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EVEREST MEDICINES

云 頂 新 耀

Everest Medicines Limited

雲 頂 新 耀 有 限 公 司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1952)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 29 JUNE 2022

Reference is made to the circular (the “**Circular**”) of Everest Medicines Limited (the “**Company**”) incorporating, amongst others, the notice (the “**Notice**”) of the annual general meeting of the Company (the “**AGM**”) dated 24 May 2022. Unless the context requires otherwise, the capitalized terms used herein shall have the same meanings as those defined in the Circular.

At the AGM held on 29 June 2022, all the proposed resolutions as set out in the Notice were taken by poll. The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2021 and the reports of the directors of the Company (the “ Directors ”) and independent auditor of the Company (the “ Auditor ”) thereon.	221,501,918 (100%)	0 (0%)
2(a).	To re-elect Dr. Kerry Levan Blanchard as an executive Director.	221,387,418 (99.948307%)	114,500 (0.051693%)
2(b).	To re-elect Mr. Yubo Gong as a non-executive Director.	221,256,899 (99.889383%)	245,019 (0.110617%)
2(c).	To re-elect Mr. Shidong Jiang as an independent non-executive Director.	221,353,918 (99.933183%)	148,000 (0.066817%)
2(d).	To authorize the board of directors (the “ Board ”) to fix the remuneration of the Directors.	221,501,918 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	To re-appoint PricewaterhouseCoopers as the Auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration.	221,501,918 (100%)	0 (0%)
4.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	204,080,474 (100%)	0 (0%)
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	194,685,661 (87.893443%)	26,816,257 (12.106557%)
6.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	194,757,661 (87.925948%)	26,744,257 (12.074052%)
7(a).	To approve and confirm the grant of share awards (the “ 2021 Awards ”) to Dr. Kerry Levan Blanchard in accordance with the terms of the post-IPO share award scheme adopted by the Shareholders on 21 September 2020 (the “ Post-IPO Share Award Scheme ”).	198,574,661 (89.649184%)	22,927,257 (10.350816%)
7(b).	To approve and confirm the grant of 2021 Awards to Mr. Ian Ying Woo in accordance with the terms of the Post-IPO Share Award Scheme.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
7(c).	To approve and confirm the grant of 2021 Awards to Mr. Xiaofan Zhang in accordance with the terms of the Post-IPO Share Award Scheme.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
7(d).	To approve and confirm the grant of 2021 Awards to Ms. Xu Zhu in accordance with the terms of the Post-IPO Share Award Scheme and the pre-IPO employee equity plan adopted on 25 December 2018, amended and restated on 17 February 2020 (the “ Pre-IPO ESOP ”).	198,574,661 (89.649184%)	22,927,257 (10.350816%)
7(e).	To approve and confirm the grant of 2021 Awards to Ms. Yang Shi in accordance with the terms of the Post-IPO Share Award Scheme and the Pre-IPO ESOP.	198,574,661 (89.649184%)	22,927,257 (10.350816%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
7(f).	To approve and confirm the grant of 2021 Awards to Dr. Zhengying Zhu in accordance with the terms of the Post-IPO Share Award Scheme and the Pre-IPO ESOP.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
7(g).	To approve and confirm the grant of 2021 Awards to Mr. Yuan Gao in accordance with the terms of the Post-IPO Share Award Scheme and the Pre-IPO ESOP.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
7(h).	To approve and confirm the grant of 2021 Awards to Ms. Min Yu in accordance with the terms of the Post-IPO Share Award Scheme.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
7(i).	To approve and confirm the grant of 2021 Awards to Mr. Zixin Qiao in accordance with the terms of the Post-IPO Share Award Scheme.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
7(j).	To authorise any one or more of the directors of the Company, with the exception of Dr. Kerry Levan Blanchard, Mr. Ian Ying Woo and Mr. Xiaofan Zhang in respect to the proposed grant of 2021 Awards to each of them, respectively, to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the proposed grant of 2021 Awards (the “ 2021 Award Shares ”) in accordance with the terms of the Post-IPO Share Award Scheme and the Pre-IPO ESOP, such that the 2021 Award Shares shall rank pari passu in all respects among themselves and with the existing ordinary shares in issue at the date of the allotment and issuance of the 2021 Award Shares, and to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in 7(a) to (i) above.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
8(a).	To approve and confirm the grant of share awards (the “ 2022 Awards ”) to Ms. Min Yu in accordance with the terms of the Post-IPO Share Award Scheme.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
8(b).	To approve and confirm the grant of 2022 Awards to Mr. Zixin Qiao in accordance with the terms of the Post-IPO Share Award Scheme.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
8(c).	To approve and confirm the grant of 2022 Awards to Dr. Heasun Park in accordance with the terms of the Post-IPO Share Award Scheme.	198,574,661 (89.649184%)	22,927,257 (10.350816%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
8(d).	To approve and confirm the grant of 2022 Awards to Mr. Ng Kah San in accordance with the terms of the Post-IPO Share Award Scheme.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
8(e).	To approve and confirm the grant of 2022 Awards to Mr. Yuan Gao in accordance with the terms of the Post-IPO Share Award Scheme.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
8(f).	To authorise any one or more of the directors of the Company, to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the proposed grant of 2022 Awards (the “ 2022 Award Shares ”) in accordance with the terms of the Post-IPO Share Award Scheme, such that the 2022 Award Shares shall rank pari passu in all respects among themselves and with the existing ordinary shares in issue at the date of the allotment and issuance of the 2022 Award Shares, and to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in 8(a) to (e) above.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
9(a).	To approve and confirm the grant of performance target awards (the “ Performance Target Awards ”) to Dr. Kerry Levan Blanchard in accordance with the terms of the Post-IPO Share Award Scheme.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
9(b).	To approve and confirm the grant of Performance Target Awards to Mr. Ian Ying Woo in accordance with the terms of the Post-IPO Share Award Scheme.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
9(c).	To approve and confirm the grant of Performance Target Awards to Mr. Xiaofan Zhang in accordance with the terms of the Post-IPO Share Award Scheme.	198,574,661 (89.649184%)	22,927,257 (10.350816%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
9(d).	To authorise any one or more of the directors of the Company, with the exception of Dr. Kerry Levan Blanchard, Mr. Ian Ying Woo and Mr. Xiaofan Zhang in respect to the proposed grant of Performance Target Awards to each of them, respectively, to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the proposed grant of Performance Target Awards (the “ Performance Target Awards Shares ”) in accordance with the terms of the Post-IPO Share Award Scheme, such that the Performance Target Awards Shares shall rank pari passu in all respects among themselves and with the existing ordinary shares in issue at the date of the allotment and issuance of the Performance Target Award Shares, and to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in 9(a) to (c) above.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
10.	To approve the Increase in Scheme Limit to increase the existing scheme limit of the Post-IPO Share Award Scheme by 4,500,000 Shares to the new scheme limit of 18,684,519 Shares, by way of amending paragraph 15.1 of the Scheme Rules of the Post-IPO Share Award Scheme.	198,574,661 (89.649184%)	22,927,257 (10.350816%)
Special Resolution		Number of Votes (%)	
		For	Against
11.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company and to adopt the amended and restated memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company.	221,140,595 (99.836876%)	361,323 (0.163124%)

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 10, such resolutions were duly passed as ordinary resolutions of the Company; and not less than three-fourths of the votes were cast in favour of the resolution numbered 11, such resolution was duly passed as special resolution of the Company.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 299,807,605 Shares, being the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. The full text of the aforesaid resolutions was set out in the Circular.
- (c) As at the date of the AGM, Dr. Zhengying Zhu is interested in 686,224 Shares held by her associates. Dr. Zhengying Zhu (and her associates) were required to abstain from voting on the resolution numbered 7(f). Accordingly, the total number of Shares entitling the holders to attend and to vote on resolution numbered 7(f) were 299,121,381 Shares. Save for the aforementioned, there were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (d) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (e) None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (f) The Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (g) Mr. Li Yifan has attended the AGM in person and Mr. Wei Fu, Mr. Ian Ying Woo, Mr. Yubo Gong, Mr. Bo Tan and Mr. Shidong Jiang have attended the AGM through the telecommunication facilities.

By order of the Board
Everest Medicines Limited
Wei Fu
Chairman and Executive Director

Hong Kong, 29 June 2022

As at the date of this announcement, the Board comprises Mr. Wei Fu as Chairman and Executive Director, Dr. Kerry Levan Blanchard, Mr. Ian Ying Woo and Mr. Xiaofan Zhang as Executive Directors, Mr. Yubo Gong and Ms. Lan Kang as Non-executive Directors, and Mr. Bo Tan, Mr. Yifan Li and Mr. Shidong Jiang as Independent Non-executive Directors.