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INNOCARE

诺诚健华

InnoCare Pharma Limited

諾誠健華醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9969)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 2 JUNE 2023

References are made to the notice of annual general meeting (the “**AGM Notice**”) and the circular (the “**AGM Circular**”) of InnoCare Pharma Limited (the “**Company**”) dated 3 May 2023. Unless otherwise indicated, capitalized terms used herein have the same meanings of those defined in the AGM Circular.

POLL RESULTS OF ANNUAL GENERAL MEETING

The Board is pleased to announce that the AGM was held on Friday, 2 June 2023 and all the proposed resolutions set out in the AGM Notice were duly passed by the Shareholders by way of poll.

The poll results in respect of the resolutions are as follows:

Ordinary Resolutions		No. of Votes Cast (%)		
		For	Against	Abstain
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the Directors and auditors of the Company for the year ended December 31, 2022.	898,642,193 99.9999%	500 0.0001%	4,350
2.	To consider and approve the 2022 annual report.	898,642,193 99.9999%	500 0.0001%	4,350
3.	(i) To re-elect Dr. Renbin Zhao as an executive Director;	898,642,192 99.9999%	501 0.0001%	4,350
	(ii) To re-elect Mr. Ronggang Xie as a non-executive Director;	898,175,204 99.9480%	467,489 0.0520%	4,350
	(iii) To re-elect Dr. Kaixian Chen as an independent non-executive Director.	882,595,193 98.2143%	16,047,500 1.7857%	4,350

Ordinary Resolutions		No. of Votes Cast (%)		
		For	Against	Abstain
4.	To authorise the Board to fix the remuneration of the Directors.	898,642,193 99.9999%	500 0.0001%	4,350
5.	To re-appoint Ernst & Young and Ernst & Young Hua Ming LLP as auditors of the Company for the audits of the Company's financial statements to be filed with the Stock Exchange and the SSE, respectively, and authorise the Board to fix its remuneration.	898,264,205 99.9579%	378,488 0.0421%	4,350
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of Hong Kong Shares and RMB Shares, respectively, in issue of the Company as at the date of passing of this resolution.	834,244,403 92.8338%	64,398,290 7.1662%	4,350
7.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total issued Hong Kong Shares of the Company as at the date of passing of this resolution.	898,642,193 99.9999%	500 0.0001%	4,350
8.	To extend, conditional upon the above resolutions 6 and 7 being duly passed, the general mandate to allot, issue and deal with additional shares by adding the aggregate amount of the repurchased Hong Kong Shares to the 20% general mandate.	819,206,403 91.1604%	79,436,290 8.8396%	4,350
9.	To consider and approve the 2022 work report of the Board of Directors.	898,642,193 99.9999%	500 0.0001%	4,350
10.	To consider and approve the proposed 2022 Profit Distribution Plan.	898,642,193 99.9999%	500 0.0001%	4,350
11.	To consider and approve the amendment to rules of procedures for the Board of Directors.	898,642,193 99.9999%	500 0.0001%	4,350
12.	To consider and approve the adoption of the 2023 STAR Market Restricted Share Incentive Scheme of the Company and the Scheme Mandate Limit.	584,081,695 90.2153%	63,349,289 9.7847%	251,216,059
13.	To consider and approve the adoption of the Assessment Management Measures for the Implementation of the 2023 STAR Market Restricted Share Incentive Scheme of the Company.	585,427,695 90.4232%	62,003,289 9.5768%	251,216,059
14.	To consider and approve the proposed issue and grant of new RMB Shares under the 2023 RMB Share Incentive Scheme pursuant to the Scheme Mandate Limit.	585,427,695 90.4232%	62,003,289 9.5768%	251,216,059
15.	To consider and approve the proposed authorization to the board of directors of the Company to handle matters pertaining to the 2023 STAR Market Restricted Share Incentive Scheme of the Company.	585,427,695 90.4232%	62,003,289 9.5768%	251,216,059
16.	To consider and approve the purchase of liabilities insurance for the Directors and senior management.	898,642,193 99.9999%	500 0.0001%	4,350

Special Resolution		No. of Votes Cast (%)		
		For	Against	Abstain
17.	To consider and approve the proposed amendments to the Articles of Association.	898,642,193 99.9999%	500 0.0001%	4,350

Shareholders may refer to the AGM Notice and AGM Circular for the full text of the above resolutions.

As more than 1/2 of the votes present at the AGM in person or by proxy were cast in favour of each of the resolutions numbered 1 to 16 above, these resolutions were duly passed as ordinary resolutions of the Company. As more than 3/4 of the votes present at the AGM in person or by proxy were cast in favour of the resolution numbered 17, the resolution was duly passed as special resolution of the Company.

Apart from the above resolutions, no new proposal was submitted for voting and approval.

GENERAL

As at the date of the AGM, the total number of issued Shares was 1,764,321,452 Shares, including 1,499,673,235 Hong Kong Shares and 264,648,217 RMB Shares. The total number of issued Shares entitling the holders to attend and vote for or against the resolutions numbered 1 to 11 and numbered 16 to 17 as set out in the AGM Notice was 1,764,321,452 Shares, and the total number of issued Shares entitling the holders to attend and vote for or against the resolutions numbered 12 to 15 as set out in the AGM Notice was 1,470,039,332 Shares.

To the best of the knowledge, information and belief of the Board, and referred to the AGM Circular, each of Dr. Jisong Cui, Dr. Renbin Zhao and their affiliates (including their controlled entities/trusts, and respective family members), and grantees who are also shareholders of the Company (the “**Grantee Shareholders**”) as of the record date are required to abstain from voting in relation to resolutions numbered 12 to 15. As at the date of the AGM, each of Dr. Jisong Cui, Dr. Renbin Zhao and their affiliates, and the Grantee Shareholders are interested in 127,556,782 ordinary shares, 144,617,893 ordinary shares and 22,107,445 ordinary shares, (excluding shares underlying outstanding share options and restricted share units), respectively, representing approximately 7.23%, 8.20% and 1.25% of the total issued share capital of the Company. The Company confirms that each of Dr. Jisong Cui, Dr. Renbin Zhao and their affiliates and the Grantee Shareholders had abstained from voting at the AGM pursuant to the aforesaid arrangements.

Save for the above, (i) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules, and (ii) no Shareholder was required to abstain from voting at the AGM under the Listing Rules or otherwise. No Shareholder had indicated in the AGM Circular that they intended to vote against or to abstain from voting on any resolutions proposed at the AGM.

All Directors have attended the AGM in person or by electronic means.

The Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking in respect of the resolutions.

By Order of the Board
InnoCare Pharma Limited
Dr. Jisong Cui
Chairperson and executive Director

Hong Kong, 2 June 2023

As at the date of this announcement, the Board of Directors of the Company comprises Dr. Jisong Cui as Chairperson and executive Director, Dr. Renbin Zhao as executive Director, Dr. Yigong Shi, Mr. Ronggang Xie and Mr. Ming Jin as non-executive Directors, and Dr. Zemin Jason Zhang, Ms. Lan Hu and Dr. Kaixian Chen as independent non-executive Directors.