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Shanghai Henlius Biotech, Inc.

上海復宏漢霖生物技術股份有限公司

(A joint stock company incorporated in PRC with limited liability)

(Stock Code: 2696)

**POLL RESULTS OF THE RESOLUTIONS PROPOSED AT
THE ANNUAL GENERAL MEETING
THE 2023 FIRST CLASS MEETING OF DOMESTIC SHAREHOLDERS AND
UNLISTED FOREIGN SHAREHOLDERS, AND
THE 2023 FIRST CLASS MEETING OF H SHAREHOLDERS
HELD ON THURSDAY, 25 MAY 2023**

The board (the “**Board**”) of directors (the “**Directors**”) of Shanghai Henlius Biotech, Inc. (the “**Company**”) is pleased to announce the poll results of the annual general meeting (the “**AGM**”), the 2023 first class meeting of domestic shareholders and unlisted foreign shareholders (the “**Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders**”) and the 2023 first class meeting of H shareholders (the “**Class Meeting of H Shareholders**”) held at Conference Room, 5th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, Shanghai, PRC at 2:00 p.m. on Thursday, 25 May 2023.

References are made to the notice of the AGM, the notice of the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders, the notice of Class Meeting of H Shareholders and the circular of the Company (the “**Circular**”), each dated 25 April 2023, and the supplemental announcement of the Company dated 10 May 2023 in relation to the proposed amendments to the articles of association. Unless the context otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

AGM

As at the date of the AGM, the total number of the issued shares of the Company (the “**Shares**”) was 543,494,853 Shares, comprising 364,189,618 Domestic Shares, 15,876,694 Unlisted Foreign Shares and 163,428,541 H Shares, all of which entitled the holders (or authorised representatives) to attend and vote on the resolutions (the “**AGM Resolutions**”) proposed at the AGM. Shareholders or authorised representatives holding an aggregate of 389,622,055 Shares with voting rights, representing approximately 71.688270% of the total number of the Shares with voting rights of the Company were present at the AGM. All Directors attended the AGM.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder was required to abstain from voting on any AGM Resolutions under the Listing Rules. There was no Share entitling the holder to attend the AGM and abstain from voting in favour of any of the AGM Resolutions under Rule 13.40 of the Listing Rules. No Shareholder has stated the intention in the Circular to vote against or to abstain from voting on any of the AGM Resolutions.

Pursuant to Listing Rules and the articles of association of the Company (the “**Articles of Association**”), Computershare Hong Kong Investor Services Limited, representatives from the Shareholders and a member of the board of supervisors of the Company acted as the scrutineers for vote-tabulation at the AGM.

The AGM was convened in compliance with the requirements of the Company Law of PRC and the Articles of Association. Mr. Wenjie Zhang, chairman of the Board of the Company, acted as the chairman of the AGM.

POLL RESULTS OF THE AGM RESOLUTIONS

The poll results in respect of the AGM Resolutions are as follows:

Ordinary Resolution		Number of valid votes and percentage of total number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the annual report of the Company and its subsidiaries (the “ Group ”) for the year 2022.	388,184,583 (99.631060%)	1,437,472 (0.368940%)	0 (0.000000%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
2.	To consider and approve the work report of the Board for the year 2022.	388,184,583 (99.631060%)	1,437,472 (0.368940%)	0 (0.000000%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	To consider and approve the work report of the board of supervisors of the Company for the year 2022.	388,184,583 (99.631060%)	1,437,472 (0.368940%)	0 (0.000000%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4.	To consider and approve the final accounts report of the Group for the year 2022.	388,136,108 (99.618618%)	1,485,947 (0.381382%)	0 (0.000000%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5.	To consider and approve the profit distribution proposal of the Company for the year 2022.	389,622,055 (100.000000%)	0 (0.000000%)	0 (0.000000%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
6.	To consider and approve the financial budget proposal of the Group for the year 2023.	388,894,247 (99.813202%)	727,808 (0.186798%)	0 (0.000000%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
7.	To consider and approve the re-appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic auditors for the Company’s financial reports for the year 2023, the re-appointment of Ernst & Young as the international auditors for the Company’s financial reports for the year 2023 and the passing of remuneration package for the domestic and international auditors for the year of 2022.	389,557,421 (99.983411%)	64,634 (0.016589%)	0 (0.000000%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Special Resolution		Number of valid votes and percentage of total number of votes (%)		
		For	Against	Abstain
8.	To consider and approve to grant the Board an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company.	388,075,818 (99.603144%)	1,546,237 (0.396856%)	0 (0.000000%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
9.	To consider and approve to grant the Board a general mandate to repurchase H shares of the Company.	389,622,055 (100.000000%)	0 (0.000000%)	0 (0.000000%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
10.	To consider and approve the resolution in relation to the proposed amendments to the Articles of Association and Rules of Procedures for the General Meeting.	389,622,055 (100.000000%)	0 (0.000000%)	0 (0.000000%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

CLASS MEETING OF DOMESTIC SHAREHOLDERS AND UNLISTED FOREIGN SHAREHOLDERS

As at the date of the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders, the total number of Domestic Shares and Unlisted Foreign Shares was 364,189,618 and 15,876,694 respectively, all of which entitled the holders (or authorised representatives) to attend and vote on the resolution (the “**Class Meeting Resolution of Domestic Shareholders and Unlisted Foreign Shareholders**”) proposed at the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders. Domestic Shareholders and Unlisted Foreign Shareholders or authorised representatives holding an aggregate of 343,271,728 Domestic Shares and Unlisted Foreign Shares with voting rights, representing 90.318904% of the total number of the Domestic Shares and Unlisted Foreign Shares with voting rights of the Company were present at the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders. All Directors attended the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Domestic Shareholder and Unlisted Foreign Shareholder was required to abstain from voting on any Class Meeting Resolution of Domestic Shareholders and Unlisted Foreign Shareholders under the Listing Rules. There was no Domestic Share or Unlisted Foreign Share entitling the holder to attend the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders and abstain from voting in favour of any of the Class Meeting Resolution of Domestic Shareholders and Unlisted Foreign Shareholders under Rule 13.40 of the Listing Rules. No Domestic Shareholder or Unlisted Foreign Shareholder has stated the intention in the Circular to vote against or to abstain from voting on any of the Class Meeting Resolution of Domestic Shareholders and Unlisted Foreign Shareholders.

Pursuant to the Listing Rules and the Articles of Association, Computershare Hong Kong Investor Services Limited, representatives from the Domestic Shareholders and Unlisted Foreign Shareholders and a member of the board of supervisors of the Company acted as the scrutineers for vote-tabulation at the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders.

The Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders was convened in compliance with the requirements of the Company Law of PRC and the Articles of Association. Mr. Wenjie Zhang, chairman of the Board of the Company, acted as the chairman of the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders.

Special Resolution		Number of valid votes and percentage of total number of votes (%)		
		For	Against	Abstain
1.	To consider and approve to grant the Board a general mandate to repurchase H shares of the Company.	343,271,728 (100.000000%)	0 (0.000000%)	0 (0.000000%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

CLASS MEETING OF H SHAREHOLDERS

As at the date of the Class Meeting of H Shareholders, the total number of H Shares was 163,428,541, all of which entitled the holders (or authorised representatives) to attend and vote on the resolution (the “**Class Meeting Resolution of H Shareholders**”) proposed at the Class Meeting of H Shareholders. H Shareholders or authorised representatives holding an aggregate of 46,331,827 H Shares with voting rights, representing approximately 28.349899% of the total number of the H Shares with voting rights of the Company were present at the Class Meeting of H Shareholders. All Directors attended the Class Meeting of H Shareholders.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no H Shareholder was required to abstain from voting on any Class Meeting Resolution of H Shareholders under the Listing Rules. There was no H Share entitling the holder to attend the Class Meeting of H Shareholders and abstain from voting in favour of any of the Class Meeting Resolution of H Shareholders under Rule 13.40 of the Listing Rules. No H Shareholder has stated the intention in the Circular to vote against or to abstain from voting on any of the Class Meeting Resolution of H Shareholders.

Pursuant to Listing Rules and the Articles of Association, Computershare Hong Kong Investor Services Limited, representatives from the H Shareholders and a member of the board of supervisors of the Company acted as the scrutineers for vote-tabulation at the Class Meeting of H Shareholders.

The Class Meeting of H Shareholders was convened in compliance with the requirements of the Company Law of PRC and the Articles of Association. Mr. Wenjie Zhang, chairman of the Board of the Company, acted as the chairman of the Class Meeting of H Shareholders.

Special Resolution		Number of valid votes and percentage of total number of votes (%)		
		For	Against	Abstain
1.	To consider and approve to grant the Board a general mandate to repurchase H shares of the Company.	46,331,827 (100.000000%)	0 (0.000000%)	0 (0.000000%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

On behalf of the Board
Shanghai Henlius Biotech, Inc.
Wenjie Zhang
Chairman

Hong Kong, 25 May 2023

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Wenjie Zhang as the chairman and executive director, Mr. Qiyu Chen, Mr. Yifang Wu, Ms. Xiaohui Guan, Mr. Deyong Wen and Mr. Zihou Yan as the non-executive directors, and Mr. Tak Young So, Dr. Lik Yuen Chan, Dr. Guoping Zhao and Dr. Ruilin Song as the independent non-executive Directors.