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Sincere Pharmaceutical Group Limited

先聲藥業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2096)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON JANUARY 18, 2023**

Reference is made to the notice (the “**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) and the circular (the “**Circular**”) of Sincere Pharmaceutical Group Limited (the “**Company**”), both dated December 29, 2022. Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the EGM was held at No. 699-18, Xuanwu Road, Xuanwu District, Nanjing, Jiangsu, PRC on Wednesday, January 18, 2023 at 1:00 p.m., and the proposed resolutions as set out in the EGM Notice (the “**Resolution(s)**”) were duly passed by the Shareholders by way of poll. The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To approve and confirm the proposed grant of 1,650,000 restricted share unites (“ RSUs ”) to Mr. Tang Renhong pursuant to the restricted share unit scheme of the Company adopted by the Board on May 20, 2021 (“ 2021 RSU Scheme ”).	1,728,476,371 99.483015%	8,982,401 0.516985%

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.	To approve and confirm the proposed grant of 850,000 RSUs to Mr. Wan Yushan pursuant to the 2021 RSU Scheme.	1,728,476,371 99.483015%	8,982,401 0.516985%
3.	To approve and confirm the proposed grant of 350,000 RSUs to Mr. Cheng Xianghua pursuant to the 2021 RSU Scheme.	1,728,476,371 99.483015%	8,982,401 0.516985%
4.	To approve and confirm the proposed grant of 150,000 RSUs to Mr. Wang Feng pursuant to the 2021 RSU Scheme.	1,728,476,371 99.483015%	8,982,401 0.516985%
5.	To approve and confirm the proposed grant of 150,000 RSUs to Ms. Cong Yuehua pursuant to the 2021 RSU Scheme.	1,728,476,371 99.483015%	8,982,401 0.516985%
6.	To approve and confirm the proposed grant of 100,000 RSUs to Mr. Peng Shaoping pursuant to the 2021 RSU Scheme.	1,728,476,371 99.483015%	8,982,401 0.516985%
7.	To approve and confirm the proposed grant of 100,000 RSUs to Mr. Yu Qingzhu pursuant to the 2021 RSU Scheme.	1,728,476,371 99.483015%	8,982,401 0.516985%
8.	To approve and confirm the proposed grant of 100,000 RSUs to Ms. Chen Yanqiong pursuant to the 2021 RSU Scheme.	1,728,491,371 99.483878%	8,967,401 0.516122%
9.	To approve and confirm the proposed grant of 100,000 RSUs to Mr. Hou Zhiwei pursuant to the 2021 RSU Scheme.	1,728,476,371 99.483015%	8,982,401 0.516985%

Ordinary Resolutions		Number of Votes (%)	
		For	Against
10.	To authorize any one or more of the Directors to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the grant of RSUs and the transactions contemplated thereunder, including but not limited to the allotment and issue of the shares of the Company pursuant to the 2021 RSU Scheme.	1,728,476,371 99.483015%	8,982,401 0.516985%
11.	To elect Ms. Wang Xi as an executive director of the Company.	1,734,072,772 100.000000%	0 0.000000%
12.	To elect Mr. Sung Ka Woon as an independent non-executive director of the Company.	1,737,458,772 100.000000%	0 0.000000%

As more than 50% of the votes attaching to the Shares held by the Shareholders present and voting in person or by proxy at the EGM were cast in favour of each of the Resolutions, the Resolutions were duly passed as the ordinary resolutions.

As at the date of the EGM, the total number of Shares in issue was 2,660,376,618 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the Resolutions at the EGM except for the Resolutions numbered 1 to 9.

As of the date of the EGM, Mr. Tang Renhong and his associates held 1,000,000 Shares, representing approximately 0.0376% of the total issued share capital of the Company, and were therefore required to and did abstain from voting on the Resolution numbered 1 in relation to the proposed grant of RSUs to Mr. Tang Renhong. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolution numbered 1 in relation to the proposed grant of RSUs to Mr. Tang Renhong was 2,659,376,618 Shares.

As of the date of the EGM, Mr. Wan Yushan and his associates held 805,000 Shares, representing approximately 0.0303% of the total issued share capital of the Company, and were therefore required to and did abstain from voting on the Resolution numbered 2 in relation to the proposed grant of RSUs to Mr. Wan Yushan. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolution numbered 2 in relation to the proposed grant of RSUs to Mr. Wan Yushan was 2,659,571,618 Shares.

As of the date of the EGM, Mr. Cheng Xianghua and his associates held 315,000 Shares, representing approximately 0.0118% of the total issued share capital of the Company, and were therefore required to and did abstain from voting on the Resolution numbered 3 in relation to the proposed grant of RSUs to Mr. Cheng Xianghua. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolution numbered 3 in relation to the proposed grant of RSUs to Mr. Cheng Xianghua was 2,660,061,618 Shares.

As of the date of the EGM, Mr. Wang Feng and his associates held 164,000 Shares, representing approximately 0.0062% of the total issued share capital of the Company, and were therefore required to and did abstain from voting on the Resolution numbered 4 in relation to the proposed grant of RSUs to Mr. Wang Feng. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolution numbered 4 in relation to the proposed grant of RSUs to Mr. Wang Feng was 2,660,212,618 Shares.

As of the date of the EGM, Ms. Cong Yuehua and her associates held 32,000 Shares, representing approximately 0.0012% of the total issued share capital of the Company, and were therefore required to and did abstain from voting on the Resolution numbered 5 in relation to the proposed grant of RSUs to Ms. Cong Yuehua. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolution numbered 5 in relation to the proposed grant of RSUs to Ms. Cong Yuehua was 2,660,344,618 Shares.

As of the date of the EGM, Mr. Peng Shaoping and his associates held 75,000 Shares, representing approximately 0.0028% of the total issued share capital of the Company, and were therefore required to and did abstain from voting on the Resolution numbered 6 in relation to the proposed grant of RSUs to Mr. Peng Shaoping. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolution numbered 6 in relation to the proposed grant of RSUs to Mr. Peng Shaoping was 2,660,301,618 Shares.

As of the date of the EGM, Mr. Yu Qingzhu and his associates held 248,000 Shares, representing approximately 0.0093% of the total issued share capital of the Company, and were therefore required to and did abstain from voting on the Resolution numbered 7 in relation to the proposed grant of RSUs to Mr. Yu Qingzhu. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolution numbered 7 in relation to the proposed grant of RSUs to Mr. Yu Qingzhu was 2,660,128,618 Shares.

As of the date of the EGM, Ms. Chen Yanqiong and her associates held 114,000 Shares, representing approximately 0.0043% of the total issued share capital of the Company, and were therefore required to and did abstain from voting on the Resolution numbered 8 in relation to the proposed grant of RSUs to Ms. Chen Yanqiong. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolution numbered 8 in relation to the proposed grant of RSUs to Ms. Chen Yanqiong was 2,660,262,618 Shares.

As of the date of the EGM, Mr. Hou Zhiwei and his associates held 41,000 Shares (representing approximately 0.0015% of the total issued share capital of the Company), which were transferred from Tricor Trust (Hong Kong) Limited, one of the trustees of the 2021 RSU Scheme, to him on December 23, 2022 upon vesting of the 41,000 RSUs granted to him under the 2021 RSU Scheme, and were therefore required to and did abstain from voting on the Resolution numbered 9 in relation to the proposed grant of RSUs to Mr. Hou Zhiwei. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolution numbered 9 in relation of the proposed grant of RSUs to Mr. Hou Zhiwei was 2,660,335,618 Shares.

Save as disclosed above, there were no Shares entitling the holder to attend and abstain from voting in favour of the Resolutions proposed at the EGM as set out in Rule 13.40 of the Listing Rules. Saved as disclosed above, no Shareholder was required under the Listing Rules to abstain from voting on the Resolutions proposed at the EGM, and none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the Resolutions proposed at the EGM.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

All Directors (including Mr. REN Jinsheng as the Chairman and executive Director, Mr. TANG Renhong and Mr. WAN Yushan as the executive Directors; and Mr. SONG Ruilin, Mr. WANG Jianguo and Mr. WANG Xinhua as the independent non-executive Directors) attended the EGM.

APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that, the appointment of Ms. WANG Xi (“**Ms. WANG**”) as an executive Director and the appointment of Mr. SUNG Ka Woon (“**Mr. SUNG**”, whose the former name was Song Li (宋立)) as an independent non-executive Director have been approved by the Shareholders at the EGM by way of ordinary resolutions. Biography details of Ms. WANG and Mr. SUNG and other information relating to their appointments were set out in the Circular. As of the date of this announcement, there has been no change in the biographical details of Ms. WANG and Mr. SUNG or other information relating to their appointments.

A service contract will be entered into between the Company and Ms. WANG for an initial term of office of three years commencing from the date of approval by the Shareholders at the EGM on her appointment or until the third annual general meeting of the Company since the date of her appointment, whichever is sooner, subject to termination in certain circumstances as stipulated in the service contract. A letter of appointment will be entered into between Mr. SUNG and the Company for an initial term of three years commencing from the date of approval by the Shareholders at the EGM on his appointment or the third annual general meeting of the Company since the date of approval by the Shareholders at the EGM on his appointment, whichever is sooner, subject to termination in certain circumstances as stipulated in the letter of appointment. Pursuant to the Articles, each of Ms. WANG and Mr. SUNG will be subject to retirement by rotation and re-election. Ms. WANG will be entitled to receive director’s emoluments of HKD2.0 million per annum, plus a discretionary bonus, which was determined by the Board based on the recommendation of the remuneration and appraisal committee of the Board with reference to her general duties and responsibilities and the prevailing market conditions. Mr. SUNG will be entitled to receive director’s emoluments of RMB360,000 per annum, which was determined by the Board based on the recommendation of the remuneration and appraisal committee of the Board with reference to his general duties and responsibilities and the prevailing market conditions.

As of the date of this announcement, Ms. WANG, as the spouse of Mr. REN Jinsheng, who is the Chairman, an executive Director, the Chief Executive Officer and one of the controlling Shareholders of the Company, is (i) interested in 164,000 Shares directly held by her and 328,000 Shares underlying the RSUs granted to her under the 2021 RSU Scheme; and (ii) deemed to be interested in, within the meaning of Part XV of the SFO, 1,840,310,913 Shares collectively held by Mr. Ren Jinsheng and the other Ultimate Controlling Shareholders.

Saved as disclosed above and as of the date of this announcement, each of Ms. WANG and Mr. SUNG has confirmed that (i) he/she does not have any relationship with any Directors, senior management or substantial or controlling Shareholders; (ii) he/she does not have, and is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO); (iii) he/she does not hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of his/her appointment; (iv) he/she does not hold other positions with the Company or any other members of the Group; and (v) there is no other information that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning the appointment of Ms. WANG and Mr. SUNG that need to be brought to the attention of the Shareholders.

By order of the Board of
Sincere Pharmaceutical Group Limited
Mr. Ren Jinsheng
Chairman and Chief Executive Officer

Hong Kong, January 18, 2023

As at the date of this announcement, the Board comprises Mr. REN Jinsheng as the Chairman and executive Director, Mr. TANG Renhong, Mr. WAN Yushan and Ms. WANG Xi as the executive Directors; and Mr. SONG Ruilin, Mr. WANG Jianguo, Mr. WANG Xinhua and Mr. SUNG Ka Woon as the independent non-executive Directors.