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## **Zhongzhi Pharmaceutical Holdings Limited**

**中智藥業控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3737)**

### **POLL RESULTS OF 2023 ANNUAL GENERAL MEETING**

The Board is pleased to announce that all resolutions proposed at the AGM held on 18 May 2023 were duly passed by the Shareholders by way of poll at the AGM.

Reference is made to the notice of annual general meeting (the “**AGM**”) and the circular of the Company (the “**Circular**”) both dated 21 April 2023. Capitalized terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that all the proposed resolutions as set out in the notice of AGM dated 21 April 2023 were duly passed by the Shareholders by way of poll at the AGM held on 18 May 2023.

As at the date of the AGM, the total number of Shares in the issued share capital of the Company was 863,600,000 Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions proposed at the AGM. None of the Shareholders were required to abstain from voting at the AGM. Accordingly, there were a total of 863,600,000 Shares, representing the entire issued share capital of the Company, entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. No Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the AGM.

The Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The poll results in respect of all the resolutions at the AGM are set out as follows:

ORDINARY RESOLUTIONS		Number of Votes (approx. %)	
		FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2022	565,867,000 (100.0000%)	0 (0.0000%)
2.	<p>(a) the declaration and payment of a final dividend of HK6 cents per ordinary share out of the Share Premium account of the Company (the “<b>Final Dividend</b>”) to shareholders of the Company whose names appeared on the register of members of the Company on the record date fixed by the board of directors (the “<b>Board</b>”) for determining the entitlements to the Final Dividend be and is hereby approved; and</p> <p>(b) any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend</p>	565,867,000 (100.0000%)	0 (0.0000%)
3.	<p>(a) the declaration and payment of a special dividend of HK3 cents per ordinary share out of the share premium account of the Company (the “<b>Special Dividend</b>”) to shareholders of the Company whose names appeared on the register of members of the Company on the record date fixed by the Board for determining the entitlements to the Special Dividend be and is hereby approved; and</p> <p>(b) any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend</p>	565,867,000 (100.0000%)	0 (0.0000%)

ORDINARY RESOLUTIONS		Number of Votes (approx. %)	
		FOR	AGAINST
4.	(a) to re-elect Mr. Lai Ying Feng as an executive director of the Company	563,551,000 (99.5907%)	2,316,000 (0.4093%)
	(b) to re-elect Mr. Wong Kam Wah as an independent non-executive director of the Company	565,867,000 (100.0000%)	0 (0.0000%)
	(c) to re-elect Mr. Zhou Dai Han as an independent non-executive director of the Company	565,867,000 (100.0000%)	0 (0.0000%)
5.	To authorise the Board to fix the remuneration of all the directors of the Company for the year ending 31 December 2023	565,867,000 (100.0000%)	0 (0.0000%)
6.	To re-appoint Ernst & Young as the auditor of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2023	565,867,000 (100.0000%)	0 (0.0000%)
7.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company	565,867,000 (100.0000%)	0 (0.0000%)
8.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares in the Company not exceeding 20% of the total number of issued shares of the Company	562,752,000 (99.4495%)	3,115,000 (0.5505%)
9.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with shares by the number of shares repurchased	562,752,000 (99.4495%)	3,115,000 (0.5505%)
SPECIAL RESOLUTION		Number of Votes (approx. %)	
		FOR	AGAINST
10.	To approve the proposed amendments to the existing amended and restated memorandum of association and articles of association of the Company (the “ <b>Memorandum and Articles of Association</b> ”) and the adoption of the amended and restated memorandum and articles of association in substitution for and to the exclusion of the Memorandum and Articles of Association with effect immediately after the close of the Meeting and authorise any director or officer of the Company to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association and to attend all necessary filings in Hong Kong and in the Cayman Islands.	565,867,000 (100.0000%)	0 (0.0000%)

On the basis of the votes set out above, the above resolutions numbered 1-9 were duly passed as ordinary resolutions and the resolution numbered 10 was duly passed as a special resolution.

All Directors attended the AGM accordingly.

By order of the Board  
**Zhongzhi Pharmaceutical Holdings Limited**  
**Mr. Lai Zhi Tian**  
*Chairman and Executive Director*

Hong Kong, 18 May 2023

*As at the date of this announcement, the Board comprises nine directors. The executive directors are Mr. Lai Zhi Tian, Mr. Lai Ying Feng, Mr. Lai Ying Sheng and Mr. Cao Xiao Jun. The non-executive directors are Ms. Jiang Li Xia and Mr. Peng Zhiyun. The independent non-executive directors are Mr. Ng Kwun Wan, Mr. Wong Kam Wah and Mr. Zhou Dai Han.*