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Innovent

信達生物製藥

INNOVENT BIOLOGICS, INC.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1801)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JUNE 21, 2023

Reference is made to the circular (the “Circular”) of Innovent Biologics, Inc. (the “Company”) incorporating, amongst others, the notice (the “Notice”) of annual general meeting of the Company (the “AGM”) dated May 30, 2023. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

Dr. De-Chao Michael Yu as Chairman and Executive Director and Mr. Ronald Hao Xi Ede as Executive Director, and Dr. Charles Leland Cooney, Ms. Joyce I-Yin Hsu and Mr. Gary Zieziula as Independent Non-executive Directors attended the AGM. Dr. Kaixian Chen was unable to attend the AGM due to other personal arrangement.

At the AGM held on June 21, 2023, all the proposed resolutions as set out in the Notice were duly passed by way of poll and the poll results were as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of directors and the auditor of the Company for the year ended 31 December 2022	807,294,803 99.909842%	728,500 0.090158%
2(i).	To re-elect Mr. Ronald Hao Xi Ede as an executive director of the Company	776,030,715 96.041230%	31,987,588 3.958770%
2(ii).	To re-elect Dr. Charles Leland Cooney as an independent non-executive director of the Company	712,121,760 88.132398%	95,891,841 11.867602%
3.	To authorise the board of directors (the “Directors”) of the Company (the “Board”) to fix the remuneration of the Directors	792,211,237 98.050823%	15,748,566 1.949177%
4.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix their remuneration	803,461,507 99.436053%	4,556,796 0.563947%
5.	To grant a general mandate to the Directors to buy back shares of the Company	804,900,506 99.621355%	3,059,297 0.378645%
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company	503,238,071 62.285038%	304,721,732 37.714962%

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
7.	To extend the general mandate granted to the Directors to issue shares of the Company by adding thereto the total number of the shares to be bought back by the Company	469,655,051 58.128517%	338,304,752 41.871483%
8(i).	To approve and confirm the conditional grant of restricted shares to Dr. De-Chao Michael Yu (“ Dr. Yu ”) on March 30, 2023 in accordance with the terms of the restricted share plan adopted by the Company on June 12, 2020 (the “ 2020 RS Plan ”), subject to all applicable laws, rules, regulations and the applicable award agreement (the “ 2023 Proposed Grant to Dr. Yu ”)	436,463,302 62.291430%	264,216,234 37.708570%
8(ii).	To authorize any one or more of the directors of the Company, with the exception of Dr. Yu, to exercise the powers of the Company to allot, issue and deal with the ordinary shares of the Company (the “ Shares ”) pursuant to the 2023 Proposed Grant to Dr. Yu under the specific mandate granted to the Directors by the shareholders of the Company at the extraordinary general meeting of the Company held on June 20, 2020 in accordance with the terms of the 2020 RS Plan (the “ 2022 RS Plan Specific Mandate ”), such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (8i) above	435,188,627 62.109510%	265,490,909 37.890490%
9(i).	To approve and confirm the conditional grant of restricted shares to Mr. Ronald Hao Xi Ede (“ Mr. Ede ”) on March 30, 2023 in accordance with the terms of the 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “ 2023 Proposed Grant to Mr. Ede ”)	544,014,969 67.331935%	263,944,834 32.668065%
9(ii).	To authorize any one or more of the directors of the Company, with the exception of Mr. Ede, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the 2023 Proposed Grant to Mr. Ede under the 2022 RS Plan Specific Mandate, such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (9i) above	542,460,894 67.139589%	265,498,909 32.860411%

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
10(i).	To approve and confirm the conditional grant of restricted shares to Ms. Joyce I-Yin Hsu (“ Ms. Hsu ”) on March 30, 2023 in accordance with the terms of the 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “ 2023 Proposed Grant to Ms. Hsu ”)	507,285,074 62.786295%	300,670,027 37.213705%
10(ii).	To authorize any one or more of the directors of the Company, with the exception of Ms. Hsu, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the 2023 Proposed Grant to Ms. Hsu under the 2022 RS Plan Specific Mandate, such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (10i) above	505,738,999 62.594939%	302,216,102 37.405061%
11(i).	To approve and confirm the conditional grant of restricted shares to Dr. Charles Leland Cooney (“ Dr. Cooney ”) on March 30, 2023 in accordance with the terms of the 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “ 2023 Proposed Grant to Dr. Cooney ”)	507,285,074 62.786295%	300,670,027 37.213705%
11(ii).	To authorize any one or more of the directors of the Company, with the exception of Dr. Cooney, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the 2023 Proposed Grant to Dr. Cooney under the 2022 RS Plan Specific Mandate, such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (11i) above	505,738,999 62.594939%	302,216,102 37.405061%
12(i).	To approve and confirm the conditional grant of restricted shares to Dr. Kaixian Chen (“ Dr. Chen ”) on March 30, 2023 in accordance with the terms of the 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “ 2023 Proposed Grant to Dr. Chen ”)	507,287,079 62.786387%	300,670,027 37.213613%

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
12(ii).	To authorize any one or more of the directors of the Company, with the exception of Dr. Chen, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the 2023 Proposed Grant to Dr. Chen under the 2022 RS Plan Specific Mandate, such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (12i) above	505,733,004 62.594041%	302,224,102 37.405959%
13(i).	To approve and confirm the conditional grant of restricted shares to Mr. Gary Zieziula (“ Mr. Zieziula ”) on March 30, 2023 in accordance with the terms of the 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “ 2023 Proposed Grant to Mr. Zieziula ”)	507,281,776 62.785522%	300,678,027 37.214478%
13(ii).	To authorize any one or more of the directors of the Company, with the exception of Mr. Zieziula, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the 2023 Proposed Grant to Mr. Zieziula under the 2022 RS Plan Specific Mandate, such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (13i) above	505,735,701 62.594166%	302,224,102 37.405834%
14(i).	To approve and confirm the conditional grant of restricted shares to Mr. Zieziula on June 1, 2022 in accordance with the terms of the 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “ 2022 Proposed Grant to Mr. Zieziula ”)	507,289,776 62.786512%	300,670,027 37.213488%

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
14(ii).	To authorize any one or more of the directors of the Company, with the exception of Mr. Zieziula, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the 2022 Proposed Grant to Mr. Zieziula under the 2022 RS Plan Specific Mandate, such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (14i) above	502,046,672 62.422593%	302,224,102 37.577407%
SPECIAL RESOLUTION		Number of Votes (%)	
		For	Against
15.	To approve and adopt the fourteenth amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing thirteenth amended and restated memorandum and articles of association of the Company with immediate effect after the closing of the Annual General Meeting, and to authorise any one of the Directors to do all things necessary or expedient to implement the adoption of the fourteenth amended and restated memorandum and articles of association of the Company	745,693,733 92.293420%	62,266,067 7.706580%

By order of the Board
Innovent Biologics, Inc.
Dr. De-Chao Michael Yu
Chairman and Executive Director

Hong Kong, China, June 21, 2023

Notes:

- (a) As at the date of the AGM, the total number of shares of the Company in issue was 1,540,717,592 shares.
- (b) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 1,540,717,592 shares.
- (c) (i) As at the date of AGM, Dr. Yu and his associates are holding an aggregate of 126,903,209 Shares or underlying Shares (and 371,747 short position Shares). Dr. Yu and his associates were required to and had abstained from voting on the above proposed resolutions numbered 8(i) and 8(ii) in relation to the Proposed Grant to Dr. Yu and transactions contemplated therein at the AGM in accordance with the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

- (ii) As at the date of AGM, Mr. Ede and his associates are holding an aggregate of 8,270,975 Shares or underlying Shares. Mr. Ede and his associates were required to and had abstained from voting on the above proposed resolutions numbered 9(i) and 9(ii) in relation to the Proposed Grant to Mr. Ede and transactions contemplated therein at the AGM in accordance with the Listing Rules.
- (iii) As at the date of AGM, Ms. Hsu and her associates are holding an aggregate of 88,620 Shares or underlying Shares. Ms. Hsu and her associates were required to and had abstained from voting on the above proposed resolutions numbered 10(i) and 10(ii) in relation to the Proposed Grant to Ms. Hsu and transactions contemplated therein at the AGM in accordance with the Listing Rules.
- (iv) As at the date of AGM, Dr. Cooney and his associates are holding an aggregate of 127,710 Shares or underlying Shares. Dr. Cooney and his associates were required to and had abstained from voting on the above proposed resolutions numbered 11(i) and 11(ii) in relation to the Proposed Grant to Dr. Cooney and transactions contemplated therein at the AGM in accordance with the Listing Rules.
- (v) As at the date of AGM, Dr. Chen and his associates are holding an aggregate of 38,268 Shares or underlying Shares. Dr. Chen and his associates were required to and had abstained from voting on the above proposed resolutions numbered 12(i) and 12(ii) in relation to the Proposed Grant to Dr. Chen and transactions contemplated therein at the AGM in accordance with the Listing Rules.
- (vi) As at the date of AGM, Mr. Zieziula and his associates are holding an aggregate of 307,012 Shares or underlying Shares. Mr. Zieziula and his associates were required to and had abstained from voting on the above proposed resolutions numbered 13(i), 13(ii), 14(i) and 14(ii) in relation to the Proposed Grant to Mr. Zieziula and transactions contemplated therein at the AGM in accordance with the Listing Rules.
- (d) Saved as disclosed above, there were no shares entitling the holder to attend and abstain from voting in favour of the resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules.
- (e) Saved as disclosed above, no shareholders of the Company were required under the Listing Rules to abstain from voting on the resolutions proposed at the AGM.
- (f) Save as disclosed above, no parties have stated their intention in the Company's Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.
- (g) The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

As at the date of this announcement, the Board comprises Dr. De-Chao Michael Yu as Chairman and Executive Director and Mr. Ronald Hao Xi Ede as Executive Director, and Dr. Charles Leland Cooney, Ms. Joyce I-Yin Hsu, Dr. Kaixian Chen and Mr. Gary Zieziula as Independent Non-executive Directors.