in Taiwan in June 1984, and master's degree in health services administration from Harvard University in the United States in June 1987.

In preparation for the Global Offering, the term of Mr. Chang's service has been adjusted to a fixed term of three years commencing from 12 March 2019. The term of service of Mr. Chang has been renewed for another fixed term of three years commencing from 12 March 2022. Mr. Chang is entitled to an annual Director's fee of US\$40,000. The remuneration of all Directors are determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to the Director's contributions, experience and relevant duties and responsibilities within the Company.

Save as disclosed above, Mr. Chang did not hold any directorship in other listed public companies in the three years immediately preceding the Latest Practicable Date. Save as disclosed above, as far as the Board is aware, Mr. Chang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Chang did not have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chang confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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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)

Reference is made to the notice dated 23 May 2024 (the “**Main Notice**”) and supplemental notice dated 30 May 2024 (the “**Supplemental Notice**”) in relation to the hybrid annual general meeting of TOT BIOPHARM International Company Limited (the “**Company**”) originally scheduled to be held on Friday, 14 June 2024 at 10:00 a.m. with the combination of a physical meeting at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong and a virtual meeting online. This further supplemental notice should be read together with the Main Notice and the Supplemental Notice.

FURTHER SUPPLEMENTAL NOTICE IS HEREBY GIVEN that, (i) the aforesaid meeting will be adjourned to Wednesday, 26 June 2024 at 10:30 a.m. to be held at the same physical venue and in the same hybrid format; and (ii) in addition to the resolutions set out in the Main Notice and the Supplemental Notice, the aforesaid meeting will also be held for the following purpose:

ORDINARY RESOLUTION

2. E. To re-elect Mr. Chang, Hong-Jen as an independent non-executive director of the Company.

By order of the Board

TOT BIOPHARM International Company Limited

Dr. Liu, Jun

Chief Executive Officer and Executive Director

Hong Kong, 12 June 2024

Notes:

1. Please refer to Notes 1 to 3 set out in the Main Notice for details relating to attendance of, voting at, and appointment of proxy(ies) for, the above meeting or any further adjournment thereof (the “**AGM**”).
2. To be valid, a third form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the Company’s share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 10:30 a.m. on Monday, 24 June 2024) or the further adjourned meeting (as the case may be). Completion and return of the third form of proxy will not preclude a member from attending the AGM and voting in person if he so wishes. In the event of a member who has lodged a third form of proxy attending the AGM, the third form of proxy will be deemed to have been revoked.

Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the AGM) for the proxy to receive the login access code to participate online in the e-Meeting System.

FURTHER SUPPLEMENTAL NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

3. The resolution set out in this notice shall be decided by poll.
4. References to time and dates in this notice are to Hong Kong time and dates.

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