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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)

**(I) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON JUNE 15, 2023
AND
(II) PAYMENT OF FINAL DIVIDEND**

Reference is made to the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of Sincere Pharmaceutical Group Limited (the “**Company**”) both dated May 25, 2023. Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Circular.

(I) POLL RESULTS OF AGM

The Board is pleased to announce that the AGM was held on June 15, 2023 at 9:00 a.m., and the proposed resolutions as set out in the AGM Notice (the “**Resolutions**”) were duly passed by the shareholders of the Company (the “**Shareholder(s)**”) by way of poll. The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “ Director(s) ”) and auditors of the Company (the “ Auditors ”) for the year ended December 31, 2022.	1,662,743,901 (99.999820%)	3,000 (0.000180%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
2.	(a) To declare a final dividend (the “ Final Dividend ”) of RMB0.16 per ordinary share of the Company (the “ Share(s) ”) for the year ended December 31, 2022.	1,662,743,901 (99.999820%)	3,000 (0.000180%)
	(b) Any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.	1,662,743,901 (99.999820%)	3,000 (0.000180%)
3.	(a) To re-elect the following retiring Directors:		
	i. Mr. TANG Renhong as an executive Director;	1,662,743,901 (99.999820%)	3,000 (0.000180%)
	ii. Mr. WAN Yushan as an executive Director; and	1,647,879,999 (99.031732%)	16,111,902 (0.968268%)
	iii. Mr. WANG Xinhua as an independent non-executive Director.	1,662,722,901 (99.998557%)	24,000 (0.001443%)
	(b) To authorise the board of the Directors (the “ Board ”) to fix the remuneration of the Directors.	1,662,743,901 (99.999820%)	3,000 (0.000180%)
4.	To re-appoint KPMG as the Auditors and authorise the Board to fix their remuneration.	1,662,743,901 (99.999820%)	3,000 (0.000180%)
5.	To grant a general mandate to the Directors to allot, issue and deal with the securities of the Company not exceeding 20% of the total number of Shares in issue as at the date of the AGM.	1,629,944,636 (98.027224%)	32,802,265 (1.972776%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
6.	To grant a general mandate to the Directors to repurchase the securities of the Company not exceeding 10% of the total number of Shares in issue as at the date of the AGM.	1,662,743,901 (99.999820%)	3,000 (0.000180%)
7.	To extend, conditional upon the passing of resolutions 5 and 6, the total number of Shares repurchased under resolution 6 to the mandate granted to the Directors under resolution 5.	1,629,944,636 (98.027224%)	32,802,265 (1.972776%)
8.	(a) Subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and the permission to deal in, Shares to be allotted and issued in respect of awards which may be granted under the restricted share unit scheme of the Company approved by the Board on May 20, 2021 for adoption (the “ 2021 RSU scheme ”), to approve and adopt the proposed amendments to the 2021 RSU Scheme, and authorize the Board and the committee duly appointed by the Board for the purpose of administering the 2021 RSU Scheme to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2021 RSU Scheme.	1,629,928,636 (98.026262%)	32,818,265 (1.973738%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
	(b) To approve that the total number of Shares which may be issued in respect of all options and awards to be granted under the 2021 RSU Scheme and any other share options schemes and/or share award schemes involving issuance of new Shares adopted and to be adopted by the Company from time to time must not in aggregate exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.	1,629,928,636 (98.026262%)	32,818,265 (1.973738%)

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 AGM were cast in favour of each of the Resolutions, the Resolutions were duly passed as the ordinary resolutions.

As at the date of the AGM, the total number of Shares in issue was 2,664,045,618 Shares. The total number of Shares entitling the holders to attend and vote on the resolution at the AGM was 2,664,045,618 Shares. 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**”).

No Shareholder was required under the Listing Rules to abstain from voting on the Resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the Resolutions at the AGM.

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

All Directors (including 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) attended the AGM.

(II) PAYMENT OF THE FINAL DIVIDEND

The payment of the Final Dividend of RMB0.16 per Share for the year ended December 31, 2022 was approved at the AGM. The Final Dividend is denominated and declared in Renminbi and payable in HK dollars to Shareholders. The actual amount declared in HK dollars is converted based on the average central parity rate of Renminbi against HK dollars as promulgated by the People's Bank of China for the five business days preceding the date of the AGM at HK\$1 against RMB0.91033, being a cash dividend of HK\$0.17576 per share.

The Final Dividend will be paid on or before Wednesday, July 12, 2023 to the Shareholders whose names appear on the register of members of the Company on Monday, June 26, 2023.

The register of members of the Company will be closed from Wednesday, June 21, 2023 to Monday, June 26, 2023 (both days inclusive), for the purpose of determining the entitlements to the Final Dividend for the year ended December 31, 2022. The record date will be Monday, June 26, 2023. In order to qualify for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, June 20, 2023.

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

Hong Kong, June 15, 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.