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Touyun Biotech Group Limited
透雲生物科技集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1332)

**PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME AND
TERMINATION OF THE EXISTING SHARE OPTION SCHEME**

On 24 April 2025, the Board resolved to propose the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme for the approval by the Shareholders at the AGM.

THE EXISTING SHARE OPTION SCHEME

The Existing Share Option Scheme was adopted by the Company on 2 June 2022 and is valid and effective for a period of 10 years from the date of adoption. According to the terms of the Existing Share Option Scheme, the Company may by resolution in general meeting at any time resolve to terminate the Existing Share Option Scheme and in such event, no further options may be granted but the provision of the Existing Share Option Scheme shall remain in force and effect to the extent necessary to give effect to the exercise of any options granted prior to its termination or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme. Options granted under the Existing Share Option Scheme prior to such termination shall continue to be valid and exercisable in accordance with the rules of the Existing Share Option Scheme.

As at the date of this announcement, there were 355,968,000 outstanding options granted but not yet exercised under the Existing Share Option Scheme. The Board has no intention of granting any further option under the Existing Share Option Scheme during the period from the date of this announcement and the date of the AGM.

PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME

The amendments of Chapter 17 of the Listing Rules have taken effect from 1 January 2023. In this connection, the Company proposes to terminate the Existing Share Option Scheme and adopt the New Share Option Scheme, which will be valid for a period of 10 years from the date of adoption of the New Share Option Scheme. The provisions of the New Share Option Scheme will comply with the requirements of amended Chapter 17 of the Listing Rules which has taken effect from 1 January 2023.

The Directors believe that the New Share Option Scheme will help the Group in attracting and retaining high calibre personnel of the Group, to provide additional incentives to the Eligible Participants and to promote the overall success of the business of the Group. Furthermore, the New Share Option Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company which will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth and profitability of the Group.

Based on the above, the Directors consider that the adoption of the New Share Option Scheme is in the interests of the Company and the Shareholders as a whole.

The New Share Option Scheme shall become effective upon satisfaction of the following conditions: (i) the passing of an ordinary resolution by the Shareholders to approve the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme and to authorise the Board to grant Share Options and to allot and issue Shares pursuant to the exercise of any Options to be granted under the New Share Option Scheme; and (ii) the Listing Committee granting approval for the listing of, and permission to deal in, any Shares which may fall to be allotted and issued by the Company pursuant to the exercise of any Options to be granted under the New Share Scheme.

An application will be made to the Stock Exchange for the approval for the listing of, and permission to deal in, and new Shares which may fall to be issued or allotted pursuant to the exercise of the Options to be granted under the New Share Option Scheme.

GENERAL

A circular containing, among other matters, details relating to the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme and the notice convening the AGM will be despatched to the Shareholders in due course.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the forthcoming annual general meeting of the Company to be convened and held to consider and, if thought fit, approve, among other things, the proposed adoption of the New Share Option Scheme and termination of the Existing Share Option Scheme
“Board”	the board of Directors
“Company”	Touyun Biotech Group Limited (Stock Code: 1332), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company
“Existing Share Option Scheme”	the share option scheme adopted by the Company on 2 June 2022
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“New Share Option Scheme”	the new share option scheme of the Company proposed to be approved and adopted by the Shareholders at the AGM
“Option(s)”	share option(s) to subscribe for Shares to be granted pursuant to the New Share Option Scheme
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Touyun Biotech Group Limited
Wang Liang
Chairman

Hong Kong, 24 April 2025

As at the date of this announcement, the Board comprises the following directors:

Executive Directors

Mr. Wang Liang (*Chairman*)

Mr. Du Dong

Non-executive Directors

Mr. Chen Hui

Ms. Tian Yuze

Mr. Jia Wenjie

Mr. Zhang Lele

Independent Non-executive Directors

Mr. Cheung Wing Ping

Mr. Ha Kee Choy Eugene

Mr. To Shing Chuen

Mr. Hu Guohua